



## THE TORO COMPANY

### NOMINATING & GOVERNANCE COMMITTEE CHARTER

#### ***Purpose***

The Nominating & Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of The Toro Company (the "Company") (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to oversee the evaluation of the Board and Management and lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board director nominees for each committee.

#### ***Committee Membership***

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence and other requirements established by law, the Securities and Exchange Commission and the New York Stock Exchange listing standards.

The members of the Committee shall be appointed and replaced by the Board. The Board shall designate one of the members of the Committee as Chair.

#### ***Committee Authority and Responsibilities***

1. The Committee shall annually recommend to the Board the exact number of directors to be fixed (not less than eight nor more than twelve persons) pursuant to the Restated Certificate of Incorporation.
2. The Committee shall (a) have the sole discretion and authority to retain or obtain the advice of any external search firm to be used to assist it in identifying director candidates, independent legal counsel or other advisors (each, a "Committee Advisor"); and (b) be directly responsible for the appointment, compensation, oversight of the work and termination of any Committee Advisor retained by the Committee.

The Committee shall have sole authority to approve the fees and other terms and conditions of the retention of any Committee Advisor. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any Committee Advisor retained by the Committee.

3. The Committee shall review and recommend to the full Board concerning all nominees for Board membership, including (a) the re-election of existing Board members, and (b) those nominated in accordance with the Restated Certificate of Incorporation and Amended and Restated Bylaws. The Committee, when vacancies occur, shall actively seek individuals qualified to become board members for recommendation to the Board, and shall recommend persons based on independence, diversity, age, skills, business experience, professional expertise, industry experience and geographic representation.
4. The Chair of the Committee and/or the Chairman of the Board shall annually poll the members of the Board concerning each director whose term is expiring and the Chair of the Committee shall recommend to the Committee that any director who does not continue to have the affirmative support of a majority of the members of the Board not stand for re-election.
5. The Committee shall monitor emerging corporate governance trends and recommend any proposed changes in governance practices or policies to the Board for approval.
6. The Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
7. As necessary and appropriate, the Committee shall review any proposed amendments or changes to the Company's Restated Certificate of Incorporation or Amended and Restated Bylaws. The full Board shall have the authority to approve any such amendments or changes.
8. The Committee may form and delegate authority to subcommittees when appropriate.
9. The Committee shall meet at least annually and the Chair shall report to the Board after each meeting.
10. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.