

**CHARTER
OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF SERVICEMASTER GLOBAL HOLDINGS, INC.**

Approved by the Board of Directors June 13, 2014;
and as last amended July 25, 2017.

The Board of Directors (the “Board”) of ServiceMaster Global Holdings, Inc. (the “Company”), pursuant to the Company’s Third Amended and Restated By-Laws, as the same may be amended from time to time (as amended from time to time, the “By-Laws”), has determined that the Nominating and Corporate Governance Committee of the Board shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this Nominating and Corporate Governance Committee Charter (this “Charter”), to establish the governing principles of the Nominating and Corporate Governance Committee (the “Committee”).

PURPOSE

The primary purposes of the Committee are to:

- a) identify individuals qualified and suitable to become Board members consistent with criteria approved by the Board (including individuals proposed by stockholders) and recommend to the Board the director nominees for each annual meeting of stockholders;
- b) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- c) review the composition of the Board and its committees to determine whether it may be appropriate to add or remove individuals;
- d) review and evaluate current directors for re-nomination to the Board or re-appointment to any Board committee; and
- e) oversee the self-evaluation of the Board.

AUTHORITY AND RESOURCES

The Committee will have the sole authority, without further approval by the Board, to select, retain and terminate, as it deems necessary or advisable, a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Company to such consultant or search firm, including the fees, terms and other conditions for the performance of such services. The Committee may also obtain such advice and assistance from in-house counsel or outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. The Company shall provide appropriate funding, as determined by the Committee, (i) to compensate any consultant, search firm, legal or other advisors employed by the Committee and (ii) for ordinary administrative expenses of the Committee in carrying out its duties. Any consultant, search firm, legal or other advisor retained by the Committee shall meet any independence requirements imposed by the NYSE or applicable law. Any consultant, search firm, legal or

other advisor engaged or retained by the Committee may, but need not, be otherwise engaged by the Company for any other purpose. In fulfilling its responsibilities, the Committee will have full access to all of the Company's books, records, facilities and personnel.

MEMBERSHIP

The Committee shall consist of at least three directors, unless otherwise determined by the Board. The members of the Committee must satisfy any applicable independence and experience requirements of the Securities and Exchange Commission (the "SEC") or other regulatory body and the New York Stock Exchange (the "NYSE"). Committee members will be appointed, and may be removed, by the Board in accordance with the Company's By-Laws. Committee members shall serve for such term or terms as the Board may determine. The Committee shall have the authority to establish subcommittees and to delegate any of its responsibilities to such subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of directors satisfying the foregoing independence standards. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the SEC or the NYSE. Unless a Chair of the Committee is elected by the Board, the Committee may designate its Chair by majority vote of the Committee.

RESPONSIBILITIES

The Committee's duties and responsibilities shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time:

- a) The Committee will recommend to the Board appropriate criteria for the selection of new directors and will periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.
- b) The Committee will identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board consistent with criteria for selection of new directors adopted from time to time by the Board; and recommend to the Board the nominees to stand for election as directors at each annual meeting of stockholders or, if applicable, at any special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee will recommend to the Board an individual to fill such vacancy through appointment by a majority of the Company's directors. The Committee will also evaluate directors for re-nomination to the Board and in doing so, assess the performance of such directors.
- c) The Committee will identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), and recommend that the Board appoint the identified member or members to the respective committee. In recommending a member for committee membership, the Committee will take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems

appropriate, including without limitation, the Company's Corporate Governance Guidelines, the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members. The Committee will also evaluate current directors for re-appointment to committees of the Board and in doing so, assess the performance of such directors.

- d) The Committee will periodically review the size of the Board and make recommendations to the Board from time to time as to changes in the size of the Board that the Committee believes to be desirable. The Committee will periodically review the composition of the Board and its committees in light of the then current needs of the Board and consider rotation of committee members and committee chairs.
- e) The Committee will oversee the system of corporate governance of the Company, including:
 - i. developing and recommending to the Board a set of corporate governance guidelines for the Company;
 - ii. reviewing and reassessing the adequacy of such guidelines periodically; and
 - iii. recommending to the Board for approval any such changes to such guidelines as the Committee believes are appropriate.
- f) The Committee will oversee compliance with the Company's corporate governance guidelines and report on such compliance to the Board and review and approve any requests for waivers of such guidelines.
- g) The Committee will oversee the evaluation of the Board. At least annually, the Committee will lead the Board in a self-evaluation to determine whether it and the Board's committees are functioning effectively and review the evaluations to consider any recommendations for proposed changes to the Board. The performance evaluation of the Board shall be conducted in such manner as the Committee deems appropriate.
- h) Report regularly to the Board on all matters charged to the responsibility of the Committee. The report to the Board may be in writing, by submission of Committee minutes and consents or take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.
- i) Annually evaluate and review the Committee's own performance. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.
- j) Annually review the adequacy of this Charter and submit any changes to the Board for approval.
- k) Oversee the Company's "Board of Directors Communication Policy" and periodically review the policy and recommend any changes to the Board.
- l) The Committee will exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

PROCEDURES

The Committee shall meet, either in person or via teleconference, as necessary to enable it to fulfill its responsibilities. The Committee shall be afforded the opportunity, as it deems necessary and at the Committee's discretion, to meet in separate executive session meetings with (a) members of management and (b) consultants and advisors. The meetings and other actions of the Committee shall be governed by the provisions of Article III of the Company's By-Laws applicable to meetings and actions of the committees of the Board. Meetings of the Committee may be called by the Chairman of the Board or any member of the Committee. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. Committee members shall be given notice of a meeting in accordance with Section 2.06 of the By-Laws at least 24 hours in advance personally, by telephone, facsimile or electronic transmission (as defined in the Company's By-Laws). Any such notice need not be given to any Committee member who attends such meeting without protesting the lack of notice to him or her, prior to or at the commencement of such meeting, or to any member who submits a signed waiver of notice, whether before or after such meeting. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board, subject to applicable law.

The Committee may adopt rules of governance, not inconsistent with this Charter, to assist the Committee in the discharge of its responsibilities.

MISCELLANEOUS

Members of the Committee may receive their Board and Committee fees in cash, shares of the Company, options, restricted share units, deferred share units, or other equity-based consideration as determined by the Board, in addition to all other benefits that other directors of the Company receive.

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of the NYSE applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with the Company's Corporate Governance Guidelines. This Charter is, and any amendments thereto will be, displayed on the Company's website and a printed copy will be made available to any stockholder of the Company who requests such.