

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
NVR, INC.**

The Board of Directors of NVR, Inc. has adopted and approved this amended Charter for the Nominating and Corporate Governance Committee of NVR, Inc. by resolution effective May 5, 2020.

Purpose

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of NVR, Inc. (the "Company") shall identify individuals qualified to become Board members, recommend to the Board director nominees for the next annual meeting of shareholders, recommend to the Board names of individuals to fill any vacancies on the Board that arise between annual meetings of shareholders, and consider from time to time the Board committee structure and makeup. The Committee shall also be responsible for supporting the Board's and the Company's commitment to environmental, social and governance ("ESG") matters.

Committee Membership and Meetings

The Committee shall consist of no fewer than four (4) members of the Board, the number of which shall be fixed from time to time by the Board; *provided, however*, that the Committee may operate with fewer than four members as long as such composition complies with applicable laws, rules, regulations and securities exchange listing standards. Members of the Committee shall be appointed annually by the Board and may be removed or replaced by the Board. All members of the Committee shall meet the independence requirements of the applicable exchange on which the Company's securities are listed and any other legal requirements, including requirements under the federal securities laws.

The Committee shall meet as often as necessary to carry out its responsibilities under this Charter.

Committee Authority and Responsibilities

1. The Committee shall perform the core function of recommending nominees to the Board for the next annual meeting of shareholders. The Committee shall also recommend to the Board names of individuals to fill any vacancies on the Board that arise between annual meetings of shareholders. These responsibilities include working with the Board to establish criteria for board membership, reviewing candidates' qualifications and any potential conflicts with the Company's interests, assessing the contributions of current directors in connection with their renomination, and making recommendations to the Board with respect to these matters and with respect to any proposed removal of a

director. In the event that the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors need not be subject to the process set forth herein.

2. The Committee shall select individuals as director nominees who shall have high personal and professional integrity, who shall have demonstrated exceptional ability and judgment, who shall be effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the Company and its shareholders, and who shall otherwise meet the standards set forth in the Company's Corporate Governance Guidelines. In selecting director nominees, the Committee should assess the nominee's independence status relative to the Company, and should consider the nominee's qualifications in the areas of skills, knowledge, perspective, broad business judgment and leadership, relevant industry or regulatory affairs knowledge, business creativity and vision, experience, age and diversity, all in the context of the requirements of the federal securities laws and the exchange on which the Company's securities are listed, and an assessment of the perceived needs of the Board at that time.
3. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee composition annually, and shall recommend additional committee members to fill vacancies as needed, taking into account each director's experience and background and their relevance to the goals and responsibilities of each committee.
4. The Committee may delegate its authority to subcommittees, as the Committee deems appropriate; provided that any subcommittee shall report any actions taken by it to the whole Committee at its next regularly scheduled meeting.
5. The Committee shall review and assess the adequacy of the Company's Corporate Governance Guidelines, to ensure that they reflect best practices and are appropriate for the Company, at least annually and recommend any proposed changes to the Board for approval.
6. The Committee shall oversee the annual Board self-assessment process.
7. The Committee shall assist in setting the Company's general strategy with respect to ESG Matters, and to consider and recommend policies, practices, and disclosures that conform to the strategy.
8. The members of the Committee shall appoint annually, one of their members as the Chairperson. The Chairperson shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Committee to the Board at the Board's next regularly scheduled meeting following the meeting of the Committee.

9. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from internal or outside legal, accounting or other advisors it determines necessary to carry out its duties. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of fees related to the retention of such advisors.
10. The Committee shall conduct and present to the Board an annual evaluation of the Committee's performance as compared to the requirements of its Charter.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.