

GREEN BRICK PARTNERS, INC.

Amended and Restated Governance and Nominating Committee Charter

I. Purpose

The Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Green Brick Partners, Inc. (the “Company”) is appointed by the Board to:

- 1) Identify, review the qualifications of, and recommend candidates for Board membership, consistent with criteria set forth herein;
- 2) Determine the composition of the Board and its committees;
- 3) Develop corporate governance guidelines for the Company and oversee compliance with them;
- 4) Monitor Board and management effectiveness; and
- 5) Perform all other duties required under this Charter, assigned by the Board, or required by regulation or law.

II. Membership and Procedures

- 1) The Committee shall be comprised of not fewer than three members of the Board appointed annually to serve by the Board upon recommendation of the independent members of the Board. Members shall meet the test of “independence,” within the meaning of the rules established from time to time under applicable law and by the Nasdaq Stock Market (“Nasdaq”) and the rules promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
- 2) A Committee Chair (the “Chair”) will be designated by the Board upon recommendation of the independent members of the Board. The Chair will normally determine the agenda, frequency (which shall, in any event, be not less than annually) and length of meetings. However, any member of the Committee may require a special meeting of the Committee to be convened if they believe it is required.
- 3) Committee members will have unlimited access to management and information required by the Committee. The Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

- 4) A majority of the total number of members of the Committee then in office shall constitute a quorum thereof. The Committee may act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.
- 5) A member may be removed at any time, with or without cause, from the Committee only by an affirmative vote of a majority of the Board. Committee members may resign by giving written notice to the Chairman of the Board or the Corporate Secretary.
- 6) The Committee may designate one or more subcommittees, each consisting of one or more of its members. Subcommittees may exercise all the powers and authority of the Committee if such powers and authority are delegated to them. Subcommittees shall keep minutes of their meetings and report them to the Committee or the Board.
- 7) The Committee has the sole authority to engage or terminate and approve the terms of engagement and fees for a search firm to assist it in identifying or reviewing the qualifications of candidates for directorship, as well as the authority to engage any other consultants or advisors as the Committee deems necessary or appropriate. The Company shall provide the Committee appropriate funding for the payment of compensation to any such search firm, consultant or advisor engaged by the Committee.
- 8) The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.
- 9) The Committee will evaluate its own performance in fulfilling its responsibilities established in this Charter no less than annually and report the results to the Board.

III. Authority and Responsibility

The Committee shall:

- 1) Periodically review and make recommendations regarding the composition and size of the Board;
- 2) Periodically review and make recommendations regarding the composition, size, purpose, structure, operations and charter of each of the Board's committees, including the creation of additional committees or elimination of existing committees;
- 3) Review the qualifications of incumbent directors to determine whether to recommend them to the Board as nominees for reelection;
- 4) Review and evaluate all properly submitted stockholder nominees for director, in accordance with the criteria set forth below in paragraph 7;

- 5) Actively seek and recommend to the Board qualified nominees for new or vacant positions on the Board;
- 6) Evaluate potential directors and conduct appropriate inquiries into their backgrounds and qualifications;
- 7) Select nominees to become directors based on an assessment of the following criteria, as well as any other attributes the Committee deems necessary or appropriate, selecting those whose attributes it believes will be most beneficial to the functioning of the Board and the Company:
 - Fulfillment of necessary independence requirements for the composition of the Board;
 - The highest ethical standards and integrity;
 - A willingness to act on and be accountable for Board decisions;
 - An ability to provide wise, informed and thoughtful counsel to top management on a range of issues; and
 - Individual backgrounds that provide a diverse portfolio of experience and knowledge commensurate with the Company's needs;
- 8) Periodically review the criteria for the selection of new directors to serve on the Board and recommend any proposed changes to the Board for approval;
- 9) Annually recommend to the Board a slate of members for each Board Committee;
- 10) Develop and oversee an annual self-evaluation process for the Board and its Committees;
- 11) Oversee director orientation and continuing education programs;
- 12) Make recommendations on corporate governance and develop a set of corporate governance principles. Periodically review at least annually those principles and make recommendations to the Board for any changes;
- 13) Periodically review and recommend changes to the Company's certificate of incorporation and bylaws as they relate to corporate governance issues; and
- 14) Make recommendations to the Board about succession planning for the Company's Chief Executive Officer and other senior management.

IV. Other

- 1) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
- 2) Keep minutes of each meeting and provide regular reports to the Board, promptly informing the Board of any material issues or concerns.

**Adopted by the Governance and Nominating Committee and approved
by the Board of Directors of the Company on March 3, 2016**