

LEGG MASON, INC.
BOARD OF DIRECTORS
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The primary purposes of the Nominating & Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Legg Mason, Inc. (the "Company") are to identify and select for Board approval qualified Board nominees, oversee and evaluate the Company's management succession plan, develop and recommend to the Board for adoption corporate governance principles and a corporate code of conduct, and administer the corporate code of conduct and those corporate governance matters delegated to the Committee by the Board.

II. MEMBERSHIP

The Committee shall consist of at least three directors and shall be composed solely of "independent" directors. The Chairman and the members of the Committee shall be nominated by the Committee and appointed by the Board.

The "independence" of Committee members shall be determined by the Board in accordance with the Securities Exchange Act of 1934, rules and regulations of the Securities and Exchange Commission, listing standards of the New York Stock Exchange, Inc. and any additional independence standards that may be adopted by the Board.

III. DUTIES & RESPONSIBILITIES

The Committee shall:

- Periodically review the composition of the Board and the backgrounds of the Board members to determine whether it may be appropriate to recommend adding directors or whether or not a director should be re-nominated for election by stockholders;
- Consider recommendations for Board candidates from any source it deems appropriate, evaluate candidates' qualifications for Board membership, and recommend to the Board qualified director nominees;
- Develop, and review on an annual basis, a process for interested parties, including stockholders, to propose candidates to serve on the Board;
- Oversee the Board self-evaluation process and report its findings and recommendations to the Board;

- Develop a process for the periodic review of the performance of the Chairman of the Board when the Chairman is an independent director;
- Review on an annual basis the composition of each Board Committee and nominate candidates for standing Board Committees for appointment by the Board;
- Review annually the report by the Chief Executive Officer (“CEO”) regarding management development for key management positions and the CEO succession plan;
- Develop and recommend to the Board for adoption corporate governance principles and guidelines, carry out the duties assigned to the Committee under those guidelines and oversee compliance with those guidelines and other corporate governance matters delegated to the Committee by the Board;
- Review the Policy Regarding Director Independence Determinations at least annually and recommend any proposed changes to the Board;
- Review the procedures in effect for considering disclosable related party transaction and review, consider and approve disclosable related party transactions under those procedures;
- Develop and recommend to the Board for adoption a code of conduct for directors, officers and employees and administer the code of conduct approved by the Board;
- Regularly report on its activities to the Board;
- Conduct a self-evaluation at least annually to determine whether the Committee is functioning effectively;
- Review this Charter at least annually and recommend any proposed changes to the Board;
- Review the Company’s bylaws at least annually;
- Review the procedures in effect for considering officers’ and directors’ prerequisites;
- Perform such other functions as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions, or as may be delegated to it from time to time by the Board; and

- Oversee and administer director orientation and continuing education programs.

IV. ADMINISTRATION

A. Meetings

The Committee shall meet at least twice each year: prior to the meeting at which the Board nominates candidates to be elected by stockholders as directors, and prior to the meeting at which the Board appoints members of standing committees of the Board. The Chairman of the Committee will preside at all meetings of the Committee at which he or she is present and will establish agendas for Committee meetings. The Chairman of the Committee may call special meetings of the Committee as circumstances warrant by providing written or telephonic notice to the other members of the Committee at least three (3) days prior to the date of the proposed special meeting. Such notice may be waived by a Committee member and will be deemed waived by a Committee member who participates in the meeting. Members of the Committee may participate in meetings telephonically when they are unable to attend meetings in person. In lieu of a meeting, the Committee may act by unanimous written consent of all Committee members.

The Committee shall maintain minutes of its meetings and report on its activities to the Board at each regular meeting of the Board.

B. Quorum

A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The action of a majority of the Committee members present or participating telephonically at a meeting at which a quorum is present shall constitute the action of the Committee.

C. Retention of Experts

The Committee shall have the authority to retain consultants, legal counsel and other advisers to assist the Committee in fulfilling its duties and responsibilities. In addition, the Committee shall have 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 shall also have the authority and responsibility to negotiate and approve the fees and other engagement terms of such experts and to direct the payment of fees to such experts.

D. Tenure

The Chairman and members of the Committee shall be appointed by and serve at the pleasure of the Board and may be removed at any time by majority vote of the Board members present at a meeting at which a quorum is present.

Adopted by the Board on 1/20/04; amended by the Board on 10/18/05; 1/23/07; 1/29/08; 10/25/11, 10/23/12 and 4/28/2014.