

Comfort Systems USA, Inc. Director Resignation Policy

The Board of Directors (the “Board”) of Comfort Systems USA, Inc. (the “Company”) is committed to superior corporate governance, the enhancement of stockholder value and ensuring that the Board has the confidence and support of the Company’s stockholders. The Board has unanimously adopted this policy providing for majority voting in uncontested director elections, defined here as an election where the number of nominees is equal to the number of directors to be elected. The proxy solicitation materials circulated in connection with a meeting of the Company’s stockholders at which an uncontested election is to be conducted provides stockholders with the ability to vote “for”, or “withhold” for each director nominee. Any incumbent nominee for director in an uncontested election who receives a greater number of “withhold” votes than votes “for” such election (a “Majority Against Vote”) shall promptly tender his or her resignation following certification of the stockholder vote.

The Governance and Nominating Committee of the Board (the “Committee”) will promptly consider the tendered resignation and whether to accept the tendered resignation or to take some other action, such as rejecting the tendered resignation and addressing the apparent underlying causes of the Majority Against Vote. In making this determination, the Board will consider all factors deemed relevant by its members including, but not limited to, (i) the underlying reasons why stockholders withheld their votes (if ascertainable), (ii) the length of service and qualifications of the director whose resignation has been tendered, (iii) the director’s contributions to the Board and the Company, (iv) the overall composition of the Board and compliance with applicable laws, regulations, governing documents, and stock exchange listing standards, (v) the availability of other qualified candidates, and (vi) whether accepting the resignation is in the best interests of stockholders and the Company.

The Board will act on the Committee’s recommendation no later than at its first regularly scheduled meeting following certification of the stockholder vote, but in any case, no later than one hundred twenty (120) days following the certification of the stockholder vote. Following the Committee’s recommendation and the Board’s decision, the Company will promptly publicly disclose its decision whether to accept or reject each tendered resignation in a periodic or current report filed or furnished in accordance with SEC rules.

Any director who tenders his or her resignation under this Director Resignation Policy will not participate in the Committee recommendation or Board consideration of the resignation. However, such director will otherwise remain as an active Board member unless and until the resignation becomes effective. If a majority of the Committee members receive a majority withhold vote at the same election, then the independent directors who did not receive a majority withhold vote will appoint a committee amongst themselves to consider the tendered resignations. If the only directors who did not receive a majority withhold vote in the same election constitute fewer directors than a majority of the Board, then all the independent directors may participate in the Board consideration of the tendered resignations, except that no director will participate in the vote on his or her own resignation.

This policy will be summarized or included in each proxy statement relating to an election of directors of the Company.

(last updated March 2017)