



**QnITY ELECTRONICS, INC.  
NOMINATION AND GOVERNANCE COMMITTEE CHARTER**

**I. PURPOSE**

The primary purposes of the Nomination and Governance Committee (the “Committee”) of the Qnity Electronics, Inc. (the “Company”) board of directors (the “Board of Directors”) are to:

- (a) Develop and recommend to the Board of Directors a set of corporate governance guidelines for the Company;
- (b) Identify individuals qualified to become members of the Board of Directors consistent with criteria approved by the Board of Directors and recommend to the Board of Directors nominees for election as directors of the Company, including nominees whom the Board of Directors proposes for election as directors at the annual meeting of stockholders;
- (c) Monitor and shape the culture of the Board of Directors; and
- (d) Exercise and perform all other duties and responsibilities delegated to the Committee by the Board of Directors.

**II. RESPONSIBILITIES**

The Committee’s authority and responsibilities include the following:

- (a) Governance
  - (i) Developing and recommending to the Board of Directors a set of corporate governance guidelines and periodically reviewing such guidelines and recommending any proposed changes to the Board of Directors for approval to assure that they (x) are appropriate for the Company and (y) comply with the requirements of the New York Stock Exchange (the “NYSE”).
  - (ii) Reviewing regularly and assessing the adequacy of this Charter and recommending changes, if any, to the Board of Directors.
  - (iii) Overseeing the Company’s corporate governance practices, including reviewing and recommending to the Board of Directors for approval any changes to the Company’s Certificate of Incorporation, Bylaws and committee charters.
  - (iv) Conducting an annual assessment of the Committee’s performance, overseeing the evaluation of the entire Board of Directors and its other



committees (including an evaluation of the culture of the Board of Directors and its other committees) and reporting its findings to the Board of Directors.

- (v) Reviewing periodically the size of the Board of Directors and recommending to the Board of Directors any appropriate changes.
- (vi) Making recommendations on the frequency and structure of meetings of the Board of Directors.
- (vii) Monitoring the functioning of the committees of the Board of Directors and making recommendations for any changes.
- (viii) Reviewing at least annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and reporting any recommendations to the Board of Directors.
- (ix) Recommending that the Board of Directors establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board of Directors, or any individual director, to make such a recommendation at any time.
- (x) Reviewing and making recommendations to the Board of Directors on responses to ordinary course proposals submitted by stockholders to the Board of Directors regarding topics within the Committee's area of authority.
- (xi) Reviewing regular matters bearing on the Company and its stockholders regarding topics within the Committee's area of authority, including ordinary course communications received from stockholders.

(b) Board Matters

- (i) Determining the qualifications, qualities, skills and other expertise required to be a director of the Board of Directors, and developing, and recommending to the Board of Directors for approval, criteria to be considered in selecting director nominees for the Board of Directors, including the following: integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; business acumen; leadership skills; scientific or technology expertise; familiarity with issues affecting global businesses; diversity of background and



experience; time availability in light of other commitments; dedication; compatibility with the Board of Directors' culture; conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board of Directors.

- (ii) Establishing processes and procedures for identifying and evaluating director nominees for the Board of Directors, including director candidates recommended or submitted for inclusion in the Company's proxy statement for its annual meeting by the Company's stockholders, in each case, pursuant to the requirements and procedures set forth in the Company's Bylaws and other corporate governance documents.
- (iii) Reviewing, and recommending to the Board of Directors for approval, the independence of each director of the Board of Directors.
- (iv) Recommending to the Board of Directors the slate of director nominees to be submitted for stockholder vote at the annual meeting of stockholders and, from time to time, recommending individuals to fill any vacancy on the Board of Directors, in each case, in accordance with the Company's Certificate of Incorporation and Bylaws.
- (v) Reviewing and recommending to the Board of Directors committee structure, membership and leadership, including the appointment of an independent Lead Director, if any.
- (vi) Reviewing the suitability for continued service as a director of each member of the Board of Directors when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and recommending whether or not such director should be re-nominated.
- (vii) Reviewing annually with the Board of Directors the composition of the Board of Directors as a whole and recommending, if necessary, measures to be taken so that the Board of Directors reflects the appropriate balance of knowledge, experience, skills, expertise and diversity of background and experience required for the Board of Directors as a whole and contains at least the minimum number of independent directors required by the NYSE.
- (viii) Making recommendations to the Board of Directors regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommending individual directors to fill any vacancy that might occur on a committee, including the Committee.



(c) Risk Oversight

- (i) Reviewing regularly and providing oversight regarding the Company's policies on political contributions and lobbying expenses.
  - (ii) Overseeing the Company's orientation program for new directors and a continuing education program for current directors.
  - (iii) Reviewing the Company's policies relating to the ethical handling of conflicts of interest and reviewing past or proposed transactions between the Company and any related person in accordance with the Company's Policies and Procedures for Transactions with Related Persons. The Committee shall consider the results of any review of these policies and procedures by the independent registered public accounting firm.
  - (iv) Meeting periodically with the General Counsel to review legal and regulatory matters, including any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breach of fiduciary duty to the Company.
- (d) The Company shall provide the Committee with a level of funding appropriate for the Committee to carry out its responsibilities.
- (e) The Committee shall have the authority to retain, at the Company's expense, search firms, outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms, such fees to be borne by the Company.

**III. COMPOSITION**

- (a) The Committee shall be comprised of at least three independent directors, as determined from time to time by the Board of Directors. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the NYSE and any additional requirements that the Board of Directors deems appropriate.
- (b) The members of the Committee shall be elected by the Board of Directors. The members of the Committee shall serve until their successors shall be duly elected and qualified. The Board of Directors may remove any Committee member for any or no reason.

The Board of Directors shall designate a member of the Committee as Chairperson. The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (a) the negotiation and execution of



engagement letters for outside consultants, legal counsel or other advisers to be retained by the Committee and (b) as may otherwise be determined by the Committee.

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

#### **IV. MEETINGS**

- (a) The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than three times per year. The Committee may request any person (including any other director of the Company, any officer or employee of the Company or any advisor) to attend a meeting of the Committee or to meet with any members of, or advisor to, the Committee.
- (b) A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.
- (c) The Committee shall maintain minutes of its meetings and records relating to those meetings.
- (d) Unless otherwise restricted by the Company's Certificate of Incorporation or Bylaws (each as may be amended and/or restated from time to time) or by the Board of Directors, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of the proceedings of the Committee in accordance with applicable law.