

*Adopted as of 24, 2023*

## **VERALTO CORPORATION**

### **CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

#### **1. Policy Statement**

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Veralto Corporation (the "Company") is to assist the Board in (1) identifying individuals qualified to serve as Board members, consistent with criteria approved by the Board, (2) determining the size and composition of the Board and its committees, (3) developing, recommending to the Board and implementing the Company's corporate governance guidelines, (4) evaluating the overall effectiveness of the Board and its committees, (5) discharging the Board's responsibilities relating to compensation of directors, (6) administering the Company's Related Person Transactions Policy, (7) overseeing the Company's management (including CEO) succession planning process, and (8) overseeing the Company's sustainability program.

#### **2. Organization and Meetings**

- a. *Appointments and Removals.* The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Members of the Committee may be replaced by the Board at its discretion. The Board shall select the Committee chairperson.
- b. *Size.* The Committee shall consist of at least two and no more than six members, the exact number to be determined by the Board from time to time.
- c. *Qualifications.* Each member of the Committee shall satisfy the independence and other applicable requirements of the New York Stock Exchange ("NYSE") listing standards, as may be in effect from time to time, as determined by the Board.
- d. *Subcommittees.* The Committee shall have the authority to form, and delegate authority to, such standing and ad-hoc subcommittees as it determines necessary or desirable.
- e. *Meetings and Consents.* The Committee shall meet at least twice annually, and may also act by written consent. The chairperson shall have the authority to call a special meeting of the Committee, or seek a unanimous written consent of the Committee, whenever he or she deems such a meeting or consent necessary or desirable. The Committee chairperson, in consultation with appropriate members of the Committee and with management, shall set the frequency and length of each meeting and the meeting agenda. A majority of the Committee members shall constitute a quorum and the vote of a majority of the Committee members at any meeting at which a quorum is present shall be the act of the Committee.

- f. *Investigations.* The Committee shall have the authority to investigate any matter within its scope of responsibilities with full access to all Company books, records, facilities and personnel.
- g. *Reports to the Board.* The Committee chairperson shall report matters considered and acted upon to the full Board at the next regularly scheduled Board meeting.
- h. *Annual Review and Self-Assessment.* The Committee shall annually (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and (b) conduct and present to the Board a self-evaluation of the Committee.

### **3. Resources**

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and retention terms. In addition, the Committee shall have the sole authority to retain and terminate any compensation consultant to assist in the evaluation of director compensation and shall have sole authority to approve the compensation consultant's fees and retention terms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to outside firms or advisors employed by the Committee.

### **4. Authority and Responsibilities**

The Committee shall have the authority and responsibility to:

#### *Board of Directors Nominees/Committee Members*

- Develop and lead the process for identifying individuals qualified to become Board members for recommendation to the Board, consistent with criteria approved by the Board in the Corporate Governance Guidelines.
- Identify and make recommendations to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the shareholders, or for any director nominees to be elected by the Board to fill director vacancies, including vacancies arising from increases in the size of the Board, and provide to the Board the Committee's assessment as to which directors should be deemed independent under applicable rules, policies and regulations.
- Review and consider candidates for election as director submitted by shareholders, in accordance with guidelines established by the Committee.
- Review the committee structure of the Board and recommend to the Board for its approval directors to serve as members of each committee and as committee chairs. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

### *Corporate Governance Matters*

- Develop and recommend to the Board a set of Corporate Governance Guidelines, review such Guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the Board as necessary. The Committee shall also be responsible for implementing and monitoring compliance with, the Corporate Governance Guidelines.
- Periodically review the Company's organizational documents (taking into account any applicable feedback from management and/or outside legal advisors), and, if appropriate, recommend changes to the Board.
- Periodically review the Related Persons Transactions Policy and, if appropriate, recommend changes to the Board, and review and approve related person transactions in accordance with such Policy.
- Review shareholder proposals (other than those subject to review by other committees) and management's proposed response to such proposals.
- Periodically review the orientation process for newly elected members of the Board and assess the need for, and if applicable the adequacy of, continuing director education.

### *Evaluating the Board of Directors and its Committees*

- Develop an annual self-evaluation process for the Board and its committees, oversee the execution of this process and report on the results of such process to the Board.
- Annually review director attendance at Board and committee meetings.

### *Succession Planning*

- Periodically review and make recommendations to the Board relating to management succession planning, including emergency CEO succession, CEO succession in the ordinary course of business and succession for other members of senior management.

### *Non-Management Director Compensation*

- Periodically review the form and amounts of director compensation and make recommendations to the Board with respect thereto. Nothing in this charter should be construed as precluding discussion of director compensation with the Board generally.

### *Sustainability*

- Oversee the Company's sustainability program (and coordinate as appropriate with the Audit Committee of the Board with respect to that committee's oversight of climate change risk).

*Other Responsibilities*

- Perform any other activities consistent with this charter, the Company's Certificate of Incorporation and By-laws and applicable law, as the Committee deems appropriate or as requested by the Board.