

# Nominating and Governance Committee Charter

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## I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) is to ensure that the Board of Directors (the “Board”) of ITT Inc. (the “Company”) is appropriately constituted to meet its fiduciary obligations to the shareholders and the Company. To accomplish this purpose, the Nominating and Governance Committee will provide assistance to the Board in:

- A. Identifying individuals qualified to become directors consistent with the criteria approved by the Board, and selecting, or recommending that the Board select, the director nominees for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
- B. Developing and recommending to the Board a set of corporate governance principles applicable to the Company;
- C. Overseeing the annual evaluation of the Board and its Committees; and
- D. Otherwise taking a leadership role in shaping the corporate governance of the Company.

## II. Responsibilities

- A. Evaluate the current size, composition, organization and governance of the Board and its Committees, determine future requirements and make recommendations to the Board for approval. The Committee is responsible for developing, regularly reviewing and updating and recommending to the Board revisions to the Company’s corporate governance framework, including its Articles of Incorporation, Bylaws, Corporate Governance Principles and Code of Conduct.
- B. Determine desired board experience, skills and attributes and conduct searches for prospective board members whose experiences, skills and attributes reflect those desired to achieve a robust and diverse Board. The Committee strives for a Board which reflects a wide range of experience, qualifications, attributes, and skills. The Committee also desires that the Board encompasses members with diverse viewpoints, backgrounds, perspectives, and cultural experiences.
- C. Lead the search for qualified candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to

be filled by the Board or by the shareholders at an annual or special meeting. The Committee shall have the sole authority to retain or terminate any executive search firm to assist in identifying director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company. The Committee shall consider all factors relevant to the advisor's independence, including the factors specified by the New York Stock Exchange listing standards.

- D. In the event it is necessary to select an interim Chief Executive Officer of the Company (the "CEO") due to the CEO's unexpected temporary or permanent departure, the Committee will oversee the CEO emergency succession plan and recommend an interim replacement CEO candidate or candidates to the full Board. The full Board has the final responsibility to select the Company's CEO.
- E. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers and ensure compliance with the rules of the New York Stock Exchange and the Clayton Antitrust Act.
- F. Administer the Board's' annual performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- G. Evaluate and make recommendations to the Board concerning the appointment of Directors to Committees, the selection of Committee Chairs, and proposal of the Board slate for election. Consider and make recommendations to the Board with respect to shareholder nominees for election to the Board.
- H. Monitor the functioning of the Committees and make recommendations for any changes, including the creation and elimination of Committees. Recommend that the Board 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.
- I. Review and recommend to the full Board matters and agenda items relating to the Company's Annual Meeting of shareholders including determining agenda items, setting the time and date of the Annual Meeting, election of executive officers and corporate officers and approving the slate of Directors for election.
- J. Review the form of Annual Report to Shareholders, Proxy Statement and related materials, including the review of shareholder proposals and the recommendation to the Board of a response.
- K. Oversee the Company's related party transactions policy, review all material related party transactions and approve or ratify such transactions in the Committee's discretion.

- L. Review the Company's communication and advertising program and other activities involving community relations, major charitable contributions and promotion of the Company's public image.
- M. Review the Company's business continuity and disaster recovery programs and plans.
- N. Review and maintain an informed status on the Company's sustainability and other ESG initiatives and engagement with shareholders and other key stakeholders, including non-governmental organizations and key ESG rating agencies.
- O. Oversee the Company's Political Contributions Policy and the Company's political spending, governance and reporting.
- P. Review the suitability for continued service as a Director of each Director when his or her term expires and when he or she has a change in status, including but not limited to a "material change" pursuant to the Corporate Governance Principles, and recommend whether or not the Director should be re-nominated. Evaluate and recommend termination of membership of individual directors in accordance with the Corporate Governance Principles, for cause or for other appropriate reasons.
- Q. Coordinate and approve Board and Committee meeting schedules. Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance policy.
- R. Evaluate and consider matters relating to the qualifications, retirement and compensation of non-management Directors.
- S. The Committee shall have the authority to obtain advice and assistance from internal and external legal, accounting or other advisors in connection with the performance of its duties and responsibilities.
- T. Review and assess its own performance on an annual basis.
- U. Review this Charter at least annually and make recommendations to the Board for approval and adoption of the Charter, including any additions, deletions or modifications, as may be deemed appropriate.
- V. Review the charters of other Committees of the Board at least annually and make recommendations to the Board for approval and adoption of such charters, including any additions, deletions or modifications, as may be deemed appropriate.

- W. Provide prior review and approval with respect to the CEO if he or she is offered a position on the board of a publicly traded company, privately held company or similar position with a tax-exempt organization to which the Company has made significant contributions or payments.
- X. Review and discuss the Company's risk management program. Meet regularly with the Company's General Counsel or head of ethics and compliance to review the implementation and effectiveness of the Company's Code of Conduct and ethics and compliance program and any proposed waivers of the Code of Conduct for directors and executive officers.
- Y. Perform such additional activities and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

### III. Membership and Organization

- A. The Committee shall consist of no fewer than three members, all of whom must meet the independence requirements of the applicable listing standards of the New York Stock Exchange and be an "Independent Director" as defined in the Company's Corporate Governance Principles.
- B. The members of the Committee shall be designated by the Board annually and shall serve until such member's successor is duly designated or until such member's earlier resignation or removal. Any member of the Committee may be removed from the Committee, with or without cause, by a majority vote of the Board. Any member of the Committee who ceases to serve on the Board shall at the same time cease to be a member of the Committee.
- C. The Chairperson of the Committee shall be designated by the Board. The Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise.
- D. The Chairperson of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairperson shall preside at meetings of the Committee.
- E. One-third of the members of the Committee, but not fewer than two persons, shall constitute a quorum.
- F. Action taken by the majority of the members present at a meeting at which a quorum is present and action taken by the written consent of all members shall constitute action of the Committee.

- G. The Committee shall meet as often as may be deemed necessary or appropriate. The Committee may ask members of management or others to attend meetings or to provide relevant information. The Committee shall periodically meet in executive session absent management.
- H. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or similar telecommunications equipment), action(s) by consent without a meeting, notice, waiver of notice and voting requirements as applicable to the Board.
- I. The Committee shall regularly report to the Board on the matters discussed and actions taken by the Committee. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.
- J. The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consistent with the delegation of such powers to the Committee by the Board, to the extent permitted under applicable law, stock exchange listing standards, the Company's Certificate of Incorporation and By-laws.
- K. The Company shall provide appropriate funds, as determined by the Committee, for the Committee to perform its responsibilities or retain any independent counsel or other advisor.

Approved: March 15, 2024