

Compensation and Human Capital Committee Charter

I. Purpose

The purpose of the Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of ITT Inc. (the “Company”) is to evaluate and approve the compensation plans, policies and programs for the Company’s Chief Executive Officer and the other executive officers and to approve awards under the Company’s equity incentive plans. Additionally, the Committee oversees the administration of the Company’s human capital management programs, including diversity, equity and inclusion, management development, and succession planning.

II. Responsibilities

- A. Approve and oversee administration of the Company’s executive compensation program, including annual incentive compensation plans, long-term cash incentive plans, equity-based compensation plans, as well as plans and policies, if any, pertaining to perquisites. In determining executive compensation, the Committee considers enterprise risk and other risk factors in determining appropriate compensation objectives. The Committee structures compensation so that unnecessary or excessive risk-taking behavior is discouraged and behaviors correlated with long-term value creation are encouraged. With respect to long-term incentives, the Committee considers the Company’s performance and relative shareholder return, as well as considering, where appropriate, past compensation levels and peer company compensation practices.
- B. Review and approve compensation matters for the Chief Executive Officer and other executive officers of the Company.
 - Set annual performance goals and objectives with respect to the Chief Executive Officer. The performance of the Chief Executive Officer will be evaluated with respect to these performance goals and objectives and the compensation level of the Chief Executive Officer will reflect, as appropriate, the results of this evaluation. In determining the appropriateness of any element of the long-term incentive compensation awarded to the Chief Executive Officer, the Committee shall consider similar compensation awarded to the Chief Executive Officer in prior fiscal years, the Company’s overall performance and the relative return on the investment of the Company’s stockholders for the fiscal year, and the value of similar awards made to the chief executive officers of comparable companies in the industry.

- Approve annual performance objectives, review performance and approve individual compensation actions for the remaining executive officers.
 - Provide an annual review of such matters referenced in part A above and this part B with the full Board. The Committee will also review, as appropriate, any changes to compensation matters for the executive officers with the Board.
- C. Oversee the establishment and administration of the Company's benefit programs and severance policies that apply to executive officers, including review and approval of benefit plans, employment agreements and change-in-control provisions.
- D. The Committee shall have the sole authority to select, retain, determine the terms of engagement for and oversee such independent compensation and benefits consultants, outside counsel and other advisors as the Committee may deem appropriate, in its sole discretion, after considering all factors relevant to the advisor's independence, including the factors specified by the New York Stock Exchange listing standards, to provide independent advice to the Committee with respect to the Company's current and proposed executive officer compensation and benefit programs. If the compensation consultant, or its affiliate, is engaged for non-executive compensation consulting services, the Committee will review and recommend such other services for full Board consideration and approval. The Committee shall establish policies regarding the retention of compensation consultants by the Board or the Committee that may include, among other considerations, the scope of the role and functions to be performed by the compensation consultant, the consulting fees forecasted and incurred, and communications between the compensation consultant and the Committee, the Company's executive officers and management.
- E. The Company shall provide appropriate funds, as determined by the Committee, for the Committee to perform its responsibilities and retain any independent compensation and benefits consultants, independent counsel or other advisor.
- F. The Committee will review succession planning and talent assessment for executive officers (including the Chief Executive Officer) and other critical senior management roles, as needed; provided, however, that in the event of an unexpected temporary or permanent departure of the Chief Executive Officer which necessitates an emergency interim appointment for this position, the Nominating and Governance Committee will have the responsibility to recommend such interim replacement Chief Executive Officer candidate to the full Board pursuant to the CEO emergency succession plan. Succession planning discussions and talent review for

the Chief Executive Officer and other executive officers will be reviewed with the full Board at least annually. For the avoidance of doubt, succession planning for the Chief Executive Officer is the responsibility of the full Board.

- G. Review and discuss with the Company's management the Compensation Discussion and Analysis included in the Company's annual report or annual proxy statement. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of stockholders.
 - H. Prepare the Report of the Committee required by the Securities and Exchange Commission to be included in the Company's annual proxy statement.
 - I. Review the results of shareholder advisory votes on executive compensation.
 - J. Oversee and monitor other compensation related policies and practices of the Company, including (a) the stock ownership guidelines for the Company's executive officers and non-management directors, (b) compliance by management with rules regarding equity-based compensation plans for employees pursuant to the terms of such plans, and guidelines for issuance of awards as the Committee or the Board may establish; and (c) the Company's clawback policy and procedures.
 - K. Approve awards under the Company's equity incentive plans.
 - L. Provide oversight of the Company's human capital management programs, including diversity, equity and inclusion and management development.
 - M. Review and assess its own performance on an annual basis.
 - N. Review this Charter regularly and make recommendations to the Nominating and Governance Committee for approval and adoption of the Charter, including any additions, deletions or modifications, as may be deemed appropriate.
 - O. Perform any other functions required to carry out its responsibilities under this charter. The Committee shall also perform such other functions as are delegated to it by the Board from time to time.
- III. Membership and Organization
- A. The Committee shall consist of no fewer than three members, each of whom shall (a) qualify as a "non-employee director" as defined in Rule

16b-3 under the Exchange Act; (b) qualify as an “independent director” as defined in Section 2.10(b) of the Company’s By-laws; (c) meet the independence requirements of the applicable listing standards of the New York Stock Exchange; and (d) 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 that 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, but no fewer than four times annually. 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. No executive officer may be present during the portion of any meeting when his or her individual performance and compensation are being deliberated and determined.
- 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 maintain 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. For purposes of this Charter, "executive officers" shall mean those individuals specifically designated by the Board as officers pursuant to Rule 16a-1(f) of the Securities Exchange Act, as amended.

Adopted: October 4, 2023