

Corporate Governance Principles

I. Role and Responsibility of the Board of Directors

The role of the Board of Directors (the “Board”) of ITT Inc. (the “Company”) is to oversee the affairs of the Company in the Company’s best interests, including the interest of the shareholders in the long-term health and overall success of the business. Indiana law also provides that the Board may consider, among other pertinent factors, the effect of its actions on the Company’s employees, customers, suppliers and communities in which the Company operates. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to, or shared with, the shareholders.

The Board sets policy for the Company and advises and counsels the Chief Executive Officer and senior executives who manage the Company’s business and affairs.

The Board is responsible for reviewing and approving the Company’s long-term strategies, significant investments in new businesses, joint ventures and partnerships and significant business acquisitions including assessment of balance sheet impacts and other financial matters. The Board also reviews the Company’s operating plans.

The Board is responsible for assuring that:

- There is continuity of leadership;
- Management develops sound business strategies;
- Adequate capital and managerial resources are available to implement the strategies adopted;
- The Company’s systems of financial and internal controls are adequate;
- The Company’s risk management policies and practices are appropriate;
- The Company’s businesses are conducted in conformity with applicable laws and regulations; and
- The assets of the Company and its subsidiaries are utilized most effectively and capital expenditures and appropriations are reviewed.

II. Board of Directors Selection and Composition

A Director Independence

A majority of the Board shall be composed of “Independent Directors.” In making its independence determination, the Board observes all applicable requirements, including the corporate governance listing standards established by the New York Stock Exchange (the “NYSE”). The Board shall make an affirmative determination at least annually as to the independence of each Director. The NYSE independence definition includes a series of objective tests, such as that the Director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for affirmatively determining as to each Independent Director that no relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. The Board will carefully consider all relevant facts and circumstances in making an independence determination, including the recommendation of the Nominating and Governance Committee.

B Membership Criteria

Directors of the Company shall be persons of integrity, with significant accomplishments and recognized business stature, who will bring a diversity of perspectives to the Board. The Board has responsibility for reviewing its membership on a regular basis to assure that it possesses appropriate skills and characteristics.

Board members should possess such attributes and experience as are necessary to provide a broad range of personal characteristics, including diversity, management skills, and technological, business and international experience.

C Election of Directors

The Articles of Incorporation of the Company provide that in a contested election of Directors (i.e., any election where the number of nominees exceeds the number of Directors to be elected), Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

The By-laws of the Company provide that in an uncontested election, Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Any Director nominee who does not receive the requisite votes shall not be elected, but shall remain a Director until a successor shall have been

elected and qualified (a “Holdover Director”) as provided by Indiana law. A Holdover Director shall promptly provide a written resignation to the Chairman of the Board or the Secretary of the Company and the procedures set forth below shall apply.

1. The Nominating and Governance Committee shall promptly consider the resignation and all relevant facts and circumstances concerning the vote and the best interests of the Company and its shareholders. After consideration, the Nominating and Governance Committee shall make a recommendation to the Board whether to accept or reject the tendered resignation or whether other action should be taken.
2. The Board will act on the Nominating and Governance Committee's recommendation no later than its next regularly scheduled Board meeting or within 90 days after certification of the shareholder vote, whichever is earlier.
3. The Board will promptly publicly disclose its decision (by a press release, a filing with the Securities and Exchange Commission and/or other broadly disseminated means of communication) and the reasons for its decision.
4. Any Holdover Director who tenders a resignation shall not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the resignation offer.
5. If each member of the Nominating and Governance Committee receives less than a majority of the votes cast at the same election, then the Board shall appoint a committee composed of three Independent Directors who received more than a majority of the votes cast to consider the resignation offers and recommend to the Board whether to accept the offers. However, if there are fewer than three Independent Directors who receive a majority or more of the votes cast in the same election, then the Board will promptly consider the resignation and all relevant facts and circumstances concerning the vote and the best interests of the Company and its shareholders no later than its next regularly scheduled Board meeting or within 90 days after certification of the shareholder vote, whichever is earlier.
6. If all Directors receive less than a majority of the votes cast at the same election, the election shall be treated as a contested election and the majority vote policy shall be inapplicable.

D Service on Other Boards

Directors must be able to devote the requisite time for preparation and attendance at regularly scheduled Board and Board Committee meetings, as well as be able to participate in other matters necessary for good corporate governance. Those directors who are not employed by the Company (“Non-Management Directors”) who are chief executive officers of publicly-traded companies shall not serve on more than two public company boards in addition to service on their own board. Other Non-Management Directors shall not serve on more than four boards of publicly-traded companies including service on the Company’s Board. The Chief Executive Officer shall not serve on more than one public company board (in addition to service on the Company’s Board), and only after the Nominating and Governance Committee considers and approves that the service on such other board is appropriate and free from any conflicts of interest with the Company.

E Inside and Non-Management Directors

1. Independence

All members of the Audit, Compensation and Human Capital, and Nominating and Governance Committees shall be Independent Directors.

2. Former Chief Executive and Other Employee Directors

If the Chief Executive Officer, or other employee of the Company who is also a Director, retires, resigns or tenders a resignation to the Company, he or she shall resign as a Director effective as of the same date he or she resigns, retires from, or otherwise ceases to be an employee of the Company.

3. Change of Non-management Director's Current Position or other Change in Status

It is the policy of the Board that every Non-management Director must notify the Board (through the Corporate Secretary) of his or her retirement from present employment, any change in employer and any other significant change in the Director's principal occupation or affiliation, or if the Director seeks to join the Board of another for-profit company (a “Material Change”).

Directors are expected to be sensitive to any Material Changes and to advise the Corporate Secretary in advance of any potentially relevant affiliation or as soon thereafter as reasonably possible.

The Corporate Secretary shall inform the Chairman of the Board and the Chair of the Nominating and Governance Committee of all Material Changes that are brought to her/his attention. The Corporate Secretary shall evaluate any affiliation or proposed affiliation arising as a result of the Material Change and advise the Chair of the Nominating and Governance Committee, with respect to conflicts, potential conflicts or other concerns.

The Nominating and Governance Committee will evaluate the continued appropriateness of Board membership under the new circumstances, and make a recommendation to the full Board as to the action to be taken, if any. If requested by the Board following its review, the Non-Management Director is required to tender his or her resignation to the Board.

The Chairman of the Nominating and Governance Committee shall keep the Chairman of the Board apprised, as appropriate.

4. Employee Directors

Generally, only the Chief Executive Officer of the Company shall be a member of the Board. The Board may choose to elect another senior officer(s) to the Board in appropriate situations.

III. Expectations of Directors

The business and affairs of the Company shall be managed by, or under the direction of, the Board in accordance with state and other applicable laws and regulations. In performing their duties, the primary responsibility of the Directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of Directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

A Commitment and Attendance

All Directors are expected to make every effort to attend all meetings of the Board, meetings of the Committees of which they are members and the annual meeting of shareholders. Members are encouraged to attend Board meetings and meetings of Committees of which they are members in person but may also attend such meetings by telephone or video conference.

B Participation in Meetings

Each Director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each Committee on which he or she serves. Management will make appropriate personnel available to answer any questions a Director may have about any aspect of the Company's business. Directors should also review the materials provided in advance of the meetings of the Board and its Committees and should arrive prepared to discuss the issues presented.

C Loyalty and Ethics

In their roles as Directors, all Directors owe a duty of loyalty to the Company. The Company has adopted a Code of Conduct (the "Code"), which includes a compliance program to enforce the Code, and Directors are expected to adhere to the Code.

D Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a Directors' circumstances (for example, significant and ongoing competition between the Company and a business with which the Director is affiliated), the Director should report the matter immediately to the Corporate Secretary or the General Counsel who shall, where appropriate, report the matter to the Chairman of the Board or to the Chair of the Nominating and Governance Committee for evaluation and appropriate resolution.

If a Director has a personal interest in a matter before the Board, the Director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion and shall not vote on the matter.

E Confidentiality

The proceedings and deliberations of the Board and its Committees are confidential. Each Director shall maintain the confidentiality of information received in connection with his or her service as a Director.

IV. Board Operation and Structure

A Executive Sessions

Non-management Directors shall meet in executive sessions on a regular basis during the year with no members of management present. The Non-Management Directors will then brief the Chief Executive Officer regarding

the private session discussions. In addition, an executive session including only Independent Directors will be held at least once a year.

B Board and Committee Evaluation Process

The Board will maintain formal mechanisms to annually assess the performance of the Board, its Committees and the Independent Directors. The Board will use surveys or other methods to query individual Directors about their observations and recommendations as part of regular Board and Committee assessments. As set forth in its charter, the Nominating and Governance Committee oversees the Board, Committee and Independent Director evaluation process. Results of the assessment will also be used in evaluating skills and attributes desired in potential Director candidates.

C Term Limits; Retirement Age

The Board has not established term limits. The Board believes long-term, experienced Directors provide continuity of leadership, perspective and understanding of the complex businesses of the Company. However, no Director shall stand for reelection after the year in which he or she turns 75.

D Board Compensation Review

The Nominating and Governance Committee periodically reviews the compensation of Non-Management Directors in relation to companies of comparable size, industry and complexity. Changes to compensation will be proposed to the full Board for consideration. Director compensation shall be structured to align Directors' interests with those of the Company's shareholders, shall be composed in part of equity compensation, and shall be at a level commensurate to compensation paid to Directors of companies of comparable size, industry and complexity.

E Communication with Stakeholders

Management, and, in particular, the Chief Executive Officer, speaks for the Company with shareholders, investors, employees, customers, suppliers, the press and others. In circumstances when it is appropriate for the Board to communicate separately from the Company's management, the Chairman of the Board speaks for the Board, although there may be circumstances when another Director, such as a Committee chair, may be asked to participate and even lead the communication effort. Directors should refer inquiries from stakeholders to the appropriate members of management.

F Share Ownership Guidelines

To further align the interests of the Company's Directors and executive officers with shareholders, the Board has established share ownership guidelines that apply to all Non-Management Directors and executive officers. The Compensation and Human Capital Committee of the Board develops, reviews and monitors compliance with the stock ownership guidelines.

G Anti-Hedging and Pledging Policy

The Company has adopted an anti-hedging and pledging policy, which applies to the Company's Directors and certain employees (including executive officers).

H Director Orientation and Continuing Education

The Board has established several channels for providing Directors with information about the Company and their responsibilities as Directors. New Board members participate in a Director orientation program when they join the Company's Board. Board members are also provided opportunities for continuing education. Directors regularly receive corporate governance periodicals and are encouraged to attend continuing education courses of the Director's choosing. The Company pays for all expenses incurred by the Directors with respect to such continuing education.

I Board Authority to Hire Advisors, Counsel or Experts; Consultation with Management

The Board is expressly authorized to retain outside counsel, independent advisors or other experts and, as necessary, consult with any members of management to assist the Board in fulfilling its responsibilities.

V. Meeting Procedure

A Selection of Items for Board Agenda

The Chairman of the Board, with input from the Chief Executive Officer and/or the Corporate Secretary, establishes the Board agenda for Board meetings. All Directors are encouraged to suggest topics for the agenda.

B Board Material Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and business-related topics will be distributed sufficiently in advance of the meeting to permit prior review. Management should structure material provided to the Board to assure it is concise and to the point. Highly confidential or sensitive matters may be presented and discussed without prior distribution of background material. It is desired that material be distributed one calendar week prior to the Board meeting.

C Board Meeting Frequency and Schedule

Board meetings shall be held approximately once every quarter. Scheduled meetings shall be determined sufficiently in advance to accommodate Directors' calendars. Telephonic and special meetings shall be held as necessary. The Board and its Committees may also take action from time to time by unanimous written consent.

D Annual Corporate Strategy Meeting

The Company's strategic plan, operating budget and research and development plans shall be discussed with the Board at least once each year.

E Board Presentations and Management Attendees

Management presentations and participation are encouraged to allow Directors to gain additional understanding and insight into the Company's businesses and related issues, and to obtain exposure to high potential senior managers. In addition, selected management representatives will function as liaisons for each of the Board Committees for which they have subject matter expertise.

VI. Board Leadership and Relationship to Senior Management

A Selection of Chairman of the Board of Directors and the Chief Executive Officer

The Board is responsible for selecting the Chairman of the Board and the Chief Executive Officer in any way it considers in the best interests of the

Company. Therefore, the Board does not have a policy on whether the role of Chairman and Chief Executive Officer should be separate or combined. The Chief Executive Officer is accountable to the Board for the overall performance of the Company.

B Formal Evaluation of the Chief Executive Officer

The Board has delegated to the Compensation and Human Capital Committee the task of evaluating the Chief Executive Officer annually and reporting its recommendations to the Board. The Chairman of the Compensation and Human Capital Committee communicates the Board's conclusions to the Chief Executive Officer. The evaluation will include objective criteria including business performance, accomplishment of long-term goals and development of management succession plans and such other matters deemed pertinent to performance. The Chief Executive Officer will be provided with specific goals for the ensuing year. Results of the annual evaluation will be part of the process to determine the Chief Executive Officer's annual compensation.

C Succession Planning

The Chief Executive Officer, working with the Board and the Compensation and Human Capital Committee, is responsible for developing and maintaining a process for succession planning with respect to the position of Chief Executive Officer and senior management positions. The Board regularly reviews succession planning and management development in an annual briefing led by the Chief Executive Officer. This briefing includes discussion of assessments, leadership development plans and other relevant factors as well as policies regarding succession in the event of an emergency, resignation, incapacity or retirement of the Chief Executive Officer or senior management.

D Management Development

Management development programs for senior level positions should be discussed regularly with the Board by the Chief Executive Officer or his or her designee.

VII. Board Committees

A Number, Structure and Jurisdiction of Standing Committees

There are currently three standing Committees: Audit Committee, Compensation and Human Capital Committee and Nominating and Governance Committee. Other Committees may be established from time to time by a resolution passed by the majority of the Board. Jurisdiction for each standing Committee is described in the respective Committee charter.

B Committee Agendas

The Chair of each Committee, in consultation with the Chief Executive Officer, Corporate Secretary and management liaison establishes the agenda for each Committee meeting. Each Committee shall report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

C Assignment and Rotation of Committee Members

The Nominating and Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any Committee and recommending that the Board appoint the identified member or members to the applicable Committee. Committee chairs and membership should be rotated periodically to provide fresh points of view. Committee Chairs and members will be reviewed and approved by the full Board. A Director may serve on more than one Committee.

D Frequency and Length of Committee Meetings

The Committee Chair, in consultation with Committee members, the Chief Executive Officer and the management liaison, will set the frequency and length of Committee meetings.

Approved: May 18, 2022

