

## VONTIER CORPORATION

### CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Vontier Corporation (the “Company”) has adopted these corporate governance principles (the “Guidelines”) to promote the effective functioning of the Board and its committees, to promote the interests of stockholders, and to ensure a common set of expectations as to how the Board, its various committees, individual directors and management should perform their functions. These Guidelines are in addition to and are not intended to change or interpret any Federal or state law or regulation, including the Delaware General Corporation Law, or the Certificate of Incorporation or By-laws of the Company. The Board believes these Guidelines should be an evolving set of corporate governance principles, subject to alteration as circumstances warrant.

#### I. The Board

##### A. *Role of Board*

The business and affairs of the Company are managed by or under the direction of the Board in accordance with Delaware law. The Board's responsibility is to provide direction and oversight. The Board establishes the strategic direction of the Company and oversees the performance of the Company's business and management. The management of the Company is responsible for presenting strategic plans to the Board for review and approval and for implementing the Company's strategic direction. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company.

Certain specific corporate governance functions of the Board are set forth below:

- ***Management Evaluation and Compensation.*** The Board has the responsibility to select and make decisions about the retention of the Company's Chief Executive Officer ("CEO") and to oversee the selection and performance of other executive officers. The Compensation and Management Development Committee has the management evaluation and compensation responsibilities set forth in the Compensation and Management Development Committee charter.
- ***Management Succession.*** The Board shall review and concur in a management succession plan, developed by the CEO, to ensure continuity in senior management. This plan, on which the CEO shall report at least annually, shall address: emergency CEO succession; CEO succession in the ordinary course of business; and succession for the other members of senior management.
- ***Director Compensation.*** The Compensation and Management Development Committee shall periodically review the form and amounts of director compensation and make recommendations to the Board with respect thereto. The Board shall set the form and amounts of director compensation, taking into account the recommendations of the Compensation and Management Development

Committee. Determination of director compensation shall be guided by three goals: compensation should fairly pay directors for work required consistent with a company of the Company's size and scope; compensation should align directors' interests with the long-term interests of shareholders; and the structure of the compensation should be simple, transparent and easy for shareholders to understand. Only non-management directors shall receive compensation for services as a director. To create a direct linkage with corporate performance, the Board believes that a meaningful portion of the total compensation of non-management directors should be provided and held in equity-based compensation.

#### *B. Board Size*

In accordance with the Company's by-laws, the Board determines, from time to time, the size of the Board and may fill any vacancies, including vacancies created as a result of any increase in the size of the Board, that occur between shareholder meetings. The Nominating and Corporate Governance Committee periodically evaluates and makes recommendations to the Board concerning the appropriate size of the Board based upon the needs of the Board and the availability of qualified candidates.

#### *C. Board Composition and Independence*

The members of the Board should collectively possess a range of skills, knowledge, expertise (including business and other relevant experience) and backgrounds:

- useful and appropriate to the effective oversight of the Company's business, and
- appropriate to building a Board that is effective in collectively meeting the Company's strategic needs and serving the long-term interests of the shareholders.

The Board shall consist of a majority of directors who qualify as independent directors (the "Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE"). The Board shall review annually each director's relationships with the Company (either directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company), if any. Following such annual review, only those directors whom the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to any additional independence qualifications that may be prescribed under the listing standards of the NYSE from time to time.

The Board anticipates that the Company's CEO will be regularly nominated to serve on the Board. The Board may also appoint or nominate other members of the Company's management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

#### *D. Selection of Nominees*

The Board will be responsible for the selection of all candidates for nomination or appointment as Board members. The Board's Nominating and Governance Committee shall be responsible for identifying and recommending to the Board qualified candidates for Board membership, based primarily on the following criteria:

- personal and professional integrity and character;
- prominence and reputation in the candidate's profession;

- skills, knowledge, diversity of background and experience, and expertise (including business or other relevant experience) useful and appropriate to the effective oversight of the Company's business;
- the extent to which the interplay of the candidate's skills, knowledge, expertise, diversity of background and experience with that of the other Board members will help build a Board that is effective in collectively meeting the Company's strategic needs and serving the long-term interests of the shareholders;
- the capacity and desire to represent the interests of the shareholders as a whole; and
- availability to devote sufficient time to the affairs of the Company.

*E. Director Elections and Resignations*

In accordance with the Company's By-laws, if none of our stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a Director election, or if our stockholders have withdrawn all such nominations by the tenth day before the Company mails its notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as Director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this Board Practice. If an incumbent Director fails to receive the required vote for re-election, the Nominating and Governance Committee will act on an expedited basis to determine whether to accept the Director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation.

*F. Tenure*

When a director's principal occupation changes substantially from the position he or she held when most recently elected or appointed to the Board, the director shall tender a letter of proposed resignation from the Board to the Nominating and Governance Committee chair and the Company Secretary (which shall be effective only if accepted by the Board). If the director is also an employee of the Company, he or she is required to promptly tender a letter of proposed resignation from the Board to the Nominating and Corporate Governance Committee chair and the Corporate Secretary (which shall be effective only if accepted by the Board). In each case, the Nominating and Governance Committee shall review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept or reject such proposed resignation; provided, that in making such recommendation the Nominating and Governance Committee shall consider, among such other factors as it deems relevant, that such director was elected by the shareholders of the Company

The Board does not believe that arbitrary term limits on directors' service are appropriate.

The Board annually evaluates each director as part of the board and committee self-evaluation process described below.

*G. Limits on Other Board Memberships*

Directors should not serve on more than four boards of public companies in addition to the Board, and one other public company board for the Company's CEO. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Board. Directors should advise the Chair of the Board (the "Chair"), the Nominating and Governance Committee chair and the Company Secretary before accepting membership on another board of directors, the audit committee of another board of directors or any other significant committee assignment on another board of directors, or establishing any significant relationship with any business, institution or other governmental or regulatory entity, and should advise the Chair, the Nominating and Governance Committee chair and the Company Secretary of any other material change in circumstance or relationship that may impact a director's independence or the ability of the director to continue to serve on the Board.

*H. Conflicts of Interest*

Directors shall promptly disclose to the Nominating and Governance Committee chair and the Company's General Counsel any personal or outside interest, relationship, or responsibility (financial, professional, or otherwise) held by such Director with respect to any potential or actual transaction, agreement, or other matter that is or may be presented for consideration by the Board.

Such Director shall also recuse himself from any reporting, discussions, or vote on the issue that gave rise to the conflict and, if necessary, from the Board meeting or applicable part thereof.

*I. Confidentiality*

A Director shall protect and hold confidential all confidential information obtained through his or her position as director, absent the express permission of the Board, the Chair, or the CEO to disclose such information. Confidential information includes all non-public information entrusted to a director by reason of his or her position as a director of the Company, including but not limited to all discussions that occur at meetings of the Board, except to the extent that disclosures of portions of such discussions may be legally required. Directors must take all appropriate steps to minimize the risk of disclosure of confidential information. This obligation persists during and after each director's tenure.

Directors shall also use confidential information only for the benefit of the Company, and not for personal benefit nor for the benefit of any third party.

*J. Chair of the Board*

The Board appoints the Chair. The offices of the Chair and the CEO shall be vested in separate persons.

*K. Lead Independent Director*

Whenever the Chair is not independent, the Nominating and Governance Committee shall

provide its recommendation as to which Independent Director should serve as the Lead Independent Director, and a majority of the Independent Directors then in office will select a Lead Independent Director from among the Independent Directors. In the event that the Chair is independent, the Chair shall serve as the Lead Independent Director. The Lead Independent Director will:

- in the event that the Chair is not the Independent Director, preside at all meetings of the Board at which the Chair is not present, including the executive sessions of non-management directors;
- have the authority to call meetings of the Independent Directors;
- act as a liaison as necessary between the Independent Directors and the management directors; and
- advise with respect to the Board's agenda.

*L. Pledging of the Company's Stock*

No director or executive officer of the Company may pledge as security under any obligation any shares of Company common stock that he or she directly or indirectly owns and controls (provided that any shares of the Company's common stock directly or indirectly owned and controlled by any director or executive officer of the Company that were issued as a dividend on any shares of any entity's security pledged as of February 21, 2013 (including any additional shares accruing thereto on or after such date as a result of any stock splits, stock dividends or similar transactions after such date) are not covered by this policy ("Permitted Pledged Shares")). Permitted Pledged Shares shall not be counted toward the stock ownership requirements set forth under the Company's Stock Ownership Requirements for Directors and Executive Officers.

## **II. Board and Committee Meetings**

*A. Meetings*

The Board has at least four regular meetings each year, and such special meetings as are deemed necessary, at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate, material issues facing the Company.

The Chair, in consultation with appropriate members of the Board and with management, shall set the frequency and length of each meeting and the meeting agenda. Management will be responsible for ensuring that, as a general rule absent exigent circumstances, Board members receive information prior to each Board meeting or committee meeting, as applicable, so that they have an opportunity to reflect properly on the matters to be considered at the meeting. Materials presented to Board members should provide the information needed for the Board members to make an informed judgment or engage in informed discussion. The Board welcomes attendance at Board meetings of senior officers of the Company. Invitations shall be extended by the Chair.

Each director is expected to attend all scheduled Board meetings and meetings of committees on which he or she serves. Each director is also expected to review the materials provided by management and advisors in advance of the meetings of the Board and the committees on which such director serves.

*B. Board Committees*

The Board has delegated authority to three standing committees: Audit, Compensation and Management Development, and Nominating and Governance. Each committee is comprised solely of Independent Directors. Committee members and chairs will be appointed by the Board upon the recommendation of its Nominating and Governance Committee. There are no fixed terms for service on committees. The Board may establish such other committees as it determines from time to time.

Each Committee shall have the number of meetings provided for in its charter, with further meetings to occur (or action to be taken by unanimous written consent) when deemed necessary or desirable by the Committee chair. 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 (consistent with any applicable charter requirements). Board members who are not members of a particular committee are welcome to attend meetings of that committee. The Committee chairperson shall report matters considered and acted upon to the full Board at the next regularly scheduled Board meeting. The Board believes that as a practice all Board members should receive notice of each Committee meeting and receive a copy of the minutes of each Committee meeting.

#### *C. Meetings of Non-Management Directors*

To ensure free and open discussion and communication among the non-management directors, these directors shall meet in executive session at least twice per calendar year with no members of management present. To the extent the group of non-management directors includes any directors who are not independent, the Independent Directors shall meet in executive session at least once per calendar year.

Normally, the meetings described in the preceding paragraph will occur prior to or following regularly scheduled board meetings. The Lead Independent Director shall preside at the aforementioned executive sessions.

### **III. Director Orientation and Continuing Education**

The Nominating and Governance Committee shall be responsible for overseeing orientation for new directors and continuing education programs for directors. The General Counsel and the VP, Associate General Counsel (Securities and Corporate Governance) shall be responsible for organizing an orientation for new directors, and for periodically providing materials, briefings and other educational opportunities to permit them to become more familiar with the Company and to enable them to better discharge their duties as directors. Each new director shall, within six months of election to the Board, receive a personal briefing by senior management on the Company's business, strategic plans, financial statements and key policies and practices.

### **IV. Self-Evaluation**

The Board and each of the Audit, Compensation and Management Development and Nominating and Governance Committees conduct a self-evaluation annually to assess whether it and its committees are functioning effectively. The Nominating and Governance Committee will solicit each director for his or her assessments of the effectiveness of the Board and the committees on which he or she serves, and will report annually to the Board with an assessment of the Board's performance, which will be discussed with the full Board.

The Nominating and Governance Committee's assessment will focus on the members' contributions (e.g., attendance, preparedness and participation) to the Board and its committees, the Board's contributions to the Company and will identify areas for improvement in the performance of the Board and its committees.

**V. Access to Senior Management and Independent Advisors**

Board members have full access to senior management and to information about the Company's operations. Independent directors are encouraged to contact senior managers of the Company without senior corporate management present. In addition, the Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors, as they deem necessary and appropriate.