

**VONTIER 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 Vontier Corporation (the "Company") is to assist the Board in (1) identifying individuals qualified to become Board members, consistent with criteria approved by the Board and to select, or to recommend that the Board select, the director nominees of the Board for the next annual meeting of shareholders, (2) determining the size, and composition of the Board and its committees, (3) developing, recommending to the Board and overseeing implementation of the Company's corporate governance guidelines, (4) evaluating the overall effectiveness of the Board and its committees, and (5) administering the Company's Related Person Transactions Policy.

**2. Organization and Meetings**

(a) Appointment and Qualification. 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. Each member of the Committee shall satisfy the independence and other applicable requirements of the New York Stock Exchange listing standards, as may be in effect from time to time, as determined by the Board. 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. The Board shall select the Committee chairperson. The Committee shall have the authority to form, and delegate authority to, such standing and ad-hoc subcommittees as it determines necessary or desirable.

(b) Meetings and Actions of the Committee. The Committee shall meet at least twice annually, and 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. The Committee may also act by unanimous written consent.

(c) 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.

(d) Report to the Board. The Committee chairperson shall report matters considered and acted upon to the full Board at the next regularly scheduled Board meeting.

(e) Review of Charter; Self-Evaluation. 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. 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:

- Review the size and composition of the Board, including the committee structure of the Board, and, based on such review, recommend changes to the Board as necessary.
- Lead the search for individuals qualified to become members of the Board, consistent with the following criteria and any other criteria approved by the Board from time to time:
  - 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.
- Identify and make recommendations to the Board regarding (1) 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 (2) the removal of a director, when appropriate.
- Review the suitability for continued service as a director for each member of the Board when the director's term is expiring, or when a director tenders a letter of resignation or otherwise provides notice of a change in the director's status in accordance with the Corporate Governance Guidelines.
- 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.
- Identify which independent director should serve as Lead Independent Director when the Chair of the Board is not independent, and recommend that Lead Independent Director candidate to the independent directors of the Board for selection in accordance with the Corporate Governance Guidelines.

- Review the requirements of committee composition under the New York Stock Exchange listing standards, and the Securities Exchange Act of 1934 (including the rules promulgated thereunder) and, based on such review and review of any additional requirements under the corresponding charter of such committee, assess which directors meet the requisite requirements for the corresponding committee and recommend to the Board for its approval directors to serve as members of each such committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- Review shareholder proposals and recommend to the Board the Company's responses to such proposals for inclusion in the Company's proxy statement or otherwise.
- Develop and recommend to the Board for its approval a set of corporate governance guidelines, and to 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 overseeing implementation of and monitoring compliance with, the corporate governance guidelines.
- Oversee the Company's engagement with shareholders and proxy advisory firms on corporate governance matters and determine whether to recommend adjustments to the Company's corporate governance guidelines and practices as a result of such engagement.
- Oversee the Company's environmental, social and governance reporting and make recommendations to the Board regarding, or take action with respect to, such reports.
- Monitor developments, trends and best practices in corporate governance, and make recommendations to the Board regarding, or take action with respect to, such developments, trends and best practices.
- Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees, and to administer and oversee this process.
- Oversee and review the continuing education program for directors and the orientation program for new directors.
- Administer, and make recommendations to the Board with respect to, the Company's Related Person Transactions Policy.
- Perform any other activities consistent with this charter, the Company's Certificate of Incorporation and By-laws, as may be amended and/or restated, and applicable law or standards, as the Committee deems appropriate or as requested by the Board.