



**INGERSOLL RAND INC.**  
**SUSTAINABILITY COMMITTEE CHARTER**

**I. PURPOSE**

The Sustainability Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Ingersoll Rand Inc. (the “Company”) shall provide assistance to the Board of Directors by overseeing the Company’s strategy with respect to environmental; diversity, equity and inclusion; corporate social responsibility; and sustainability matters, as set forth below.

**II. STRUCTURE AND OPERATIONS**

Composition and Qualifications

The Committee shall be comprised of two or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to be “independent” under the rules of the New York Stock Exchange.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation removal, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

### III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by unanimous consent in lieu of a meeting.

All directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business, unless the Committee shall consist of two members, in which event one member shall constitute a quorum, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

### IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### Oversight of Environmental and Sustainability Strategy

1. Assess current aspects of the Company's environmental, health and safety policies and performance and make recommendations to the Board of Directors and the management of the Company with regard to promoting and maintaining superior standards of performance, including processes to ensure compliance with applicable laws and regulations and programs to manage risks relating to environmental and safety matters (which compliance and risk oversight will be managed in conjunction and accordance with the overall compliance and risk oversight and direction provided by the Audit Committee of the Board.).
2. Oversee and advise the Board of Directors on the Company's sustainability strategies and initiatives including reviewing the overall sustainability strategy as well as initiatives to reduce

greenhouse gas emissions, reduce water usage, eliminate waste and achieve other environmental targets and goals.

3. Review and approve the Company's annual sustainability report.

#### Oversight of Corporate Social Responsibility Strategy

4. Oversee and advise the Board of Directors on matters impacting corporate social responsibility.
5. Oversee and advise the Board of Directors on the Company's public policy management, philanthropic contributions and corporate reputation management.
6. Oversee the Company's policies on political contributions and review annually the Company's political contributions and lobbying expenses.

#### Oversight of Diversity, Equity and Inclusion Strategy

7. Oversee and advise the Board of Directors and management with respect to the Company's diversity, equity and inclusion strategies, initiatives and goals.

#### Governance Matters

8. All matters related to corporate governance of the Company shall be reserved for the Nominating and Governance Committee of the Board.

#### Reports

9. Report regularly to the Board of Directors including:
  - (i) following meetings of the Committee; and
  - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

10. Maintain minutes or other records of meetings and activities of the Committee.

#### **V. ANNUAL PERFORMANCE EVALUATION**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.