



**PHINIA Inc.**  
**Board of Directors**  
**Corporate Governance Committee Charter**

## **Purpose**

The Corporate Governance Committee (the “**Committee**”) of PHINIA Inc. (the “**Company**”) is responsible for (i) recommending to the Board of Directors (the “**Board**”) the structure of the Board and its Committees to best serve the Company's practices and objectives, (ii) identifying and recommending qualified candidates to the Board for election as directors, (iii) recommending to the Board directors and chairs for each committee for appointment by the Board, (iv) developing and recommending to the Board a set of corporate governance principles, (v) reviewing the Company's policies and programs that relate to public issues of significance to the Company and the public at large, including but not limited to Environmental, Social and Corporate Governance (“**ESG**”) matters, and (vi) leading the Board in its annual review of the performance of the Board and the Chief Executive Officer (“**CEO**”).

## **Membership**

The members of the Committee shall meet the independence requirements of the New York Stock Exchange corporate governance rules and all other applicable laws, rules and regulations governing director independence, as determined by the Board. A majority of the members of the Committee shall constitute a quorum. Members of the Committee and the Committee Chair shall be appointed and may be removed by the Board on the recommendation of the Committee.

## **Responsibilities and Duties**

The Committee will:

1. Identify and recommend to the Board the names of qualified persons to be nominated for election or re-election as directors and consider suggestions for Board membership submitted by stockholders in accordance with the notice provisions and procedures set forth in the Company's Amended and Restated By-Laws.
2. Establish criteria for membership on the Board and its Committees, such as depth of experience, balance of business interest and experience, independence, required expertise and qualifications. Qualifications to be considered include the attributes listed on Attachment A.
3. Review and make recommendations to the Board regarding Board size, composition and structure.



4. Recommend to the Board the number, identity and responsibilities of Board committees and the Chair and members of each committee. This shall include advising the Board on committee appointments and removals, rotation of committee members and Chairs, and committee structures and operations.
5. Evaluate Company policies relating to the recruitment of directors, including D&O insurance and indemnification by-laws, and make recommendations to the Board, or any appropriate Board committee, regarding such matters.
6. Periodically review and make recommendations to the Board as to director compensation such as retainers, fees, and reimbursable expenses to be paid to non-employee directors for serving on the Board and committees of the Board. The Committee will consult with the Compensation Committee regarding non-employee director compensation.
7. Receive periodically from the CEO the CEO's recommendations regarding his or her successor, the development of other executive talent, and the executive management needs of the Company.
8. Receive periodically from the CEO the CEO's recommendation regarding his or her successor in the event of an emergency and recommend to the Board a successor to the CEO if such vacancy occurs.
9. Make recommendations to the Board regarding corporate governance principles, especially as they relate to directors' duties and responsibilities, including recommendations following periodic review of the Company's Corporate Governance Guidelines.
10. Review performance criteria and oversee annual evaluation of the Board, Corporate Governance, Compensation and Audit Committees, individual directors and the CEO.
11. Evaluate any requests for a waiver of the application of the Company's Code of Ethical Conduct or compliance policies and report its findings and recommendations to the full Board. Consider and, if appropriate, approve or ratify any related person transactions in accordance with applicable Company policies.
12. Review and recommend to the Board proposed changes to the Company's certificate of incorporation or by-laws.
13. Recommend to the Board ways to enhance relations with, and improve communications and engagement with, the Company's stockholders.
14. Review sustainability strategy, policies, and procedures, including corporate responsibility matters, receive, review, and consider stakeholder feedback on ESG topics, and ensure that there is ESG expertise on the Board and awareness of ESG risks and opportunities.



### **Committee Authority**

The Committee may in its sole discretion retain or obtain the advice of a search firm, independent legal counsel or other adviser to assist in the performance of its responsibilities hereunder. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any search firm, independent legal counsel retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any independent legal counsel or any other advisers retained by the Committee.

### **Committee Procedures**

The Chair of the Committee shall establish such rules for the Committee and its members as may from time to time be necessary and proper for the conduct of the Committee's business in conformity with applicable laws, rules, and regulations. The Committee may form and delegate authority to subcommittees consisting of one or more members as it deems appropriate, provided that decisions of such subcommittees shall be presented to the full Committee at its next scheduled meeting.

The Committee's charter, policies and procedures will be reassessed at least annually to allow reaction to changing conditions and environment and to assure that the Company's governance practices are in accordance with all requirements and are of the highest quality. The Committee may amend or repeal its policies and procedures and may request the Board to amend its charter, as the Committee deems appropriate.



## Attachment A

### **Individual Director Qualifications include:**

- The highest personal and professional ethics, integrity and values;
- Demonstrated business acumen, experience and ability to use sound judgment to contribute to effective oversight of the business and financial affairs of the Company;
- Ability to evaluate strategic options and risks, form independent opinions and state them in a constructive manner;
- Active, objective and constructive participation at meetings of the Board and its committees;
- Flexibility in approaching problems;
- Open-mindedness on policy issues and areas of activity affecting overall interests of the Company and its stockholders;
- Stature to represent the Company before the public, stockholders and various others who affect the Company;
- Involvement only in activities and interests that do not create a conflict with the director's responsibilities to the Company and its stockholders;
- Willingness to objectively appraise management performance in the interest of the stockholders;
- Interest and availability of time to be involved with the Company and its employees over a sustained period;
- Ability to work well with others, with deep and wide perspective in dealing with people and situations, and respect for the views of others;
- A reasoned and balanced commitment to the social responsibilities of the Company;
- Contribution to the Board's desired diversity and balance;
- Willingness of independent directors to limit public company board service to four or fewer public company boards, inclusive of the Company's Board. Any exceptions would require Committee approval;



- For directors who also serve as Chief Executive Officers, or in other executive officer positions, of public companies, or in equivalent positions, willingness to limit appointments to no more than two boards of public companies, inclusive of the Company's Board;
- Willingness to tender, promptly following the annual meeting at which they are elected or re-elected as Director, an irrevocable resignation 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; and
- Willingness to provide all information, including completion of a questionnaire, required by the Company's Amended and Restated By-Laws.