

# **CIRCOR INTERNATIONAL, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. General Statement of Purpose and Responsibility**

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CIRCOR International, Inc. (the “**Company**”) is to assist the Board as follows:

- Develop and recommend to the Board, policies and procedures regarding Board and corporate governance matters including any amendments to and compliance with the Company’s policies regarding ethics and conflicts of interest;
- Develop and maintain a set of corporate governance guidelines applicable to the Company;
- Identify qualified candidates to fill Board vacancies and for appointment to the Board’s various committees;
- Maintain a succession planning process with respect to the Board;
- Recommend nominees to the Board to consider for recommendation for election at any meeting of shareholders;
- Establish and oversee the process of Board performance evaluations; and
- Overseeing the Company’s position on corporate social responsibilities.

### **II. Structure and Membership**

1. **Number.** The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. **Independence.** Except as otherwise permitted by applicable New York Stock Exchange rules, each member of the Committee shall be independent as defined by such rules.
3. **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. **Compensation.** The compensation of Committee members shall be as determined by the Board.
5. **Selection and Removal.** Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from such Committee, with or without cause.

### **III. Procedures and Administration**

1. **Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities but no less than two times a year. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. **Subcommittees.** The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it

- deems appropriate from time to time under the circumstances.
3. **Reports to the Board.** The Committee shall report regularly to the Board.
  4. **Charter.** The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
  5. **Independent Advisors.** The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
  6. **Investigations.** The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
  7. **Annual Self-Evaluation.** At least annually, the Committee shall evaluate its own performance.

#### **IV. Committee Activities**

The Committee shall discharge its responsibilities and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment. The Committee's responsibilities shall be to:

##### **A. Annual Performance Evaluation of the Committee**

- Perform an annual performance evaluation of the Committee and report to the Board on the results of such evaluation.
- Request, on an annual basis, that those members of the Board who are not Committee members also perform an evaluation of the Committee's performance and purpose.

##### **B. Identification and Recommendation of Board Members; Independence Assessment of Board Members; Succession Planning; New Director Orientation**

- Establish and update criteria for Board and committee membership, which shall include consideration of such matters as the strategy, challenges and needs of the Company, the experience and qualifications of any particular director candidate, the diversity such candidate would add to the Board (among others: gender, race/ethnicity, experience) as well as their past or anticipated contributions to the Board and its committees. The Committee shall review with the Board, on an annual basis, the adequacy of such criteria.
- Annually evaluate the composition, skills, experience, size and organization

of the Board and its committees.

- Annually assess the independence of Board members and report its conclusions to the full Board for approval.
- Evaluate and consider matters relating to the qualifications, retirement and retention of directors.
- Periodically review and recommend to the full Board a succession planning process with respect to the Board.
- Develop recommendations for the full Board as to the individuals to be nominated for election at any meeting of shareholders and the individuals to be elected by the Board to fill any vacancy on the Board; and (together with the Chair of the Board and Chief Executive Officer) interview and evaluate each prospective Board member.
- Establish a policy with regard to the consideration of director candidates recommended by shareholders.
- Establish procedures to be followed by shareholders in submitting recommendations for director candidates to the Committee (if the Committee's policy is to consider shareholder recommendations).
- Evaluate and make recommendations to the full Board concerning the appointment of directors to Board committees and the selection of committee chairs.
- Consider Board and committee recommendations in light of applicable NYSE rules regarding Board and committee membership, including those rules and regulations concerning independence and financial literacy.
- Develop, with the assistance of management, a system for providing all new directors with an orientation program intended to educate the new director on the key facets of the Company's business and those key issues then facing the Company.
- Review and recommend to the Board the continued appropriateness of a Board member who retires or undergoes a job change.

### **C. Corporate Governance Guidelines**

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company that meet applicable requirements of the NYSE.
- Monitor corporate governance trends and emerging issues to develop recommendations to the Board and other Board committees on the same.
- Review and reassess the adequacy of the corporate governance guidelines no less than annually and recommend any proposed changes to the Board for approval; monitor compliance with the corporate governance guidelines and assess any requests for waivers.
- Monitor compliance with the Company's ethics and conflict of interest policies, including reviewing and investigating any matters that relate to the integrity of management including any violations or perceived violations by management of such policies. In so doing, the Committee shall refer to the

Audit Committee any such matters that relate to or have the likelihood to affect the integrity of the Company's financial statements, financial reporting process or internal controls.

- Periodically review with management the sufficiency of the Company's ethics and conflict of interest policies and approve any modifications to or waivers of such policies.
- Oversee and periodically review the Company's environmental, social and governance programs, including diversity & inclusion, safety and human capital activities.

**D. Evaluation and Compensation of Board of Directors**

- Develop a process for and ensure the evaluation of Board performance (annually) and individual Board member performance (periodically) occurs, including use of surveys of director observations, suggestions and preferences.
- Report annually to the Board with an evaluation of the performance and effectiveness of the Board and its committees for the prior fiscal year.
- Periodically evaluate compensation of directors, including compensation of Committee members, and recommend any changes to the full Board for approval.

**E. Responsibilities of the Chair of the Board**

- Periodically review and make any recommendations to the full Board of any changes in the responsibilities of the Board Chair.

**F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

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