

## **SOLSTICE ADVANCED MATERIALS INC.**

### **Nominating and Governance Committee Charter**

The Committee shall review this Charter on an annual basis and recommend any proposed changes to the Board for approval.

#### **I. Composition**

The Committee shall be composed of three or more members of the Board of Directors who meet the independence requirements under applicable law and listing standards.

The members of the Committee shall be appointed and replaced by the Board.

#### **II. Meetings**

The Committee shall meet at least three times each fiscal year.

#### **III. Purpose**

The Committee shall (1) identify and evaluate potential Director candidates and recommend to the Board the nominees to be proposed by the Company for election to the Board; (2) develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company; (3) lead the Board in its annual review of the performance of the Board and its committees; (4) recommend Director nominees for each committee to the Board; (5) oversee the Company's overall environmental, social and governance (ESG) performance and associated risks and opportunities; (6) review the Company's policies and programs relating to compliance with its Code of Business Conduct, health, safety and environmental matters, participation in political processes and such other matters as may be brought to the attention of the Committee regarding the Company's role as a responsible corporate citizen.

#### **IV. Responsibilities**

The Nominating and Governance Committee shall:

1. Review policies and make recommendations to the Board, as appropriate, concerning:

- (a) The size and composition of the Board;
- (b) The qualifications and criteria for election to the Board, and procedures for shareholder suggestion or nomination of candidates for the Board;
- (c) Retirement from the Board;
- (d) The compensation and benefits of non-employee Directors;

(e) The conduct of business or other transactions between the Company and any person or entity affiliated with a Director;

(f) The structure and composition of, and membership on, Board committees; and

(g) The allocation of risk oversight responsibilities among Board committees.

2. Actively seek individuals qualified to become Directors, evaluate the qualifications of individuals suggested or nominated by third parties, and recommend to the Board the nominees to be proposed by the Company for election to the Board and actions with respect to individuals nominated by third parties.

3. 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 other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

4. Receive comments from all Directors, and report annually to the Board with an assessment of the performance of the Board and its committees and recommendations for improvements, which review shall be discussed with the full Board.

5. Review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

6. Review the Company's overall ESG performance, strategies, goals and objectives, monitor evolving ESG risks and opportunities, and oversee the Company's ESG disclosure.

7. Review and report to the Board on the Company's policies and programs relating to health, safety and environmental matters, participation in political processes, and such other matters, including the Company's Code of Business Conduct, as may be brought to the attention of the Committee regarding the Company's role as a responsible corporate citizen.

8. Monitor and provide risk oversight with respect to focus areas as may be assigned to the Committee from time to time by the Board of Directors, including political contributions and lobbying, regulatory compliance matters such as data privacy, responsible AI governance, integrity and ethics, geopolitical risk, environmental justice, and health, safety, environmental, product stewardship and sustainability.

9. Review and make recommendations to the Board, as appropriate, concerning perspectives communicated to the Company by its shareowners, including with respect to proposals submitted by shareowners for inclusion in the Company's proxy statement and feedback from shareowner engagement activities.

10. Review and oversee related party transactions for potential conflict of interest situations on an ongoing basis, as appropriate.

11. Report regularly to the Board of Directors of the Company and perform such other functions as may be assigned to it from time to time by the Board or its Chairman.

12. Form and delegate authority to subcommittees where appropriate.

13. Undertake an annual performance evaluation of the activities of the Committee, including the Committee's responsibilities as set forth above.