



PHINIA Inc.
Board of Directors
Corporate Governance Committee Charter

Purpose

The Corporate Governance Committee (the “**Committee**”) of PHINIA Inc. (the “**Company**”) is appointed by the Board of Directors (the “**Board**”) to assist the Board with its responsibilities relating to (i) recommending to the Board the structure of the Board and its committees to best serve the Company’s practices and objectives, (ii) identifying and recommending to the Board qualified candidates 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 guidelines, (v) overseeing the Company’s sustainability reporting, strategies, risks, and opportunities, including related to corporate responsibility and environmental, social, and governance (“**ESG**”) topics of significance to the Company, and (vi) leading the Board in its annual review of the performance of the Board and management, including the Chief Executive Officer (“**CEO**”).

Membership

The Committee will consist of at least three directors who meet the independence requirements of the New York Stock Exchange and other applicable independence requirements, as determined by the Board.

The Chair and members of the Committee will be appointed and may be removed by the Board, based on the recommendation of the Committee. The Chair of the Committee will, in consultation with the other members of the Committee and appropriate officers of the Company, be responsible for calling and conducting meetings of the Committee and establishing the agenda for the meetings.

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 shareholders in accordance with the notice provisions and procedures set forth in the Company’s Amended and Restated By-Laws. When identifying candidates for Board membership, the Committee will include, and will request that any search firm it engages include, a diverse pool of qualified candidates, including women and racially or ethnically diverse persons, from which director nominees are chosen.
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 and practices 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 the non-employee director compensation program, including 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 changes to the non-employee director compensation program.
7. Determine, review, and monitor compliance with the stock ownership guidelines applicable to the Company's non-employee directors.
8. Receive periodically from the CEO and evaluate the CEO's recommendations regarding his or her successor, the development of the Company's other executive officers, and the executive management needs of the Company.
9. 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.
10. Make recommendations to the Board regarding a set of corporate governance guidelines, especially as they relate to directors' duties and responsibilities, including recommendations following periodic review of the Company's Corporate Governance Guidelines.
11. Review performance criteria, and oversee the annual evaluation of the Board, Corporate Governance, Compensation and Audit Committees, individual non-employee directors, and management, including the CEO.
12. Consider and, if appropriate, approve or ratify any related person transactions in accordance with applicable Company policies.



13. Review and recommend to the Board proposed changes to the Company's certificate of incorporation or by-laws.
14. Review and make recommendations to the Board with respect to any proposal recommended by management or properly presented by a shareholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other committee of the Board for purposes of such review and recommendations.
15. Recommend to the Board ways to enhance relations with, and improve communications and engagement with, the Company's shareholders.
16. Oversee the Company's sustainability reporting and strategies, including related to corporate responsibility and ESG topics of significance to the Company, 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.
17. Report regularly to the Board and perform other such duties and responsibilities that are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

Committee Meetings

The Committee will meet as often as it determines necessary. Attendance by one third of the members of the Committee, but not less than two members, will constitute a quorum, and all matters will be determined by a majority vote of the Committee members present at a meeting.

The Committee may request any officer or employee of the Company or the Company's independent legal counsel or other third parties to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Minutes of Committee meetings and actions taken without a meeting will be kept in accordance with the Company's Amended and Restated By-Laws.

Committee Authority

The Committee may, in its sole discretion, retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee also may, in its sole discretion, retain or obtain the advice of independent legal counsel or other advisers 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, or advisers 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 will 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, consistent with applicable laws, regulations, and listing standards.

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.

Last updated: August 1, 2024

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;
- Diversity of perspectives, skills, qualifications, attributes, and experiences in areas identified as relevant to oversee management and guide the Company in executing its business strategy;



- 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 adhere to the resignation policies set forth in the Company's Corporate Governance Guidelines;
- Willingness to provide all information, including completion of a questionnaire, required by the Company's Amended and Restated By-Laws and other Company policies and practices.