

## ENVISTA HOLDINGS CORPORATION

### CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

#### 1. Policy Statement

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Envista Holdings Corporation (the "Company") is to assist the Board in (1) identifying individuals qualified to serve as Board members, consistent with criteria approved by the Board, and to identify and make recommendations to the Board regarding all nominees for Board membership, (2) developing, recommending to the Board and implementing the Company's corporate governance guidelines, (3) evaluating the overall effectiveness of the Board and its committees, and (4) administering the Company's Related Person Transactions Policy.

#### 2. Organization and Meetings

a. *Appointments and Removals.* The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Members of the Committee may be replaced by the Board at its discretion. The Board shall select the Committee chairperson.

b. *Size.* The Committee shall consist of at least two and no more than six members, the exact number to be determined by the Board from time to time.

c. *Qualifications.* Each member of the Committee shall satisfy the independence and other applicable requirements of the New York Stock Exchange ("NYSE") listing standards, as may be in effect from time to time, as determined by the Board.

d. *Subcommittees.* The Committee shall have the authority to form, and delegate authority to, such standing and ad-hoc subcommittees as it determines necessary or desirable.

e. *Meetings and Consents.* The Committee shall meet at least twice annually, and may also act by written consent. The chairperson shall have the authority to call a special meeting of the Committee, or seek a unanimous written consent of the Committee, whenever he or she deems such a meeting or consent necessary or desirable. The Committee chairperson, in consultation with appropriate members of the Committee and with management, shall set the frequency and length of each meeting and the meeting agenda. A majority of the Committee members shall constitute a quorum, and the vote of a majority of the Committee members at any meeting at which a quorum is present shall be the act of the Committee.

f. *Investigations.* The Committee shall have the authority to investigate any matter within its scope of responsibilities with full access to all Company books, records, facilities and personnel.

g. *Reports to the Board.* The Committee chairperson shall report matters considered and acted upon to the full Board at the next regularly scheduled Board meeting.

h. *Annual Review and Self-Assessment.* The Committee shall annually (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and (b) conduct and present to the Board a self-evaluation of the Committee.

### **3. Resources**

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and retention terms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to outside firms or advisors employed by the Committee.

### **4. Miscellaneous**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

### **5. Authority and Responsibilities**

The Committee shall have the authority and responsibility to:

#### *Board of Directors Nominees/Committee Members*

- Develop and lead the process for identifying individuals qualified to become Board members for recommendation to the Board, consistent with criteria approved by the Board in the Corporate Governance Guidelines.
- Identify and make recommendations to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the stockholders, or for any director nominees to be elected by the Board to fill director vacancies, including vacancies arising from increases in the size of the Board, and provide to the Board the Committee's assessment as to which directors should be deemed independent under applicable rules, policies and regulations.
- Review and consider candidates for election as director submitted by stockholders.
- Review the committee structure of the Board and recommend to the Board for its approval directors to serve as members of each committee and as committee chairs. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- Review any proposed director resignation letter tendered in accordance with the Company's Corporate Governance Guidelines when a director's principal occupation changes substantially from the position he or she held when most recently elected or appointed to the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept or reject such proposed resignation.

#### *Corporate Governance Matters*

- Develop and recommend to the Board a set of Corporate Governance Guidelines, review such Guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the Board as necessary. The Committee shall also be responsible for implementing and monitoring compliance with the Corporate Governance Guidelines.

- Periodically review the Company's organizational documents, and, if appropriate, recommend changes to the Board.
- Periodically review the Related Person Transactions Policy and, if appropriate, recommend changes to the Board, and review and approve related person transactions in accordance with such Policy.
- Review stockholder proposals (other than those subject to review by other committees) and management's proposed response to such proposals.
- Periodically review the orientation process for newly elected members of the Board and assess the need for, and if applicable the adequacy of, continuing director education.

#### *Evaluating the Board of Directors and its Committees*

- Develop an annual self-evaluation process for the Board and its committees, oversee the execution of this process and report on the results of such process to the Board.
- Annually review director attendance at Board and committee meetings.

#### *Succession Planning*

- Periodically review and make recommendations to the Board relating to management succession planning, including emergency CEO succession, CEO succession in the ordinary course of business and succession for other members of senior management.
- Periodically evaluate Board succession, including succession planning for Board leadership positions and committee memberships.

#### *Environmental Social & Governance Matters/Corporate Social Responsibility*

- Oversee the Company's corporate social responsibility and sustainability program and strategies, including the corresponding risks and opportunities, goals, progress, stockholder engagement and disclosure.

#### *Risk Oversight*

- Oversee risks related to corporate governance, effectiveness of Board and committee oversight and review of director candidates, conflicts of interest, director independence, and the Company's sustainability program and strategy.

#### *Other Responsibilities*

- Perform any other activities consistent with this charter, the Company's Certificate of Incorporation and By-laws and applicable law, as the Committee deems appropriate or as requested by the Board.