

# **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF VERTIV HOLDINGS CO**

**AS AMENDED JUNE 16, 2021**

## **I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Vertiv Holdings Co (f/k/a “GS Acquisition Holdings Corp”) (the “Company”) is to:

- identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board;
- advise the Board with respect to the Board composition, procedures and committees;
- develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
- oversee the evaluation of the Board.

## **II. COMPOSITION**

The Committee shall consist of no fewer than two directors, each of whom shall meet all independence and other requirements of the New York Stock Exchange (the “NYSE”), and any additional requirements that the Board deems appropriate. The Committee chairperson shall be designated by the Board, or in the Board’s absence, by majority vote of the Committee. Vacancies shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

## **III. MEETINGS AND PROCEDURES**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but at least once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees (of no less than two members) for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as may be allowed by applicable law or regulation.

## **IV. DUTIES AND RESPONSIBILITIES**

### **A. *Board Candidates and Nominees***

(a) The Committee shall assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by shareholders in submitting recommendations for Board candidates.

(b) The Committee shall review the background and qualifications of potential director candidates. Such qualifications shall include, but not be limited to: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest, applicable listing standards and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

(c) Director nominees shall be recommended by the Committee for election by the shareholders or appointment by the Board, as the case may be, consistent with the criteria for selecting directors established by the Board from time to time and subject to applicable legal rights, if any, of third parties.

(d) Upon the expiration of a Board member's term, or when he or she has a change in status, including, but not limited to, an employment change, the Committee shall review his or her suitability for continued service as a director of and recommend whether or not the director should be re-nominated.

***B. Board and Board Committee Composition and Procedures***

(a) Board and Board committee composition shall be reviewed annually with the Board, and the Committee shall recommend, if necessary, measures to be taken so that the Board, and the respective committees, reflect the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole, and the applicable committee, and otherwise satisfies independence and other NYSE requirements.

(b) The Committee shall review periodically the size and composition of the Board and Board Committees and make recommendations to the Board of any appropriate changes.

(c) The Committee shall make recommendations on the frequency and structure of Board and Board Committee meetings.

(d) The Committee shall monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.

(e) Recommendations shall be made by the Committee concerning any other aspect of Board procedures that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle, and the establishment of any special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

***C. Corporate Governance***

(a) The Committee shall develop, assess and recommend to the Board a set of corporate governance guidelines (including criteria, desired skills and attributes for selecting new directors) and any other applicable codes of ethics or conduct for the Company, which shall be consistent with any applicable laws, regulations and listing standards.

(b) The Committee shall review, not less than annually, the corporate governance principles adopted by the Board to ensure that they are appropriate for the Company and comply with the requirements of the NYSE, and to recommend any desirable changes to the Board, and consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

***D. Evaluations of the Board and Committee and Management Structure***

(a) The Committee shall oversee an annual evaluation of the Board, and report to the Board on the

performance and effectiveness of the Board. The Committee shall establish procedures to allow it to exercise this oversight function.

(b) The Committee shall advise the Board on the overall structure of the Company's management and recommend any appropriate changes to it.

(c) The Committee shall, on an annual basis, evaluate its performance and whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters considered relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver a report to the Board, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.