

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF VERTIV HOLDINGS CO**

**AS AMENDED, MARCH 2022**

**I. PURPOSE**

The purpose of the Compensation 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:

- oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity- based plans;
- review and discuss with management the Company’s compensation discussion and analysis or other compensation disclosure (“CD&A”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”);
- prepare any Compensation Committee Report required by the rules of the SEC; and
- perform such further functions as may be consistent with this Charter or assigned by applicable law, or the Board.

**II. COMPOSITION**

The Committee shall consist of two or more 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. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

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; *provided* that the Chief Executive Officer of the Company may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

**IV. DUTIES AND RESPONSIBILITIES**

**A. *Executive and Director Compensation***

The Committee shall have the following duties and responsibilities with respect to the Company’s executive compensation plans:

(a) Review at least annually the Company's **executive compensation plans** and the goals and objectives of such plans.

(b) To the extent the Committee deems it appropriate, it shall adopt or amend **executive compensation plans** as a result of any review thereof.

(c) Evaluate annually the **Chief Executive Officer's performance** in light of the goals and objectives of the Company and any executive compensation plans of the Company, and, the Committee determines and approves, and recommends to the Board for approval, the **Chief Executive Officer's compensation level** based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider factors as it determines relevant, which may include, for example, the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Company in past years.

(d) Evaluate annually the **performance of the other executive officers**, if any, of the Company in light of the goals and objectives of any executive compensation plans of the Company, and either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the **compensation of such other executive officers**. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.

(e) Evaluate annually the appropriate level of compensation for Board and Committee service by **non-employee directors**, and to make recommendations to the Board regarding such compensation.

(f) Review and approve **any employment agreements, severance or termination arrangements and any other compensatory contracts** or arrangements to be made with any executive officer of the Company.

(g) **Perform such duties and responsibilities** as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

(h) **Perquisites or other personal benefits** afforded to the Company's executive officers and directors shall be subject to Committee review.

(i) Consider the results of the most recent **shareholder advisory vote on executive compensation** as required by Section 14A of the Exchange Act, and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.

(j) Review and discuss with management the **Company's CD&A**, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.

(k) To the extent it deems necessary, review and approve the terms of any **compensation "clawback" or similar policy** or agreement between the Company and the Company's executive officers or other employees subject to Section 16 of the Exchange Act.

(l) Prepare **any Report required by the rules and regulations** of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.

***B. General Compensation and Employee Benefit Plans***

The Committee shall undertake the following with respect to the Company's incentive-compensation and equity-based plans (the "Plans"):

(a) Review at least annually the **goals and objectives** of the Company's Plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) Review from time to time the **Company's Plans**, and approve or amend these plans if the Committee deems it appropriate.

(c) Review all **equity-compensation plans**, and, in the Committee's sole discretion, approve those equity-compensation plans that are exempt from shareholder approval under the NYSE listing standards.

(d) Perform **such duties and responsibilities** as may be assigned to the Board or the Committee under the terms of any Plan.

(e) To review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage **unnecessary or excessive risk taking**, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements

**V. ROLE OF CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer may make recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices , including Plans with respect to executive officers (other than the Chief Executive Officer) and the Company's director compensation arrangements

**VI. DELEGATION OF AUTHORITY**

The Committee may form subcommittees 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.

**VII. EVALUATION OF THE COMMITTEE**

The Committee shall, no less frequently than annually, 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.

#### **VIII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. The Committee may, at the Company's expense, obtain the advice of a compensation consultant, legal counsel or other adviser (collectively "Outside Adviser"), and shall be directly responsible for oversight of the work of any Outside Adviser retained by them. Before retaining an Outside Adviser, the Committee shall consider the independence of such Outside Adviser, including any independence factors that it is required to consider by law or NYSE rules.

Nothing herein shall be construed: (1) to require the use or retention of an Outside Adviser to the Committee; (2) to require the Committee to implement or act consistently with the advice or recommendations of the Outside Adviser to the Committee; or (3) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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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.