



## **CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF ALLEGION PUBLIC LIMITED COMPANY**

Last revised: December 7, 2023

The Corporate Governance and Nominating Committee (the “**Committee**”) is responsible for considering and making recommendations to the Board of Directors (the “**Board**”) concerning corporate governance matters by:

- Identifying individuals qualified to become directors and recommending that the Board select the candidates for all directorships to be filled by the Board or by the shareholders.
- Developing, maintaining and recommending to the Board a set of corporate governance guidelines applicable to the Company.
- Otherwise taking a leadership role in shaping the corporate governance of the Company.

The Committee will consist of three or more directors each of whom is determined by the Board to be “*independent*” under the rules of the New York Stock Exchange (the “**NYSE**”).

The members of the Committee shall be elected by the Board and shall serve until such member’s successor is elected or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Unless a Chair is elected by the full Board, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership. The Chair of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chair of the Committee, the Committee shall select another member to preside.

The Committee shall meet at least three times annually. The Chair of the Board or any member of the Committee may call meetings of the Committee. The Committee may meet in person, by telephone or video conference, and may take action by unanimous written consent. The Company Secretary, Assistant Secretary or an individual designated by the Company Secretary shall maintain written minutes of its meetings and shall file such minutes with the books and records of the Company. The Chair shall report to the Board regarding the meeting of the Committee and as otherwise requested by the Board.

The Committee may form subcommittees composed of two or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee shall have the authority to select, retain and/or replace special legal or other consultants to advise the Committee. The Company will provide for such funding as the Committee deems appropriate for the payment of compensation to any special legal or other consultants retained by the Committee as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may request any officer or employee of the Company or the Company's outside counsel or consultants attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

In furtherance of such purposes the Committee shall:

1. Consider and review, at least annually, the Company's corporate governance guidelines and make recommendations to the Board for changes which the Committee deems appropriate.
2. Consider and recommend the size, functions and needs of the Board in order to ensure that the Board has the requisite leadership, skills and expertise and that its membership consists of individuals with sufficiently diverse and independent backgrounds.
3. Identify review and recommend candidates to fill new positions or vacancies on the Board consistent with the criteria set forth in the Company's corporate governance guidelines and such other criteria which the Committee deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have the sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including the sole authority to approve the fees payable to such search firm and any other terms of retention.
4. Review Board candidates and other proposals recommended by shareholders.
5. Propose director nominees for election or reelection for recommendation by the Board to the shareholders.
6. Consider questions of independence and possible conflicts of interest of members of the Board, as well as executive officers.
7. Review and recommend chairs and members of Board committees, giving consideration to the requirements of the committee charters, the Company's corporate governance guidelines and such other factors which the Committee deems appropriate.
8. Review and make recommendations on the conduct of Board, committee and shareholder meetings.
9. Review and recommend non-employee director compensation.
10. Recommend director retirement policies.
11. Nominate individuals for election by the Board as corporate officers.

12. Review and approve outside board memberships of the Chief Executive Officer and other members of senior management with for-profit entities.
13. Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures.
14. Assist the Board in its oversight of the Company's environmental, social and governance ("ESG") initiatives, strategies, goals and performance.
15. Oversee the evaluation of the performance of the Board of Directors, Board committees and management.
16. Conduct an annual evaluation of the performance of the Committee.
17. Review and assess the adequacy of this Charter, at least annually, and recommend proposed changes to the Board.
18. Report to the Board all significant issues discussed and make recommendations to be acted upon by the Board.
19. Perform any other activities consistent with this Charter, the Company's Articles of Association and governing law, as the Committee or the Board deems necessary or appropriate.

If required by the rules of the SEC or the NYSE, this Charter, as amended from time to time, shall be made available to the public on the Company's website.