



Effective March 25, 2021

DIVERSEY HOLDINGS, LTD.

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
MEMBERSHIP**

The Nominating and Corporate Governance Committee (the "Committee") of Diversey Holdings, Ltd. (the "Company") shall consist of at least two directors from the Company's board of directors (the "Board"). All Committee members shall (1) meet the applicable independence requirements of the NASDAQ Global Select Market ("NASDAQ") and (2) shall otherwise meet the membership qualification requirements contained in this Nominating and Corporate Governance Committee Charter (this "Charter"). Members of the Committee shall be appointed by the Board annually and when a vacancy exists, and may be removed by the Board at any time for any or no reason.

PURPOSE

The Committee's primary purposes are:

- identifying and recommending to our Board the persons to be nominated for election as directors and to each of the committees of our Board;
- overseeing the structure, organization, performance and effectiveness of the Board; and
- leading our Board in its annual review of the performance of our board of directors;
- considering other corporate governance matters and, as appropriate, making recommendations to the Board.

STRUCTURE AND OPERATIONS

The Board shall designate one of the members of the Committee as chairperson (the "Chair") of the Committee. The Committee shall meet periodically at such times as it determines to be necessary or appropriate and shall periodically report to the Board regarding any issues, recommendations or findings as it deems appropriate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members. The Committee may invite members of management or others to its meetings. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. The Committee may delegate any of its

responsibilities to one or more subcommittees as it may deem appropriate to the extent allowed by applicable law and the rules of NASDAQ.

AUTHORITY AND RESOURCES

The Committee shall have the authority to (1) select, retain and terminate any search firm engaged to assist in identifying director candidates and (2) approve the fees and retention terms of such consulting and search firms. The Committee may conduct or authorize studies and investigations into any matters within the scope of its responsibilities and may retain outside legal or other advisors to assist in the conduct of any such study or investigation or for any other reason as determined by the Committee. The Company shall pay such third parties retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee. In selecting any legal counsel or other advisor, the Committee must take into consideration specific independence factors identified in the listing standards established by NASDAQ to the extent the Company is subject to such standards.

RESPONSIBILITIES

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time; provided, however, that to the extent the Company's amended and restated memorandum and articles of association or any stockholders agreement (or similar agreement) sets forth procedures governing the nomination of directors to the Board and any committees thereof, the Committee must act in accordance with the provisions of any such agreement in performing its duties and responsibilities below.

1. *Recommend Criteria for Selection of Directors.* The Committee is responsible for developing the criteria for the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. The Committee shall periodically review and, if desirable, recommend changes to the criteria for the selection of new directors as adopted by the Board from time to time.
2. *Recommend Director Candidates.* The Committee shall recommend to the Board a slate of director nominees for election or reelection at each annual meeting of stockholders. The Committee shall identify, recruit and recommend to the Board only those candidates that the Committee believes are qualified to become Board members consistent with the criteria for selection of new directors adopted from time to time by the Board and shall consider the performance of incumbent directors in determining whether to recommend them for reelection. The Committee shall consider director candidates timely submitted by the Company's stockholders in accordance with the notice provisions and procedures set forth in the Company's amended and restated memorandum and articles of association, and shall apply the same criteria to the evaluation of those candidates as the Committee applies to other director candidates.
3. *Recommend Committee Members.* The Committee shall recommend to the Board candidates to serve as members and chairpersons of each of the Board's committees. In

recommending a director for committee membership, the Committee shall take into consideration the factors set forth in the charter of the applicable committee, if any, as well as any other factors it deems appropriate, including without limitation, the consistency of the director's experience and qualifications with the goals of the committee and the interplay of the director's experience and qualifications with the qualifications and experience of the other committee members.

4. *Review Director Resignations.* The Committee shall review any director resignation letter tendered in accordance with the Company's amended and restated memorandum and articles of association, and evaluate and recommend to the Board whether such resignation should be accepted.

5. *Review Commitments to Corporate Responsibility and Sustainability.* The Committee shall periodically review and make recommendations to the Board regarding the Company's corporate responsibility and sustainability efforts.

6. *Oversee Political and Charitable Contributions.* The Committee shall have oversight over the Company's political and charitable contributions. The Committee shall periodically review and make recommendations to the Board regarding such contributions.

7. *Fill Board and Committee Vacancies.* The Committee shall propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's resignation, death or retirement, a change in Board or committee composition requirements, or the expansion of the Board or committee.

8. *Review Committee Structures.* The Committee shall periodically review and, if desirable, recommend to the Board changes in the number, responsibilities and membership of the Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time.

9. *Review Changed Circumstances of Directors.* The Committee shall review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications or availability.

10. *Implement Provisions of Stockholders Agreements.* To the extent set forth in the Company's amended and restated memorandum and articles of association or any stockholders agreement (or similar agreement) governing the composition of the Board or the Company's committees (including the Committee) exists the Committee shall act appropriately to fill vacancies on the Board and such committees in accordance with such agreement and with respect to such other matters as may be specified in any such agreement.

11. *Evaluate Stockholder Proposals.* The Committee shall evaluate and make recommendations to the Board regarding stockholder proposals.

12. *Annual Performance Evaluation.* The Committee shall administer annual performance evaluations of the Board and its committees, including a review of this Committee by its members, and present the evaluations to the Board.

13. *Review Committee Charter.* The Committee shall review and reassess the adequacy of this Charter at least once every two years, and recommend any proposed changes to the Board.