

**SPX TECHNOLOGIES, INC.**  
**GOVERNANCE & SUSTAINABILITY COMMITTEE CHARTER**

**Purpose**

The purpose of the Governance & Sustainability Committee (the “Committee”) is to:

- assist the Board of Directors (the “Board”) of SPX Technologies, Inc. (the “Company”) in identifying qualified individuals to become Board members and recommend to the Board the director nominees;
- make recommendations to the Board with respect to compensation for non-employee directors and the administration and awards under Company equity-based plans;
- make recommendations to the Board with respect to the assignment of individual directors to various committees;
- develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company;
- lead the Board in its annual review of the Board’s performance;
- review and approve all related party transactions and any conflicts of interest of any directors or executive officers of the Company; and
- oversee the governance of the Company’s Sustainability program.

**Composition of the Committee**

The Committee will be composed of at least three directors. Each Committee member shall be independent as defined by the Company’s Independence Standards and shall satisfy the independence requirements of the New York Stock Exchange. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. A majority of the Committee members shall constitute a quorum.

The Chief Executive Officer (the “CEO”) shall attend meetings of the Committee whenever the Committee is meeting to consider corporate governance issues.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

## **Authority and Responsibilities**

1. The Committee shall take a leadership role in identifying individuals qualified to become members of the Board and to select director nominees to be presented for shareholder approval at the annual meeting and, in the event of a vacancy on the Board, select director nominees to be presented for Board approval to fill the vacancy.
2. The Committee shall recommend individuals as director nominees based on their business and professional accomplishments, integrity, demonstrated ability to make independent analytical inquiries, ability to understand the Company's business, absence of conflicts of interest and willingness to devote the necessary time to Board duties. In making its recommendations, the Committee shall also consider various aspects of diversity when evaluating the composition of the Board, including a wide range of backgrounds, experiences and skills.
3. The Committee shall make recommendations to the Board regarding the size and composition of the Board.
4. The Committee shall, from time to time and in conjunction with the CEO, review and propose to the Board compensation levels for the non-employee directors, including annual retainers, incentive compensation, and awards under the Company's equity-based plans (the "Plans").
5. The Committee shall review the Plans and recommend changes in the Plans to the Board as needed. The Committee shall have and exercise all authority of the Board with respect to administration of the Plans regarding awards made under the Plans to non-employee directors.
6. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
7. The Committee shall have the authority to retain and terminate any search firm to assist in identifying director candidates, and to retain other outside advisors as it deems necessary or appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such search firms or other outside advisors retained by the Committee, and any ordinary administrative expenses of the Committee that are necessary or appropriate to carry out its duties.
8. The Committee shall oversee the evaluation of the Board.
9. The Committee shall review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board.

10. The Committee will monitor compliance (compliance reviewed at least annually) with any stock ownership and holding guidelines of the Company that are applicable to directors.
11. The Committee shall annually review and assess the independence of the individual directors in light of the requirements of the New York Stock Exchange and recommend any changes to the Board.
12. The Committee shall review and approve all related party transactions.
13. At least annually, the Committee shall review and assess any questions regarding potential conflicts of interest of any directors or executive officers of the Company and shall suggest any action that it deems necessary or appropriate.
14. The Committee shall maintain procedures for interested parties to communicate with the non-employee members of the Board.
15. The Committee shall regularly review the Company's sustainability practices, provide strategic guidance to management on the sustainability practices and report to the full Board regarding the Company's sustainability strategy and direction.
16. The Committee shall report its activities to the full Board of Directors on a regular basis and make such recommendations with respect to the matters addressed in this Charter and other matters as the Committee may deem necessary or appropriate.
17. The Committee shall review and assess the adequacy of this Charter at least annually and recommend any changes to the Board.
18. The Committee shall annually evaluate the Committee's own performance.
19. The Committee shall perform such other functions as assigned by law, the Company's Certificate of Incorporation or Bylaws, or the Board.
20. The Committee shall cause a copy of this Charter to be made available on or through the Company's website.

This Charter was adopted on August 11, 2022, and was last amended on May 12, 2026.