

Nominating and Governance Committee Charter

Purpose

The purpose of the Nominating and Governance Committee (“Committee”) is to identify, evaluate and recommend candidates for membership on the Board of Directors (the “Board”), to establish and assure the effectiveness of the governance principles of the Board and the Company, and to oversee the evaluation of the Board and management.

This charter (“Charter”) shall be periodically reviewed by the Committee, and the Committee shall recommend any proposed changes to the Board for approval.

Membership

The Committee shall be comprised of at least three non-employee members of the Board each of whom qualifies as an “independent” director under the listing standards of the New York Stock Exchange. Members shall be appointed to or removed from the Committee by a majority vote of the Board.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Key Responsibilities

The responsibilities of the Committee shall include, consistent with and subject to applicable law, regulations and New York Stock Exchange rules, the following:

- Review and recommend to the Board the criteria for the selection of director candidates.
- Identify, evaluate, and recommend candidates for membership on the Board, assessing the appropriate mix of skills, qualifications and characteristics for the effective functioning of the Board in light of the needs of the Company.
- Retain and terminate executive and director search firms and approve all fees and retention terms.
- Consider existing directors for re-election, taking into consideration its assessment of the contributions of the directors selected for re-election, the criteria for the selection of director candidates and other needs of the Board.
- Recommend to the Board a slate of director nominees for election at the Company’s annual meeting of shareholders and in the event of a vacancy on or increase in the size of the Board, recommend a director nominee to fill such vacancy or new seat.
- Consider the nomination by any shareholder of a candidate for election as a director of the Company, to the extent that such shareholder nomination is made in accordance with the Company’s By-laws.
- Oversee the handling of shareholder proposals.

- Evaluate the performance of the Board as a whole, the Committees of the Board and the performance and contribution of each individual director.
- Review and recommend to the Board on the frequency and structure of Board meetings.
- Review periodically the Company's definition of independence and determine director independence.
- Recommend director training and orientation programs, as appropriate.
- Recommend Board structure, including size, committee assignments and overall composition.
- Recommend a succession planning process for the appointment of the Chairman of the Board and review such plan periodically.
- Review and make a recommendation to the Board with respect to any resignation tendered by a director of the Company.
- Oversee and receive reports at least quarterly on (1) compliance with U.S. laws and Company policies pertaining to political contributions, (2) political activities and contributions of the Maximus Political Action Committee, (3) significant lobbying priorities and related expenditures in the U.S. and (4) expenditures relating to the Company's principal U.S. trade associations.
- Oversee environmental, social and governance matters affecting the Company, to the extent these matters are not the responsibility of other committees, including climate-related risks and opportunities, and make recommendations to the Board regarding, or take action with respect to, such matters.
- Review the Company's code of ethics and compliance policies, to the extent specific compliance matters are not the responsibility of other committees.
- Periodically review and recommend revisions to the Company's Guidelines for Corporate Governance.
- Advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees.
- Recommend that the Board establish such 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.
- Periodically review the charter of each Board committee and recommend changes to the Board.
- Perform such other duties as delegated by the Board.
- Report to the Board on a regular basis the Committee's activities.

Procedures and Resources

The Committee shall meet as frequently as circumstances require. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

The Committee may form subcommittees and delegate authority to any subcommittee or other administrator, as appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a

whole. Minutes shall be kept of meetings, and the Committee shall make periodic reports to the Board.

The Company shall provide the Committee with such resources (including but not limited to appropriate funding, as determined by the Committee, for payment of reasonable compensation to advisors retained by the Committee), personnel and assistance as needed to fulfill its duties. The Committee shall have the authority to retain any advisors to assist it as reasonably necessary in performing its duties.

In discharging its oversight role, the Committee is granted the authority to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the authority and resources to engage, at the Company's expense, independent outside counsel or other experts or advisors as it deems necessary to carry out its duties.

The Committee may consult with the Chief Executive Officer and any other officers or employees on any matters the Committee deems appropriate.

The Committee will conduct an annual evaluation of the Committee's performance and report to the Board regarding the discharge of its responsibilities.

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.

Rev. March 10, 2025