

Nominating and Governance Committee Charter



1. Purpose

To comply with Nasdaq listing standard rules that a committee of independent directors recommend a slate of qualified director nominees for election at the Company's annual meeting of shareholders, and assist the Board in fulfilling its responsibilities relating to:

1. Board composition, recruitment, and Board member succession planning, including the identification and recommendation of criteria, qualifications and candidates for Board membership.
2. Corporate governance policies and practices, including the development and periodic review of the Company's governance structure and controls and board committee structure.
3. Board and committee performance, including self-evaluations, board performance evaluations and oversight of director education programs.
4. Director independence and conflicts of interest, including evaluating independence and overseeing related-party transactions as required.
5. Compliance with applicable corporate governance laws, regulations, and stock exchange or listing requirements, including periodic review of the Company's governance disclosures.

2. Membership

Composition

The Committee shall consist of at least three (3) directors, each of whom meets the independence requirements of the Nasdaq listing standards and any other applicable laws, rules or regulations.

Appointment and Removal

Members of the Committee shall be appointed annually by the full Board and serve at the pleasure of the Board. No member of the committee shall be removed except by majority vote of the independent directors of the full Board then in office.

Committee Chairperson

The Board of Directors with input from the Committee shall designate one member of the Committee to serve as Chairperson.

The Chairperson will preside over meetings of the Committee and set the Committee's agenda in consultation with Committee members, the Chairperson of the Board, and management as needed.

3. Authority

The Committee shall have sole authority to:

- Engage and retain advisors (including search firms, legal counsel, or other experts) to assist in the Committee's work, and approve related fees and retention terms.
- Obtain any information from the Company's employees, officers, or external advisors as is reasonably necessary to perform its duties.
- Request the attendance of management and other advisors at Committee meetings as reasonably appropriate.
- Administer the Company's Board Nominee and Shareholder Communications Policy.
- Delegate authority to subcommittees as permitted by this Charter, the Nasdaq listing requirements and applicable law, rule or regulation.

4. Duties and Responsibilities

The Committee's primary duties and responsibilities include:

Board Composition and Director Nomination

- Establish and periodically review criteria for Board membership, including skills, experience, diversity, independence, and tenure.
- Identify, evaluate, and recommend candidates for election or appointment to the Board.
- Review and recommend the slate of director nominees for election at the annual meeting of stockholders.
- Consider director candidates recommended by stockholders in accordance with the Company's bylaws and applicable law.
- Conduct reasonable due diligence on any potential director nominees and incumbent directors (every three years), including background checks and conflict assessments.

Board and Committee Structure

- Periodically review the size, operation, structure, and composition of the Board and its committees.
- Review and recommend changes to the Board's committee charters as needed.
- Review director tenure and succession planning and recommend actions to maintain Board effectiveness.
- Review the adequacy of the Director's coverage under the Company's D&O Insurance program and the indemnification provisions of the Company's charter and by-laws.
- Oversee succession planning for the Board including the identification of potential future directors.

Governance Framework

- Develop, review, and recommend to the Board appropriate Board governance guidelines, policies, and practices.
- Periodically review the adequacy of the design of the Company's governance structure.
- Periodically review the Company's charter and by-laws and making recommendations to the Board as to any proposed changes.
- Oversee compliance with applicable governance laws, regulations, and stock exchange listing standards.

Director Independence and Conflicts

- Review and assess the independence of Board members in accordance with applicable laws, rules, and listing standards and Board member compliance with these requirements.
- Review and assess any potential conflicts of interest involving directors and recommend appropriate action.
- Oversee related-party transaction review, exceptions and disclosure, as appropriate.

Board Performance

- Lead the Board in periodic self-evaluation of its performance, including the performance of Board committees and individual directors.
- Assess the performance and contribution of individual directors and include such evaluation in the record of the Committee's rationale for recommending the re-nomination of incumbent Board members for election at the Company's annual meeting of shareholders.
- Oversee director orientation and continuing education programs.

5. Meetings

- The Committee shall meet at least two (2) times annually, or more frequently as circumstances require.
- The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- A majority of Committee members shall constitute a quorum.
- The Committee may meet and vote in accordance with those provisions of the Company's bylaws governing meetings and voting of the Board of Directors generally.
- Minutes of meetings shall be prepared and maintained with the books and records of the Company.

6. Reporting

The Committee shall report to the Board on matters discussed at each meeting of the Committee, including:

- A summary of significant activities, recommendations and actions taken.

- Any material issues or risks identified in the Committee’s work.
- Recommendations for Board and committee composition and governance improvements.

7. Evaluation of Committee Performance

The Committee shall conduct a self-evaluation of its performance periodically and report the results to the Board. The evaluation shall assess the Committee’s effectiveness in fulfilling its charter responsibilities.

8. Charter Review

The Committee shall review and reassess the adequacy of its Charter annually and recommend any proposed changes to the Board for approval.



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