

Matthews International Corporation
Governance and Sustainability Committee Charter
as Amended through July 26, 2023

I. Purpose:

The Governance and Sustainability Committee (this “Committee”) of the Board of Directors (the “Board” or the “Board of Directors”) of Matthews International Corporation (the “Company”) shall (a) identify individuals qualified to become Board of Director members, (b) recommend to the Board of Directors the director nominees for election by shareholders or appointment of the Board of Directors, (c) develop and maintain, and recommend to the Board of Directors, a set of corporate governance guidelines, (d) lead the Board of Directors in complying with its corporate governance guidelines, (e) review and make recommendations to the Board of Directors concerning Director compensation and (f) any related matters required by the federal securities laws or Nasdaq. This Committee is committed to ensuring that (i) the nominees for membership on the Board of Directors are of the highest possible caliber and are able to provide insightful, intelligent and effective guidance to the management of the Company and (ii) the governance of the Company is in full compliance with law, reflects generally accepted principles of good corporate governance, encourages flexible and dynamic management without undue burdens and effectively manages the risks of the business and operations of the Company. In addition, this Committee, in conjunction and coordination with the management of the Company, the Board, the Audit Committee and the Compensation Committee, shall oversee the Company’s ESG initiatives and ESG-related engagement efforts with shareholders, other key stakeholders, and proxy advisory firms.

II. Composition:

The membership of this Committee shall consist of at least three (3) directors. Each member of the Committee shall be independent in accordance with the rules and regulations of the Securities and Exchange Commission and Nasdaq, and a Board of Directors determination that such individual has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Given the leadership significance of this Committee, it is anticipated (although not required) that all members will have been members of the Board of Directors for at least one year before appointment to this Committee.

The members of the Committee shall be appointed by the Board based on recommendations from this Committee. The members of this Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

A Director may be removed from this Committee by the Board. A Director may resign as a member of the Committee upon notice to the Secretary of the Company and the Chairperson of the Board.

The Board of Directors shall appoint a Chairperson of the Committee to serve for such term as the Board may determine or until earlier resignation or death. The Board may remove any chairperson of the Committee at any time with or without cause.

III. Goals and Responsibilities:

This Committee's goals and responsibilities shall be:

- a. Identification of the requisite knowledge, skills, experience and characteristics to be found in individuals qualified to serve as members of the Board of Directors and utilization of such criteria in this Committee's recommendation of director nominees. As part of this process, this Committee shall ensure that the Board of Directors consists of individuals from diverse educational and professional experiences and backgrounds who, collectively, provide meaningful counsel to management. In making its recommendations, this Committee shall identify candidates and consider, among others, candidates recommended by the Chairperson of the Board and the Chief Executive Officer and submissions from shareholders pursuant to the Corporation's By-laws, as then in effect. This Committee will conduct appropriate and necessary inquiries into the background and qualifications of possible candidates, and shall actively recruit qualified individuals.
- b. Review, at least annually, the qualifications and background of the Directors, as well as the overall composition of the Board of Directors, and recommend to the Board of Directors the slate of directors to be selected by a majority of the independent directors for nomination for election at the annual meeting of shareholders.
- c. Develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair its independence.
- d. Oversight of the evaluation of the Board of Directors and management. In this regard the Committee shall, without limitation,
 - i Evaluate, and report to the Board of Directors, the effectiveness of the Board of Directors (as a whole) and each Committee of the Board of Directors (as a whole) (including, without limitation, the effectiveness of the Compensation Committee in its process of establishing goals and objectives for, and evaluating the performance of, the Chief Executive Officer and the other officers of the Company). In this process, the Committee shall receive comments from all Directors and shall review each Committee's review of its performance.
 - ii Upon request or as required, review performance, qualification or other related issues concerning Board members.
 - iii Review the functions of the officers of the Company.
- e. Review the Board of Director's committee structure and composition. Work with the Chairperson and recommend to the Board of Directors director nominees for each Committee and each Committee chair.
- f. If a vacancy on the Board or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board.

- g. Oversight for the corporate governance of the Company, advising the Board of Directors and its Committees on effective management and leadership. In this regard this Committee shall
- i. Develop and recommend to the Board of Directors a set of corporate governance guidelines;
 - ii. At least annually review, and recommend to the Board of Directors appropriate changes, if any, to, the articles of incorporation, by-laws, corporate governance guidelines, this charter and the charters of the other committees of the Board of Directors, the code of business conduct, ethics statement, and code of ethics applicable to executive management. Such review shall consider, without limitation:
 - 1. The structure, duties, size, membership and functions of the Board of Directors and its Committees.
 - 2. The format and frequency of meetings of the Board of Directors and its Committees.
 - 3. The performance of the Board of Directors (as a whole) and each Committee of the Board of Directors (as a whole).
 - iii. Consider and advise the Board of Directors with respect to questions of actual, apparent and potential violations of the code of ethics applicable to executive management and, to the extent involving Directors or officers, the code of business conduct and ethics, including conflicts of interest between Directors or officers and the Company and any "interlocking directorate" issues. Such activities shall include a review of the outside activities of Directors and officers. While this Committee intends to be proactive in this area, this Committee is mindful that it is the obligation of each Director and officer to bring to the attention of this Committee any actual, apparent or possible conflict of interest.
 - iv. Keep informed as to current requirements and trends in corporate governance to ensure that the Company is fully compliant with applicable laws and engaging in appropriate corporate governance practices.
- h. Reviewing the amount and nature of Director compensation and making recommendations to the Board with respect to the same.
- i. To review and advise the Board on shareholder proposals, including sustainability and ESG-related shareholder proposals.
- j. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- k. To review and discuss with management disclosures of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.

- l. To review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's corporate governance guidelines or any other document adopted by the Board and/or the Company's shareholders, and evaluate and recommend to the Board whether such resignation should be accepted.
- m. Develop, in conjunction with the Audit Committee and the Compensation Committee and oversee an ethical, legal and regulatory compliance program for the Company, including the Company's compliance with legal and regulatory requirements other than those related to accounting or financial reporting (which are the responsibility of the Audit Committee).
- n. Review the Company's government relations strategies and activities, including any political activities and contributions and lobbying activities.
- o. Regularly reporting its activities to the Board.
- p. Evaluating the performance of this Committee.
- q. Performing such other responsibilities as may be delegated to it by the Board of Directors.
- r. Except as noted above, this Committee shall perform each of its goals and responsibilities at least annually, but more often if this Committee shall determine necessary or appropriate.

IV. Committee Powers:

This Committee shall have the following powers:

- a. The sole power to retain and terminate any search firm to be used to identify director candidates, including the authority to approve the search firm's fees and other retention terms. Any such consultant shall report directly to this Committee.
- b. To obtain advice and assistance from internal or external legal, accounting, a compensation consultant with respect to director compensation (which for the avoidance of doubt may be the same compensation consultant retained by the Compensation Committee for executive compensation) or other advisors and to have direct access to such advisors without the presence of any officer of the Company. With respect to any compensation consultant retained by this Committee, this Committee shall evaluate whether such compensation consultant has an conflict of interest in accordance with Item 407(c)(3)(iv) of Regulation S-K, provided that this Committee may rely on such evaluation made by the Compensation Committee for any compensation consultant that is also advising the Compensation Committee with respect to executive officer compensation.
- c. To interview and meet with any employee of the Company without the presence of any officer of the Company, with the advice of legal counsel.
- d. To form and delegate authority to subcommittees.
- e. Such other powers as may be necessary or appropriate to fulfill its purposes.

This Committee shall receive appropriate funding from the Company, as determined by this Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel, compensation consultant and any other advisors.

V. Meetings:

This Committee shall meet at least two (2) times annually, or more frequently as circumstances dictate. A majority of the members of this Committee shall constitute a quorum for the transaction of business. The agenda of each Committee meeting shall be established by the Chairperson with the assistance of appropriate members of management. This Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. This Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as this Committee may deem appropriate in its sole discretion. When necessary, this Committee shall also coordinate private executive sessions to include other members of the Board.

Matthews PROPRIETARY