

Fortune Brands Innovations, Inc.

Nominating, Environmental, Social and Governance Committee Charter

Purpose

The purpose of the Nominating, Environmental, Social and Governance Committee (the “Committee”) is to (i) provide recommendations to the Board of Directors (the “Board”) of Fortune Brands Innovations, Inc. (the “Company”) with respect to the organization and function of the Board and its committees, (ii) recruit, identify and recommend qualified potential director candidates and nominees to serve on the Board and its committees, (iii) review the qualifications and independence of members of the Board and its committees and recommend changes in the composition of the committees, (iv) develop and recommend to the Board a set of corporate governance principles, (v) oversee the process of the evaluation of the Board and (vi) oversee the Company’s environmental, social and governance (“ESG”) program, policies and related risks.

Membership

The Committee shall be composed entirely of directors affirmatively determined by the Board to be independent as defined in the New York Stock Exchange (“NYSE”) Listed Company Manual. A minimum of three Committee members shall be appointed by the Board. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The Board shall have the sole authority to remove Committee members.

Manner of Acting

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the action of the Committee. The Committee may act by unanimous written consent of all of its members. The Committee shall keep a record of its actions and proceedings and report on such actions to the Board of Directors.

Authority and Responsibilities

The Committee shall have the following responsibilities:

Nominating & Governance

- Develop, periodically review and recommend to the Board for adoption, changes to the Company's corporate governance framework, including the Company's Certificate of Incorporation and Bylaws;
- Develop, and recommend to the Board for adoption, corporate governance principles that foster an effective corporate governance environment, and include criteria and policies relating to independence, candidacy, service and tenure of directors and annually review and, if appropriate, recommend amendments to such principles;
- Review the organization, structure, size, charters, duties and powers of each Board committee according to Company objectives and governance principles, including meeting format and recommend to the Board changes to such charters, duties, powers;
- Oversee the annual performance review process of the Chief Executive Officer;
- Oversee an annual evaluation process to determine whether the Board and its committees are functioning effectively and report the results of the evaluation to the Board;
- Annually review the independence and qualifications of each director in accordance with NYSE listing requirements and the Company's corporate governance principles;
- Identify, recruit, screen and interview individuals qualified to become Board members;
- Consider any potential director candidates identified by management or stockholders, in the same manner as nominees identified by the Committee; provided, however, that with respect to those candidates recommended by stockholders, the recommending stockholder, in submitting the recommendation, has provided the same information applicable to nomination of directors by stockholders set forth in the Company's charter and bylaws;
- Recommend candidates as nominees for election as members of the Board and recommend the re-election of nominees to a new term for each annual meeting of stockholders;
- In the event there is a vacancy on the Board, recommend candidates for appointment to the Board;
- Review and recommend changes to the composition of the Audit Committee, Compensation Committee and Nominating, Environmental, Social and Governance Committee, or any other Board committee and designate a secretary and assistant secretary of each such committee;
- Appoint and make changes to the composition of management committees that are required to report to the Board or one its committees;

- Periodically assess and recommend, if appropriate, changes to the Company’s leadership structure by determining whether to combine or separate the roles of Chairman of the Board and Chief Executive Officer;
- Review stockholder proposals and the Company’s response;
- Make recommendations to the Board regarding the level and composition of compensation for non-employee directors, including the compensation paid to the Non-Executive Chairman of the Board and Lead Director (if one is appointed);
- Oversee management’s administration of any non-employee director equity plans of the Company;
- Grant awards (including but not limited to stock, stock options, restricted stock units and restricted stock awards) to non-employee directors under the Company’s equity-based plans and authorize the issuance of stock upon exercise or payment of awards;
- Establish and periodically update the Company’s director stock ownership guidelines and monitor directors’ compliance with such guidelines;
- Assess and attempt to mitigate risks associated with the independence of the Board, potential conflicts of interest and the Company’s corporate governance structure;
- Monitor any changes in the outside commitments of directors and consider whether such changes may impact their ability to effectively serve on the Board, including service on outside for-profit boards or committees thereof;
- Review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.

Environmental and Social

- Oversee the Company’s corporate social responsibility program, including its ESG initiatives and risks associated with environmental, health and safety, and sustainability and social matters;
- Review and assess the Company’s corporate social responsibility program, policies, strategies and performance, including the standards and metrics used by the Company to assess its progress on ESG initiatives, including environmental, health and safety, and social matters;
- Discuss with management the steps taken to manage risks associated with ESG programs and their impact on the environment, its community and employees, including the Company’s charitable contributions; and
- Periodically review and assess the Company’s external communications and disclosures concerning the Company’s annual ESG report;

Other Responsibilities

- Report Committee actions to the Board on a regular basis and make such recommendations to the Board as deemed appropriate;
- Review this Charter annually and recommend changes to the Board for approval as necessary;
- Conduct annually a performance evaluation of the Committee, the results of which are reported to the Board; and
- Undertake such additional activities within the scope of its functions as the Committee may determine or as may otherwise be required by law, the Company's charter or bylaws or by directive of the Board.

The Committee shall have the sole authority to retain, at the Company's expense, and terminate any outside counsel, consultant or search firm used to advise the Committee or to identify director candidates, and the Committee shall have the sole authority to approve related fees and retention terms of such consultant or firm. The Company shall provide appropriate funding for the reasonable compensation of any such consultant or search firm as determined by the Committee.

The Committee may delegate any of its responsibilities to a subcommittee, so long as all of the members of the subcommittee meet the qualifications for membership on the Committee.