

## **RBC Bearings Incorporated**

### **NOMINATION AND GOVERNANCE COMMITTEE CHARTER**

#### **Mandate**

The Nomination and Governance Committee (the “Committee”) assists the Board of Directors (the “Board”) of RBC Bearings Incorporated (the “Company”) in its oversight of Board composition, corporate governance policies and practices, and related matters. The Committee’s mandate includes the following:

- (i) determining the qualifications, qualities, skills and other expertise required to be a director of the Board; making recommendations to the Board regarding the criteria to be considered in selecting director candidates; and identifying and recommending to the Board qualified director candidates for election by the Company’s stockholders;
- (ii) making recommendations to the Board with respect to the membership and chairmanship of each of the Board committees and reviewing the composition and structure of the Board committees on a regular basis;
- (iii) developing the Company’s Corporate Governance Guidelines in accordance with the requirements of the New York Stock Exchange (“NYSE”), recommending these to the Board for approval, reviewing them on a regular basis and recommending updates or modifications to them, as appropriate;
- (iv) developing and leading the annual performance evaluation of the Board, conducting an annual evaluation of the Committee, developing and overseeing the annual evaluation of the Company’s management and coordinating the annual evaluations of each of the other Board committees led by the respective committee chairs; and
- (v) fulfilling any other responsibilities set forth in this Nomination and Governance Committee Charter (this “Charter”) and any additional duties that may be assigned to the Committee by the Board from time to time.

#### **Organization and Operations**

##### ***Committee Members***

Each member of the Committee shall be independent in accordance with the rules of the NYSE. The Committee shall consist of three or more directors at all times.

The members and chair of the Committee (the “Chair”) shall be appointed by the Board on an annual basis for a term of one year, or for such other term or terms as the Board may determine or until their earlier resignation or death, and may be re-appointed or removed with or without cause at the Board’s discretion at any time.

### ***Committee Meetings***

The Chair shall be responsible for calling meetings of the Committee, developing the meeting agenda, providing pre-reading materials to Committee members relative to agenda items, if applicable, and chairing the meetings.

The Committee shall meet at least twice each year. Meetings may be in person or by conference call. A majority of the Committee members must be in attendance to constitute a quorum. The Committee may also act by unanimous written consent. The Committee shall keep minutes of its proceedings and make regular reports to the Board on the Committee's activities.

### ***Professional Advisors***

The Committee shall have sole authority to retain and terminate any search firm used to identify candidates for the Board, including the sole authority to approve such firm's fees and other retention terms. The Committee shall also have the authority to retain other professional advisors, including outside legal counsel, when necessary or appropriate to fulfill its duties and responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for payment of professional fees of any such advisors that have been approved by the Committee, and to cover the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities. Any search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any search firm or other professional advisor, including outside legal counsel, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

### **Duties and Responsibilities**

#### ***Nomination***

The Committee's role and duties in Board nomination extend only to those Board candidates who will be presented to the stockholders for election at the annual meeting of the Company's stockholders (the "Annual Meeting"). Where a third party has the right to nominate one or more directors to the Company's Board, the selection and nomination of such directors need not be subject to the Committee's process.

#### **Director Criteria and Qualifications**

The Committee shall develop criteria and qualifications for Board nominees to be used in reviewing and selecting director candidates, including policies with respect to Board and committee member independence, terms, tenure and compliance with applicable regulatory requirements. Director qualifications shall be set out in the Company's Corporate Governance Guidelines.

The Committee shall present the director criteria and qualifications to the Board for discussion and approval. Once approved, these will be used by the Committee in recruiting and reviewing director candidates, in reviewing any director candidates submitted by stockholders pursuant to the procedures set forth in the Company's Corporate Governance Guidelines and bylaws, and in reviewing incumbent directors for re-nomination. The Committee will review the director criteria and qualifications regularly and recommend any revisions or updates to the Board, as appropriate.

#### Nominating Process

The Committee shall develop a formal nominating process to be used in identifying, recruiting, evaluating and recommending to the Board qualified director candidates to be elected by the Company's stockholders. The nominating process shall be set out in the Company's Corporate Governance Guidelines and bylaws. The Committee will review and refine the process periodically, as appropriate.

#### Director Nominations

The Committee shall identify, recruit, and recommend director candidates to the Board and shall also be responsible for reviewing and evaluating any director candidates recommended by stockholders using the nominating process set forth in the Company's Corporate Governance Guidelines and bylaws. The Committee's recommendations shall be submitted to a vote of the full Board. Candidates approved by a majority of the Board will be presented to stockholders for election at the Annual Meeting.

The Committee may also make recommendations to fill any Board vacancies that arise between Annual Meetings with respect to any Board seats subject to a vote of the stockholders. Such recommendations will also be subject to a vote of the majority of the Board. Any Board member appointed in this way shall hold office until the next succeeding Annual Meeting and until his or her successor shall have been duly elected and qualified.

#### Board Committee Appointments

The Committee shall review and recommend to the Board annually the members and chair of each Board committee. Such committee appointments shall be subject to approval of the majority of the Board.

In making its recommendations, the Committee shall take into account the criteria for committee membership as outlined in each committee's charter. Where independence or other regulatory requirements must be met for membership on a particular Board committee, the Committee shall satisfy itself that its recommendations would comply with such requirements.

There is no limitation on the re-appointment of a Board member to serve as a member or chair of any committee. The Committee may also make recommendations to the Board to replace any committee chairs or members or to add any members to a Board committee at any time during the year.

## ***Corporate Governance***

The Committee is responsible for overseeing the Company's corporate governance policies and practices, including compliance with the corporate governance rules of the NYSE. The Committee shall keep abreast of best practices, regulatory changes and other developments in the area of corporate governance and shall update the Board, as appropriate, on these issues.

### Corporate Governance Guidelines and Policies

The Committee shall develop a set of Corporate Governance Guidelines for the Company in accordance with the NYSE rules and present these to the Board for discussion and approval. The Corporate Governance Guidelines shall address, among other things: director qualifications, director responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession, and the annual performance evaluation of the Board.

Once approved, the Committee shall ensure that the Corporate Governance Guidelines are posted on the Company's website and kept current. The Committee shall review the Corporate Governance Guidelines regularly and recommend changes or updates to them when and as appropriate.

### Board Committees

The Committee shall work with the chair of each Board committee to ensure that the charter and membership of such committee comply with all applicable regulatory requirements, including the rules of the NYSE. The Committee shall also review and make recommendations to the Board for any changes to the Board's committee structure or to the charters of any Board committees. The Committee shall ensure the Board committee charters are posted on the Company's website. The Committee's role in the appointment of members and chairs of the Board committees is outlined above.

### Corporate Governance Disclosure

The Committee is responsible for reviewing and overseeing the preparation of any disclosure related to the Company's corporate governance practices and descriptions of the Board committees provided in the Company's annual proxy statement and/or other materials distributed to stockholders.

### Board, Committee and Management Assessment

The Committee is responsible for developing and leading an annual self-assessment of the Board's performance and an annual self-assessment of the Committee's own performance. In addition, the Committee will work with the chairs of the other Board committees to design and coordinate the annual self-assessments of each Board committee. The Committee shall report to the Board on the results of the Board and committee assessments each year and make any appropriate recommendations to

further enhance Board or committee performance. The Committee shall also develop, subject to approval by the Board, a process for an annual evaluation of the Company's management and oversee the conduct of this annual evaluation.

#### Director Orientation and Continuing Education

In conjunction with the Chief Executive Officer and management, the Committee shall develop, implement and regularly review and update the orientation program for new Board members. The Committee will also work with the Chief Executive Officer, management, and other members of the Board to develop and/or recommend continuing education sessions or programs for directors.

#### ESG

The Committee may review and assist with the development and implementation of policies the Company may establish from time to time with respect to its environmental, social and governance and sustainability matters, and provide guidance to the Board on such matters.

#### ***Other Matters***

The Committee shall also fulfill any other responsibilities that may be assigned to the Committee by the Board from time to time.

#### **Charter Modifications/Updating**

The Committee shall review this Charter regularly and may recommend to the Board from time to time any proposed changes to the Charter and to any other documents related to the responsibilities of the Committee, including the Corporate Governance Guidelines.

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