

**WELBILT, INC.**

**Corporate Governance Committee Charter**

**Organization**

The Corporate Governance Committee of the Board of Directors shall consist of no less than three members of the Board, all of whom shall be independent. A Corporate Governance Committee member will be deemed “independent” only if he or she satisfies the Director Independence Criteria of the Company and any applicable laws, rules and regulations.

The members of the committee, the designation of the committee chairperson and the term of membership shall be determined by the Board in accordance with the Company’s Corporate Governance Guidelines, taking into account the recommendation of the Chief Executive Officer. Any committee member may be removed or replaced at any time by the Board.

The Corporate Governance Committee will comply with the Company’s Corporate Governance Guidelines and with the rules and requirements of the New York Stock Exchange relating to corporate governance committees, as they are amended from time to time.

**Purpose**

The purpose of the Corporate Governance Committee shall be to assist the Board in its corporate governance responsibilities, including to identify individuals qualified to become Board members, consistent with criteria approved by the Board; to recommend to the Board, for the Board’s selection, director nominees for the next annual meeting of the shareholders; to develop and to recommend to the Board a set of corporate governance principles and guidelines; and to oversee the evaluation of the Board and management.

**Meetings**

The Corporate Governance Committee shall meet at least two times per year, and more often as circumstances dictate.

**Authority, Duties and Responsibilities**

The Corporate Governance Committee shall have the following authority, duties and responsibilities, as well as any others assigned by the Board of Directors from time to time that are consistent with the Corporate Governance Committee’s purpose:

1. Consideration of Candidates for the Board. The Corporate Governance Committee will manage a process whereby the directors are evaluated before recommending them to the full Board as nominees for shareholder re-election and to similarly identify and recommend new candidates for nomination to fill existing or expected director vacancies.
  - (a) Consideration of Candidates for the Board that are Incumbent Directors. Prior to the expiration of the term of a director desiring to stand for re-election, the

Corporate Governance Committee will evaluate the performance and suitability of the particular director. The evaluation may include the opportunity for other sitting directors to provide input to the Corporate Governance Committee or its chairperson and may include an interview of the director being evaluated. If the director being evaluated is the chairperson of the Corporate Governance Committee, another Corporate Governance Committee member will be appointed by the Corporate Governance Committee to lead the evaluation. The Corporate Governance Committee will make a recommendation to the Board for the Board's final decision on each director seeking re-election.

- (b) Consideration of Candidates for Board that are Non-incumbent Directors. In the event of a vacancy in the Board of Directors that the Corporate Governance Committee anticipates will not be filled by an incumbent director, the Corporate Governance Committee will manage the process of searching for a suitable director. The Corporate Governance Committee will be free to use its judgment in structuring and carrying out the search process based on the Corporate Governance Committee's and the Board's perception as to what qualifications would best suit the Board's needs for each particular vacancy. The process may include the consideration of candidates recommended by officers, Board members, shareholders and/or a third party professional search firm retained by the Corporate Governance Committee. The Corporate Governance Committee has sole authority to retain (including to determine the fees and other retention terms) and terminate any third party to be used to identify director candidates and/or evaluate any director candidates. Any candidate should meet the expectations for directors set forth in the Company's Corporate Governance Guidelines. Strong preference should be given to candidates who are "independent" as that term is defined in the Company's Director Independence Criteria and the New York Stock Exchange rules and to candidates who are sitting or former executives of companies whose securities are listed on a national securities exchange registered pursuant to the Securities Exchange Act of 1934. The Corporate Governance Committee is not required to consider candidates recommended by a shareholder except in accordance with the section captioned "Consideration of Candidates for the Board of Directors Submitted by Shareholders," set forth in this Corporate Governance Committee Charter. If the Corporate Governance Committee determines to consider a candidate recommended by a shareholder, the Committee will be free to use its discretion and judgment as to what deference will be given in considering any such candidate.
- (c) Consideration of Candidates for the Board of Directors Submitted by Shareholders. The Corporate Governance Committee will only review recommendations for director nominees from any shareholder beneficially owning or group of shareholders beneficially owning in the aggregate, at least 5% of the issued and outstanding common stock of the Company for a least one year as of the date that the recommendation was made (a "Qualified

Shareholder”). Any Qualified Shareholder must submit its recommendation no later than the 120th calendar day before the date of the Company’s proxy statement released to the shareholders in connection with the previous year’s annual meeting, for the recommendation to be considered by the Corporate Governance Committee. Any recommendation must be submitted in accordance with the procedures in the Corporate Governance Guidelines captioned “Communications to the Board of Directors.” In considering any timely submitted recommendation from a Qualified Shareholder, the Corporate Governance Committee shall have sole discretion as to whether to nominate the individual recommended by the Qualified Shareholder, except that in no event will a candidate recommended by a Qualified Shareholder who is not “independent” as defined in the Company’s Director Independence Criteria and who does not meet the minimum expectations for a director set forth in the Company’s Corporate Governance Guidelines be recommended for nomination by the Corporate Governance Committee.

2. New Board Member Orientation. The Corporate Governance Committee will see that all new directors are provided with an orientation program consistent with the New Board Member Orientation Outline attached to this Charter (as the same may be amended or revised from time to time by the Corporate Governance Committee).
3. Continuing Education. The Corporate Governance Committee will make recommendations to the Board regarding the continuing education of directors.
4. Committee and Board Self-Assessment. The Corporate Governance Committee will conduct an annual assessment of its own performance, and will establish and manage a process whereby the full Board conducts an annual assessment of its effectiveness and performance and its committees’ performance and effectiveness.
5. Risk Assessment. The Corporate Governance Committee will review and evaluate the Company’s process for managing and mitigating those Company risks assigned by the Board to the Corporate Governance Committee for review and evaluation.
6. Board Meetings. The Corporate Governance Committee will make recommendations to the Chief Executive Officer, after consultation with the Board, with respect to Board meetings such as frequency, agenda, location and timing. Further, the Corporate Governance Committee will consult with the Chief Executive Officer on the appropriateness of Board materials, staff presentations and time allocations.
7. Board Composition. The Corporate Governance Committee will periodically review the size, composition and independence of the Board in order to perfect its match with the strategic plan of the evolving enterprise.
8. Board Independence. The Corporate Governance Committee will conduct an annual evaluation of each director’s independence according to applicable exchange listing rules, applicable law and the Company’s corporate governance guidelines, and present said evaluation to the Board to assist the Board in determining each director’s

independence. If necessary, the Corporate Governance Committee should conduct additional evaluations if a director has a significant change in relationship or circumstance that could affect independence.

9. Board Committees. The Corporate Governance Committee will periodically review the number and structure of Board committees, including their performance, charters, frequency of meetings, the frequency and nature of committee reports to the Board, the committees' ability to delegate authority to subcommittees, the qualifications and independence of committee members and the appointment and removal of committee members and chairpersons, and to make recommendations to the Board regarding the foregoing.
10. Shareholder Proposals. The Corporate Governance Committee will only review stockholder proposals submitted by a Qualified Shareholder in compliance with the procedures in the Corporate Governance Guidelines captioned "Communications to the Board of Directors," and the Corporate Governance Committee will recommend to the Board appropriate action based on any properly submitted shareholder proposals.
11. Board Oversight Assistance. The Corporate Governance Committee will periodically review issues relevant to Board oversight responsibilities, such as compliance with the Company's policies relating to the conduct of its global business, as well as health, safety and environmental standards and governmental relations activities.
12. Stock Ownership; Retirement; Changes in Employment Status. The Corporate Governance Committee will make recommendations to the Board relative to stock ownership targets, compulsory retirement age and term limits for directors, and will review director notification of substantive changes in his/her primary employment or career path.
13. Officer Service on Other Boards. The Corporate Governance Committee will periodically review with the executive officers of the Company their memberships on other boards and committees. The review should consider the value gained by the experience and the time requirements.
14. Officers of the Company. The Corporate Governance Committee will review the Chief Executive Officer's recommendation as to who should serve as the other executive officers of the Company and will periodically review the Chief Executive Officer's evaluation of the performance of those executive officers.
15. Executive Session. The Corporate Governance Committee will facilitate for the Board a meeting in executive session (non-management directors without management) at each regular Board meeting, during which the Board might consider management performance and any other items appropriate for discussion by independent directors.
16. Charter Review. The Corporate Governance Committee will review and discuss this Charter at least annually for conformance with applicable laws, rules and regulations.

17. Other Responsibilities. The Committee will perform any other duties or responsibilities required by law, the Certificate of Incorporation or Bylaws of the Company or that are delegated to the Committee by the Board from time to time.

## Appendix

### **New Board Member Orientation Outline**

- I. Board of Director Handbook. Each new board member will be provided with a copy of the Director Handbook which will include, at least, the following items. A member of Company management will review the materials with the new board member.
- A. Corporate Information
- Certificate of Incorporation
  - Bylaws
  - Corporate Governance Guidelines
  - Committee Charters
- B. Company Organization
- Organization Chart (or charts for corporate and segments)
  - Subsidiary Listings
  - Director and Officer Listings
- C. Director Compensation
- Retainer Fee Information
  - Deferred Compensation Plan and Election Forms
  - Applicable Director Equity Based Plan
  - Dividend Reinvestment Plan and Election Form
- D. Certain Company Policies, Plans and Procedures
- Code of Conduct Certification and Related Policies
  - Director Independence
  - Omnibus Incentive Plan
  - SERP Plan

- 401K Retirement Plan
- Severance Pay Plan
- Fiduciary Duties Memorandum
- Disclosure Controls and Procedures

II. Other Orientation Materials. The new board member will also be provided with the following materials. Management will entertain any questions the board member may have regarding these materials.

- A. Annual Report and Proxy (past year)
- B. Annual Report on Form 10-K (past year)
- C. Quarterly Reports on Form 10-Q issued since the most recent Annual Report on Form 10-K
- D. Recent board minutes (past year)
- E. Secondary Data
  - Company newspapers
  - Articles
  - Sales literature
  - Recent Analysts' Reports

III. Orientation Session.

- A. Operations
  - Overview of operations
  - Tour of facility, at a convenient time
- B. Corporate
  - General Overview
  - Human Resources and Administrative

- Finance and IT
- Legal

C. CEO Wrap-up

IV. Committee Overviews. The new board member will meet with the chairperson of each standing committee of the board (Audit, Compensation and Corporate Governance) at a mutually convenient time to review the functions of each committee.

V. Ongoing.

A. Participation in trade shows

B. Attending other events