



AIR PRODUCTS AND CHEMICALS, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Effective 19 November 2025

1. Purpose

1.1 The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Air Products and Chemicals, Inc. (the “Company”) is responsible for assisting the Board with its oversight responsibilities relating to (i) monitoring and advising the Board regarding matters relating to Board and committee structure, organization, leadership and other governance practices; and (ii) evaluating the composition of the Board, planning for director succession and identifying, recruiting and proposing qualified nominees for election to the Board.

The Committee has the powers and responsibilities set forth in this Charter (this “Charter”) as well as those that the Board may otherwise assign or delegate.

2. Committee Structure

2.1 The Committee shall consist of not less than three directors of the Company, each of whom the Board has determined to be “independent” within the meaning of New York Stock Exchange (the “NYSE”) listing standards and shall also satisfy the guidelines for independence of directors set forth in the Company’s Corporate Governance Guidelines. Each member of the Committee also shall satisfy all requirements necessary from time to time to be a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934.

2.2 The members and the Chair of the Committee are appointed by the Board, upon the recommendation of the Committee and serve at the pleasure of the Board. Resignation or removal of a director from the Board shall automatically constitute resignation or removal, as applicable, from the Committee.

3. Authority and Responsibilities

3.1 The Committee shall have the authority to take any and all actions that it deems necessary in furtherance of its purpose, including, but not limited to, the following.

3.1.1 Corporate Governance

- (a) The Committee shall oversee and make recommendations to the Board regarding the Company's corporate governance practices and profile.
- (b) The Committee is responsible for reviewing and recommending to the Board amendments to the Company's certificate of incorporation, bylaws, the Corporate Governance Guidelines, codes of conduct and other governance documents.
- (c) The Committee is responsible for monitoring compliance with the Company's key policies and procedures and for reviewing and making recommendations to the Board with respect to waivers of any such policies or procedures.
- (d) The Committee shall fulfill any other responsibilities or functions assigned by law, the Company's certificate of incorporation or bylaws or other policies of the Board or the Company.

3.1.2 Board Composition and Nominations

- (a) The Committee shall periodically review and make recommendations to the Board regarding the appropriate size of the Board, skills, qualifications, expertise and characteristics needed to be a director, director retirement and tenure policies and other matters regarding Board composition and effectiveness.
- (b) The Committee is responsible for identifying, reviewing and recommending to the Board individuals for election to the Board, including persons to be nominated for election by the shareholders at the annual meeting and by the Board to fill vacancies and newly created positions.
- (c) The Committee is responsible for reviewing and adopting any policy regarding consideration of Board candidates proposed by shareholders.
- (d) In recommending candidates for election to the Board, the Committee shall take into consideration criteria established by the Board as set forth in the Corporate Governance Guidelines and as otherwise may be established by the Board from time to time.

- (e) The Committee also is responsible for reviewing the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection, taking into consideration the extent to which they continue to meet the qualifications for Board membership specified in the Corporate Governance Guidelines and the current needs of the Board.
- (f) The Committee shall recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
- (g) The Committee shall review resignations submitted by directors whose principal occupation or business association changes (other than due to normal retirement), who are not reelected in accordance with the Company's bylaws or in other circumstances that may raise questions about the director's continuing qualifications in relation to the Board membership criteria referred to above and recommend to the Board what action the Board should take with respect to the resignation.
- (h) The Committee may, in its sole discretion, engage director search firms to identify candidates for nomination as directors and has the sole authority to approve the fees and other retention terms with respect to any such firms.

3.1.3 Board Committees

- (a) The Committee shall periodically review and make recommendations to the Board regarding the Board's committee structure and operations.
- (b) The Committee shall recommend directors for appointment by the Board as the Chairs and members of the Board's committees.

3.1.4 Director Compensation

- (a) The Committee is responsible for reviewing the compensation for nonemployee directors, including benefit and expense reimbursement practices, and making recommendations to the Board for its approval. As part of its review, the Committee will receive information on compensation provided to non-employee directors at a peer group of companies, which shall be reviewed by the Committee.

3.1.5 Performance Evaluations

- (a) The Committee is responsible for establishing the framework for and overseeing the Board's self-evaluation of its performance, which shall take place no less than annually.
- (b) The Committee shall conduct a self-evaluation of its performance no less than annually. The evaluation shall address subjects the Committee deems relevant, including the Committee's composition, responsibilities, structure and processes and effectiveness. The Committee shall, as appropriate, make recommendations to management and the full Board as a result of its performance evaluation.
- (c) While each of the other committees of the Board is primarily responsible for conducting its own self-evaluation, the Committee shall be responsible for developing the overall framework for such committee evaluations.
- (d) The Committee may establish processes for the evaluation of the Chairman and Vice Chairman, if any.

3.1.6 Other Matters

- (a) The Committee is responsible for reviewing and making recommendations to the Board regarding disclosures required in the Company's annual meeting proxy statement pertaining to director qualifications and independence, nominating policies, processes and criteria and other matters required to be disclosed regarding Board composition, leadership and nominations.
- (b) The Committee is responsible for reviewing and making recommendations to the Board, consulting with other Board Committees where appropriate, regarding the Company's response to shareholder proposals for inclusion in the Company's annual meeting proxy statement.
- (c) The Committee is responsible for recommending, for approval by the Board, a process by which the Company's shareholders may send communications to directors and the process for determining which communications will be relayed to directors.

- (d) The Committee is responsible for monitoring developments in law and practice relating to corporate governance and the Company's response thereto.
- (e) The Committee is responsible for periodically reviewing the Company's crisis management procedures.
- (f) The Committee is responsible for monitoring the Company's lobbying activities, relationships with government authorities, political contribution policies and political expenditures, if any, made on behalf of the Company.
- (g) The Committee is responsible for monitoring the Company's response to important public policy issues impacting the Company, including in the areas of social responsibility, corporate citizenship and sustainability, including the Company's sustainability reporting.

4. Committee Operations

4.1 The Committee may adopt procedural rules for its meetings and the conduct of its business, not inconsistent with this Charter, the Company's certificate of incorporation and bylaws or applicable law. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice and waiver of notice as are applicable to the Board. Adequate provision will be made for notice to members of all meetings. A majority of the members of the Committee shall constitute a quorum (provided that if the Committee has an even number of members, one-half of the members shall constitute a quorum and all matters shall be determined by a majority vote of the members present). The Committee may delegate all or a portion of the authority granted to it by the Board to one or more of the Committee members or subcommittees, subject to applicable laws, regulations, stock exchange listing standards and the Company's certificate of incorporation or bylaws. In the event of a conflict between this Charter and the Company's certificate of incorporation or bylaws, the certificate of incorporation or bylaws shall control.

4.2 The Board approves the regular meeting schedule for the Committee each year. Additional meetings may occur, as the Committee or the Chair deem advisable. The Chairman of the Board, the Corporate Secretary and the Committee Chair agree on the length of regular meetings and the need to schedule additional special meetings. The Committee will meet periodically in executive session without Company management present. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

4.3 The annual Committee agenda and individual meeting agendas are developed by the Chairman of the Board and Corporate Secretary in consultation with the Committee Chair, with input from appropriate members of management and staff.

4.4 When present, the Chair will preside at Committee meetings. In his or her absence, the Committee members present may appoint a chair pro tempore. The Committee Chair reports to the Board on Committee meetings and actions, and the Corporate Secretary or an Assistant Corporate Secretary keeps minutes of all Committee meetings, which are distributed to Committee members for review and approval.

4.5 The Committee also will periodically review and reassess the adequacy of this Charter and recommend to the Board any changes that the Committee determines are appropriate.

5. Resources

5.1 The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including access to relevant records of the Company and officers and employees of the Company. The Committee may, in its sole discretion, retain or obtain the advice of a director search firm, a director compensation consultant, independent legal counsel or other advisor (each, an “Advisor”), and the Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Advisor retained by the Committee. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee.

5.2 In accordance with applicable SEC and NYSE requirements, the Committee may select an Advisor who will provide advice in determining or recommending the amount or form of director compensation, or otherwise providing advice with respect to director compensation, only after taking into consideration all factors relevant to that person’s independence from management, including the following: (i) the provision of other services to the Company by the person that employs the proposed Advisor; (ii) the amount of fees received from the Company by the person that employs the proposed Advisor, as a percentage of the total revenue of the person that employs the proposed Advisor; (iii) the policies and procedures of the person that employs the proposed Advisor that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the proposed Advisor with a member of the Committee; (v) any stock of the Company owned by the proposed Advisor; and (vi) any business or personal relationship of the proposed Advisor or the person employing the proposed Advisor with an executive officer.

5.3 Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.