

MKS INSTRUMENTS, INC.
AMENDED AND RESTATED
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

(Last amended and restated on February 6, 2023)

A. Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of MKS Instruments, Inc. (the “Company”) is to:

1. recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders, the persons (if any) to be elected by the Board to fill any vacancies on the Board and the directors to be appointed to each committee of the Board;
2. oversee the periodic performance assessment of the Board and its committees;
3. oversee the assessment of the Company’s corporate governance structure, and ensure the Board education thereof;
4. oversee the Company’s environmental, social, and governance (“ESG”) strategy, goals and initiatives, and ensure the Board education thereof;
5. review and reassess, and recommend to the Board any changes to, key corporate governance policies; and
6. serve as a Board interface with stockholders, as appropriate.

B. Structure and Membership

1. Number. The Nominating and Corporate Governance Committee shall consist of no fewer than three directors.
2. Independence. Except as otherwise permitted by applicable Nasdaq rules, each member of the Nominating and Corporate Governance Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2).
3. Chair. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

C. Authority and Responsibilities

General

The Nominating and Corporate Governance Committee shall discharge its responsibilities and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Criteria for Selecting Directors. The criteria to be used by the Nominating and Corporate Governance Committee in identifying and recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. The process for identifying directors shall include the commitment to actively seek diverse candidates for the pool from which director candidates are chosen, as set forth in the Company's Corporate Governance Guidelines. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Search Firms. The Nominating and Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. Selection of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board, including the director recommended to serve as Chair of each committee.
5. Tenure for Directors. As an alternative to term limits, the Nominating and Corporate Governance Committee shall review each director's continuation on the Board in conjunction with selecting nominees for election to the Board. The criteria to be used by the Committee in evaluating existing directors are as set forth in the Company's Corporate Governance Guidelines.
6. Review Director Resignations Submitted Pursuant to Corporate Governance Guidelines. Where applicable, the Nominating and Corporate Governance Committee shall recommend

whether or not the Board should accept the resignation of a director tendered in accordance with the Company's Corporate Governance Guidelines.

7. Director Succession Planning. The Nominating and Corporate Governance Committee shall oversee the director succession planning process to ensure that the skills of directors are aligned with long-term strategy of the Company.
8. Review of Director Independence. The Nominating and Corporate Governance Committee shall assist the Board in assessing whether individual members of the Board are independent within the Nasdaq listing standards and the applicable rules of the Securities and Exchange Commission.

Corporate Governance and ESG

9. Corporate Governance Matters. The Nominating and Corporate Governance Committee shall oversee the Company's corporate governance policies generally. Without limiting the generality of the foregoing, the Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Company's charter, by-laws, Corporate Governance Guidelines and other key corporate governance policies, including reviewing and monitoring compliance with the Company's overboarding policy, and shall, if appropriate, recommend any proposed changes thereof to the Board for approval.
10. Board Leadership Structure. As more fully provided for in the Company's Corporate Governance Guidelines, the Nominating and Corporate Governance Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.
11. ESG. The Nominating and Corporate Governance Committee shall oversee and periodically review and report to the Board concerning the Company's ESG strategy, goals and initiatives, including climate-related risks and opportunities as well as the impact of other ESG issues on the Company.
12. Board Orientation and Continuing Education. The Nominating and Corporate Governance Committee shall confer with management regarding the appropriate orientation processes for new directors and continuing education program to members of the Board, as and when the Committee deems appropriate.
13. Annual Performance Evaluation of the Board and its Committees. The Nominating and Corporate Governance Committee shall be responsible for conducting an annual evaluation of the Board's performance as a whole and the performance of its committees, to determine whether the Board and such committees are functioning effectively. The Committee shall determine the nature of the evaluation and discuss the results of the evaluation with the Board.
14. Board Interaction with Stockholders, Institutional Investors, the Press, Customers, Etc. The Chair of the Nominating and Corporate Governance Committee shall take such responsibility for monitoring communications from stockholders and other interested parties, including stockholder proposals, such as those related to ESG, as shall be set forth in the Company's Corporate Governance Guidelines.

15. Additional Duties. The Nominating and Corporate Governance Committee shall have such duties, in addition to those enumerated herein, as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board.
4. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Nominating and Corporate Governance Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Annual Self-Evaluation. At least annually, the Nominating and Corporate Governance Committee shall evaluate its own performance.