PHINIA Inc.
Board of Directors
Corporate Governance Guidelines

The following guidelines have been approved by the Board of Directors ("**Board**") and, along with the charters and key practices of the Board committees, provide the framework for the governance of the Company. The Board recognizes that there is an ongoing and energetic debate about corporate governance, and it will review these guidelines and other aspects of governance annually or more often if deemed necessary.

1. Selection of Chair and Chief Executive Officer

The Board does not have a policy, one way or the other, on whether or not the role of the Chief Executive Officer and Chair should be separate and, if it is to be separate, whether the Chair should be selected from the non-employee directors or be an employee.

The Board should be free to make this choice any way that seems best for the Company at a given point in time.

2. Director Responsibilities / Committees

Directors are expected to use their best efforts to personally attend the annual meeting of stockholders and all meetings of the Board and of committees on which they serve, to review advance materials distributed prior to such meetings and to otherwise be prepared to participate actively at such meetings. If a director cannot attend meetings in person due to travel issues, schedule conflicts or similar reasons, the director may attend by phone or via a virtual meeting platform that the Company uses.

The Board has the following primary committees: Executive, Audit, Compensation and Corporate Governance. The Board has the flexibility to form new committees or disband any current committee. It is required that only independent directors serve on the Audit, Compensation and Corporate Governance Committees.

The **Executive Committee** has authority to act for the Board on most matters during intervals between Board meetings but is expected to be used only when the arrangement of a telephonic or virtual meeting of the Board is not reasonably possible.

The **Audit Committee** is responsible for providing assistance to the Board in monitoring:

(i) the integrity of the financial statements of the Company,

(ii) the independent auditor's qualifications and independence,

(iii) the performance of the Company's internal audit function and independent auditors,

(iv) compliance by the Company with legal and regulatory requirements, and

(v) the Board's oversight of the Company's risk management programs.

The **Compensation Committee** determines executive compensation philosophy and strategy and cash remuneration arrangements for the highest paid executives, and supervises the administration of all of the Company's incentive compensation plans.

The **Corporate Governance Committee** is appointed by the Board of Directors to (i) recommend to the Board of Directors the structure of the Board and its Committees to best serve the Company's practices and objectives, (ii) identify, evaluate and recommend qualified candidates to the Board of Directors for election as directors, and members and chairs of Board Committees, (iii) develop and recommend to the Board a set of corporate governance principles, and (iv) oversee the evaluation of the Board, its committees, individual directors and the Chief Executive Officer.

3. Board Compensation

The Company's management ("**management**") monitors the status of the Board's compensation in relation to other public companies of similar size and/or complexity. Changes in compensation are recommended by the Corporate Governance Committee for action by the full Board. It is the Board's view that a compensation system should allow the Company to attract and retain competent and qualified directors. For Board service, non-employee directors receive an annual retainer and annual grants of shares of restricted stock of the Company with restrictions expiring on the first anniversary of the grants. Committee members receive annual retainers for each committee on which they serve, with chairs receiving slightly greater retainers.

4. Selection of Agenda Items for the Board Meetings

The Chair of the Board and the Chief Executive Officer (if the Chair is not the Chief Executive Officer) will establish the agenda for each Board meeting.

At the beginning of the year, the Chair and Chief Executive Officer will establish a schedule of agenda subjects to be discussed during the year.

Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

5. Presentations and Other Board Materials

It is the sense of the Board that management should distribute presentations and other Board materials that are important to the Board's understanding of the business in writing to the Board before the Board meets so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials. Management will make every attempt to see that these materials effectively furnishes the desired information. On those occasions in which the subject matter is too sensitive to put in writing, the presentation and other Board materials will be discussed at the meeting.

6. Attendance of Non-Directors at Board Meeting

The Chair and the Chief Executive Officer may invite senior Company officers or other appropriate Company employees to either regularly or periodically attend Board meetings or portions thereof for specific purposes.

7. Executive Sessions of Independent Directors

The independent directors will be offered the opportunity to meet in executive session in connection with regular meetings of the Board. The format of these meetings may include a discussion with the Chief Executive Officer on each occasion.

8. Non-Executive Chair or Lead Director

It is the sense of the Board that either a non-employee director should be selected by the independent directors to serve as Non-Executive Chair or the independent directors should select a Lead Director from among them and that such Non-Executive Chair or Lead Director shall have the following responsibilities:

- providing independent oversight of the Company's management and affairs on behalf of our stockholders to ensure the effectiveness and independence of our Board;
- serving as the principal liaison between our management and the independent directors;
- contributing to agenda planning and chairing the executive session of non-employee directors at each regularly scheduled Board meeting;
- facilitating discussion among the independent directors on key issues and concerns outside of Board meetings;
- consulting with the Chief Executive Officer and independent directors regarding Board agenda items;
- approving the scheduling of Board meetings and approving the agenda and materials for each Board meeting and executive session of the Board's non-employee, independent directors;
- presiding over all meetings of the Board;
- communicating with stockholders as appropriate;
- with the Corporate Governance Committee, overseeing the annual Chief Executive Officer, full Board and individual director evaluation process;

- other responsibilities which the independent directors as a whole might designate from time to time.

The performance of the Non-Executive Chair or Lead Director shall be assessed annually by the Corporate Governance Committee.

9. Board Access to Senior Management and Independent Advisors

Board members have complete access to the management, legal and internal audit staffs and, at the Board's sole discretion, independent advisors.

It is assumed that Board members will use judgment to be sure that this contact is not distracting to the business operations of the Company. If a Board member communicates with management pursuant to this section, the Board member will notify the Chief Executive Officer in writing, as appropriate.

The Board encourages the management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that the senior management believes should be given exposure to the Board.

10. Size of the Board

It is the sense of the Board that a size of 6 to 9 members is generally appropriate for the Company in light of its size and the complexity of its businesses. The size of the Board may be reviewed from time to time to assess appropriate changes based upon benchmarking, applicable law and other relevant factors which may impact a determination about the optimal size.

11. Mix of Inside and Independent Directors

The Board believes that as a matter of policy there should be a substantial majority of independent directors on the Company's Board. The Board is willing to have members of management, in addition to the Chief Executive Officer, as directors. Directors who do not satisfy the Independence definition also make valuable contributions to the Board and the Company by reason of their experience and wisdom.

12. Board Definition of What Constitutes "Independence" of Outside Directors

The Board will not consider a director to be independent if the director

a) has a material relationship with the Company;

b) is an employee or was within the last three years an employee of the Company or whose immediate family member is or was within the last three years an employee of the Company;

c) is or was an executive within the last three years or whose immediate family member is or was an executive within the last three years of an entity on whose compensation committee any of the Company's executives served;

d) received or whose immediate family received more than $120,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) within the last three years;

e) is affiliated with or employed by, or whose immediate family member is a current partner of the internal or external auditor of the Company, is a current employee of such a firm and personally works on the Company's audit or was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time;

f) is an executive officer or an employee, or whose immediate family member is an executive officer, of a company that makes payments to, or receives payments from, the Company for property or services in an amount which, in any single fiscal year, exceeds the greater of $1 million, or 2% of such other company's consolidated gross revenues within the last three years; or

g) is considered not to be an independent director by relevant statute or regulation. In those instances in which a non-employee director has a relationship with the Company or any of its subsidiaries (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company or any of its subsidiaries), the Board will determine whether the relationship is material such as to warrant a determination that the director should not be considered independent.

The ownership of stock in the Company by directors is encouraged and the ownership of a substantial amount of stock by an individual director is not in itself a basis for a director to be considered not independent.

13. Directors Who Change Their Job Responsibility

It is the sense of the Board that a director should either offer, in writing, to resign or accept a request for his or resignation by the Board if there is a material change in the principal occupation, position or responsibility held by the director when he or she was last elected to the Board. Although it is not the sense of the Board that a director who makes such a change should necessarily leave the Board, there should be an opportunity for the Corporate Governance Committee to review the continued appropriateness of Board membership under these circumstances. If the Corporate Governance Committee concludes that a director's Board membership is no longer appropriate due to the job change, then the Committee shall make a recommendation to that effect to the Board and the Board shall determine whether to accept the director's offer to resign. If the Corporate Governance Committee concludes that a director's Board membership remains appropriate, then no further action shall be required.

Directors are urged to inform the Corporate Governance Committee Chair if they become aware that their principal occupation, position or responsibility or public company board memberships or committee assignments are about to change from those reflected in their most recent biography submitted to the Company.

When the Chief Executive Officer, Chief Operating Officer or other employee director is terminated for any reason or no longer holds their position, resignation from the Board must be offered at the same time. Such resignation may be accepted or rejected by the Board.

14. Succession Planning

The Board is responsible for planning for succession of the Chief Executive Officer. On at least an annual basis, the Board will review succession for the Chief Executive Officer and Senior Executive Team, including backgrounds, capabilities and development opportunities for potential successors.

In the event of an unforeseen loss of the Chief Executive Officer through a succession-related emergency, the Chair of the Board shall promptly convene and act as Chair at a special meeting of the Board for the purposes of determining Chief Executive Officer succession. The Board shall determine whether to appoint an internal successor or to conduct an external search for a successor Chief Executive Officer, depending on the circumstances at the time. If it so determines, the Board may appoint an interim Chief Executive Officer while conducting a search to locate a qualified Chief Executive Officer candidate. For these purposes, there should be available, on a continuing basis, the Chief Executive Officer's recommendation of a successor should the Chief Executive Officer be unexpectedly disabled.

15. Board Interaction with Institutional Investors, The Press, Customers and Others

The Board believes that management generally should speak for the Company, consistent with all regulations governing such communications and with common sense. Unless otherwise agreed to or requested by the Chair of the Board or the Chief Executive Officer, each director shall refer all inquiries from investors and the media pertaining to the Company to designated members of senior management. From time to time, and typically alongside management, individual Board members may participate in meetings and other communications with various constituencies that are interested in the Company, including its stockholders. In situations where public comments from the Board may be appropriate, they will normally come from the Chair. Unless directed by the Board or the Chair, individual directors (other than directors who also serve as officers of the Company and, in such capacity, are specifically authorized to do so) shall not discuss any matters pertaining to the Company with stockholders, securities analysts or the press unless specifically authorized to do so in a particular situation by the Chair or the Chief Executive Officer.

16. Confidentiality

The proceedings and deliberations of the Board and its committees are to remain confidential. Each director shall maintain the confidentiality of information received in connection with service as a director.

17. Stock Ownership by Non-Employee Directors

Each non-employee director of the Company is expected to invest in the Company's stock an amount equal to 5 times the amount of annual cash retainer for Board service paid to directors, within 5 years of joining the Board.

Restricted stock, restricted stock units, common stock held by the Director and his/her immediate family members, shares owned through savings plans, including any plan permitting Directors to defer all or part of their annual cash retainer, as well as shares owned indirectly, if the Director has an economic interest in the shares. For this purpose, indirect ownership includes shares that would be beneficially owned and reported for purposes of the stock ownership table in the Company's proxy statement (excluding shares subject to a right to acquire) and shares beneficially owned and reportable on Table 1 of Forms 3, 4 or 5 under the Securities Exchange Act. Unvested restricted stock, unvested restricted stock units, unexercised stock options and stock appreciation.

Share prices of all companies are subject to market volatility. The Board believes that it would be unfair to require a Director to buy more shares simply because PHINIA's stock price drops temporarily. In the event there is a significant decline in the PHINIA stock price that causes a Director's holdings to fall below the applicable threshold, the Director will not be required to purchase additional shares to meet the threshold, but such Director shall not sell or transfer any shares until the threshold has again been achieved.

18. Term Limits and Retirement Age

The Board recognizes that it is important to balance the benefits of continuity with the benefits of fresh viewpoints and experience. The Board also recognizes that with age often comes unmatched wisdom and judgment. Although Board refreshment is an important factor in the Board's assessment of its composition, it is the Board's view that the interests of the Company are best served by its being able to take advantage of all available talent, and that the Board should not make determinations with regarding to its membership solely on the basis of age. The Board has adopted a tenure policy that balances these considerations. Under this policy, the Board will not nominate for re-election any Director following the latter of the date on which: (a) the Director completes his seventh year of service as a member of the Board; or (b) the Director turns 75 years of age, unless the Board determines in its sole discretion that it is in the Company's best interest to allow a specific person to be nominated to serve one or more terms thereafter.

19. Board Orientation and Continuing Education

An orientation presentation is provided to each new director to acquaint new directors with the business, to familiarize them with finance, audit and human resources, compliance and other policies, and to acquaint them with other issues relevant to directors. On a periodic basis, but no less than annual, basis, continuing education is provided on relevant topics which may include, for example, education or training regarding cybersecurity, GAAP, revenue recognition, corporate governance principles and best practices, the Sarbanes–Oxley Act of 2002 (SOX), assessment of risk, compliance auditing, and reporting requirements for publicly-traded companies, at Board meetings. At a director's discretion, he or she may, with Corporate Governance Committee approval, attend certified continuing education programs at the Company's expense. The Company shall pay the reasonable costs of such programs up to an amount of at least $15,000 per program for each Director.

20. Evaluation

The Corporate Governance Committee, with the Non-Executive Chair, shall oversee an evaluation of the full Board, an evaluation of individual non-employee directors, an evaluation of each key committee and an evaluation of the Chief Executive Officer at least annually to assess whether the Board, its directors, its committees and the Chief Executive Officer are functioning effectively.

The Corporate Governance Committee is responsible to report annually to the Board an assessment of the overall effectiveness of the full Board, the Chief Executive Officer, the Non-Executive Chair and each key committee.

21. Service on Other Public Company Boards

It is the sense of the Board that non-employee directors should limit the number of public companies on whose boards they serve to four or fewer. Membership on more than four public company boards by a director of PHINIA for exceptional reasons requires prior written approval by the Corporate Governance Committee or its chair on the Committee's behalf.

Directors who also serve as Chief Executive Officers of public companies, or in equivalent positions, should not serve on more than two boards of public companies in addition to the PHINIA Board.

Directors of PHINIA are expected to notify the Corporate Governance Committee in writing before accepting election or appointment to any public company board on which they did not serve when appointed to the PHINIA Board. A director must not accept such election or appointment until being advised by the Corporate Governance Committee or its chair that election or appointment to such other board has been approved by the Committee.

In addition, no director may serve on the audit committee of more than three public companies, including the Company.

22. Loans to Directors and Executive Officers

It is the policy of the Company not to make any personal loans to its directors or executive officers.

23. Ethics and Conflicts of Interest

The Board expects all directors, as well as officers and employees, to act ethically at all times and to adhere to PHINIA's Code of Ethical Conduct and to periodically undertake training on same. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chair. If a significant conflict exists and cannot be resolved, the director should resign. All directors will recuse themselves from any discussions or decisions affecting their personal business interests. Any waiver of the Code of Ethical conduct for a director or Chief Executive Officer, Chief Financial Officer, Treasurer or Controller may be made only by the Board or the Audit Committee of the Board in writing.

24. Director Elections

a) Nominees for election to the Board are expected to provide all information, including completion of a questionnaire regarding the nominee's qualifications, required by the Company's Amended and Restated By-laws.

b) In accordance with the Company's Amended and Restated By-Laws, if none of our stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if our stockholders have withdrawn all such nominations by the tenth day before the Company mails its notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or re-election to be elected or re-elected to the Board. A director shall tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with the Board practice.

If an incumbent director fails to receive the required vote for re-election, the Corporate Governance Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director’s resignation.