Crane NXT, Co.'s

Corporate Governance Guidelines

Adopted as of February 24, 2003
(Last amended on October 29, 2026)

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The following Corporate Governance Guidelines have been adopted by Crane NXT, Co.'s Board of Directors (the "Board") to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines reflect the Board's commitment to monitor the effectiveness of policy and decision making, as well as risk management, both at the Board and senior management level, with a view to enhancing long-term stockholder value. These Corporate Governance Guidelines are not intended to change or interpret any federal or state law or regulation, including the Delaware General Corporation Law, or the Certificate of Incorporation or By-laws of the Company. These Corporate Governance Guidelines are intended to serve as a flexible framework within which the Board may operate and not as a set of legally binding obligations. Therefore, these Corporate Governance Guidelines are not intended to create a right of action on the part of any third party. Any action or failure to act by the Board which is contrary to these Corporate Governance Guidelines shall not affect the validity of any actions otherwise validly taken by the Board. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

THE BOARD

Role of Directors

The business and affairs of Crane NXT, Co. (the "Company") shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to use his or her best efforts to attend in person all meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood may occur on occasion) is expected to notify the Chairman of the Board or the Chair of the appropriate committee in advance of such meeting and, to the extent possible, participate by teleconference.

Role of the Board in Creating an Ethical Culture

In addition to the need for directors to comply with applicable law and act in an honest and ethical manner, directors also have a leadership responsibility to help create a culture of high ethical standards, encourage commitment to legal compliance, maintain a work environment that encourages Company employees to raise concerns and assure prompt attention to employee compliance concerns.

The Board's Goal

The Board's goal is to build long-term value for the Company's stockholders while assuring the vitality of the Company for its customers, employees and the other individuals and organizations who depend on the Company.

Selection of the Chairman of the Board

The Board does not require the separation of the offices of the Chairman of the Board and the Chief Executive Officer. The Board shall be free to choose its Chairman of the Board in any way that it deems best for the Company at any given point in time. A separate office of non-executive Chairman of the Board shall have the duties and responsibilities set forth in the position description on Annex I.

Size of the Board

The Board believes that it should generally have no fewer than nine and no more than twelve directors. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board could, however, be increased or decreased if determined to be appropriate by the Board. For example, it may be desirable to increase the size of the Board in order to accommodate the availability of an outstanding candidate for director.

Selection of New Directors

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. The Nominating and Governance Committee shall also seek input and advice from the Chairman of the Board and the Chief Executive Officer for establishing director criteria and reviewing the strengths and weaknesses of particular candidates.

The Nominating and Governance Committee should consider candidates recommended by shareholders. The Nominating and Governance Committee may establish procedures, from time to time, regarding shareholder submission of candidates for consideration by the Nominating and Governance Committee.

Board Membership Criteria

The nominees for director shall be those people who, after taking into account their skills, expertise, integrity, experience, diversity in thought, and background, and other qualities, are believed to enhance the Board's ability to manage and direct, in an effective manner, the affairs and business of the Company. In general, nominees for director should have an understanding of the workings of large business organizations such as the Company and senior level executive experience, as well as the ability to make independent, analytical judgments, the ability to be an effective communicator, a willingness and ability to work openly and collegially with fellow directors, and the ability and willingness to devote the time and effort to be an effective and contributing member of the Board.

The Nominating and Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members.

Each director shall be expected to own stock in the Company in an amount consistent with the Company's Stock Ownership Guidelines for Directors.

Other Public Company Directorships

Directors should not sit on more than four public company boards in addition to the Board, provided that a director who serves as Chief Executive Officer of the Company or as chief executive officer of another public company should not serve simultaneously on more than two public company boards in addition to the Board. The members of the Audit Committee should not serve simultaneously on more than two other audit committees of public companies.

Any director who is considering another public company board directorship shall so advise the Chairman of the Board, the Chair of the Nominating and Governance Committee and the General Counsel of the Company, providing them with (i) a listing of the public company boards on which the director currently serves and (ii) the name of the additional public company whose board the director is considering to join and the nature of such company's business. The General Counsel shall review such information and any additional information required to determine whether the additional directorship is permitted under these Guidelines and whether it complies with applicable antitrust and other legal requirements. The General Counsel shall report to the Chairman of the Board and the Chair of the Nominating and Governance Committee, and they shall advise the director of their findings. Any additional public company directorship shall be reported to the Nominating and Governance Committee promptly after the directorship is made effective and reported by the director to the General Counsel.

Independence of the Board

The Board shall be comprised of a substantial majority of directors who qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE") and any additional requirements that the Board deems appropriate.

The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines (i) have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and (ii) qualify as an Independent Director under the rules of the NYSE and, in the case of members of the Audit Committee or the Management Organization and Compensation Committee, the NYSE rules relating to Audit Committee or Management Organization and Compensation Committee member independence, respectively, shall be considered Independent Directors. In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under the listing standards of the NYSE or under applicable law, the director shall promptly inform the Chair of the Nominating and Governance Committee.

Retirement Policy for Directors

The Board does not believe that there should be fixed criteria requiring retirement from the Board. The Board recognizes that each person is different and should be evaluated accordingly. However, the Board recognizes that there are certain personal or professional circumstances that could have an effect on a person's ability to be an effective contributor to the Board process. Accordingly, each director who has attained the age of 75 as of the record date for the annual meeting of shareholders shall tender his or her resignation from the Board. The Nominating and Governance Committee shall review the director's continuation on the Board, in light of all the circumstances, and recommend to the Board whether the Board should accept such proposed resignation or request that the director continue to serve on the Board.

Directors Who Change Their Present Job Responsibility

The Board does not believe that there should be fixed criteria requiring resignation from the Board in the event of any significant change in a director's primary job responsibilities. However, the Board recognizes that there are certain personal or professional circumstances that could have an effect on a person's ability to be an effective contributor to the Board process. Accordingly, each director shall tender his or her resignation from the Board in the event of any significant change in primary job responsibilities. The Nominating and Governance Committee shall review the director's continuation on the Board, in light of all the circumstances, and recommend to the Board whether the Board should accept such proposed resignation or request that the director continue to serve on the Board.

Board Compensation

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock or similar compensation. The Management Organization and Compensation Committee shall annually review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity, to ensure that the fees and other compensation are effective and competitive. Such review should also include a review of both direct and indirect forms of compensation to the Company's directors. Changes to director compensation shall be proposed to the full Board for consideration.

Director's fees (including any additional amounts paid to committee chairs and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Company; provided, however, that a member of the Audit Committee may also receive pension or other forms of deferred compensation from the Company for prior service so long as such compensation is not contingent in any way on continued service.

Charitable Contributions

Any charitable contribution by the Company in excess of $10,000 to a charity or other tax exempt organization in which a director or executive officer of the Company (or his or her spouse or other immediate family member) is a trustee, board member or executive officer or which under the rules established by the NYSE would cause a director to be deemed not to be independent shall require the prior approval of the Nominating and Governance Committee.

Separate Sessions of Non-Management Directors

The non-management directors of the Company shall meet in executive session without management on a regularly scheduled basis, but no less than two times a year. The Chairman of the Board shall preside at such executive sessions, unless such person is a member of management of the Company. If the Chairman of the Board is a member of management of the Company, the presiding person at executive sessions shall rotate on an annual basis among the chairs of the Nominating and Governance Committee, Audit Committee and Management Organization and Compensation Committee. If the person designated to serve as the presiding person is not available for any reason to chair an executive session, then the non-management directors shall select a person to preside at such executive session.

The Chairman of the Board or the presiding person at such executive sessions shall provide appropriate feedback to the Chief Executive Officer following each non- management executive session.

Any interested parties desiring to communicate with the Chairman of the Board and the other non-management directors regarding the Company may directly contact such directors by directing such communication to the office of the Corporate Secretary, which shall promptly forward it to the appropriate person.

Self-Evaluation by the Board

The Nominating and Governance Committee, in consultation with the Chairman of the Board, shall oversee an annual self-assessment of the Board's performance, as well as an annual self-assessment undertaken by each committee of the Board. The results of such self-assessments shall be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Governance Committee shall utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates

for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

Strategic Direction of the Company

It is management's job, under the direction of the Chief Executive Officer, to formalize, propose and establish strategic direction, subject to review and input by the Board. It is also the primary responsibility of management, under the direction of the Chief Executive Officer, to implement the Company's business plans in accordance with such strategic direction and for the Board to monitor and evaluate, with the assistance of the Chief Executive Officer, strategic results. The Board shall oversee the Company's Environmental, Social and Governance ("ESG") Program and strategy by, among other things, receiving an annual report from management.

Board Access to Management

Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors. Board members shall coordinate such access through the Chief Executive Officer and Board members shall use judgment to ensure that this access is not distracting to the business operation of the Company.

Attendance of Management Personnel at Board Meetings

The Board encourages the Chief Executive Officer to bring members of management who are not directors from time to time into Board meetings to (i) provide management insight into items being discussed by the Board which involve the manager; (ii) make presentations to the Board on matters which involve the manager; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board.

Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

Board Confidentiality

Pursuant to their fiduciary duties, directors are required to protect and hold confidential all Confidential Information (as defined below) made available to them in their capacity as directors. Accordingly, each director is required not to disclose any Confidential Information, either during or after service as a director of the Company, to any other party or use it in any fashion other than in connection with such person's service as a director, including for the purpose of benefiting himself or herself or other persons or entities other than the Company. The only exceptions to this policy of strict confidentiality are instances in which disclosure has been authorized in advance by the Board, the Chief Executive Officer of the Company or as otherwise may be required by

law. If a director believes that disclosure is required by applicable law, such director shall discuss the matter first with the General Counsel of the Company.

"Confidential Information" includes all non-public information provided to, or otherwise obtained by, a director by reason of his or her position on the Board, such as information regarding the strategy, business, finances and operations of the Company, minutes, reports and materials of the Board and its committees, and other documents identified as confidential by the Company, including but not limited to non-public information concerning:

(a) the Company's financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to acquisitions, divestitures and actions relating to the Company's stock;

(b) possible transactions with other companies or information about the Company's suppliers, licensors or joint venture partners, which the Company is under an obligation to maintain as confidential; and

(c) the proceedings and deliberations of the Board and its committees relating to business issues and decisions, between and among employees, officers and directors.

Board Interaction with Institutional Investors, Analysts, Press and Customers

The Board believes that management generally should speak for the Company. It is therefore expected that each director shall not initiate any contact with institutional investors, analysts, the press or customers of the Company, and that any inquiries from such third parties to a director shall be referred to the Chief Executive Officer or his or her designee.

Board Orientation and Continuing Education

The Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. The Company encourages and supports continuing director education and shall reimburse directors for reasonable expenses incurred in connection therewith.

BOARD MEETINGS

Frequency of Meetings

There shall be at least one regularly scheduled meeting of the Board each calendar quarter.

Selection of Agenda Items for Board Meetings

The Chairman of the Board, in consultation with the Chief Executive Officer, shall annually prepare a "Board of Directors Master Agenda." This Master Agenda shall set forth a general agenda of items to be considered by the Board at each of its specified meetings during the year. Thereafter, the Chairman of the Board in consultation with the Chief Executive Officer may adjust the agenda to include special items not contemplated during the initial preparation of the annual Master Agenda.

Upon completion, a copy of the Master Agenda shall be provided to each member of the Board. Each Board member shall be free to suggest inclusion of items on the agenda as well as free to raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

COMMITTEE MATTERS

Number and Names of Board Committees

The Company shall have four standing committees: Audit Committee, Executive Committee, Management Organization and Compensation Committee and Nominating and Governance Committee. The purpose and responsibilities for the Audit Committee, Management Organization and Compensation Committee and Nominating and Governance Committee shall be outlined in committee charters adopted by the Board. The Board may, from time to time, form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and authority of such committees.

Independence of Board Committees

Each of the Audit Committee, the Management Organization and Compensation Committee and the Nominating and Governance Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee.

Assignment of Committee Members

The Nominating and Governance Committee shall be responsible, after consultation with the Chairman of the Board, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Governance Committee's recommendations, the Board shall be responsible for appointing the committee chairs and members to the committees on an annual basis.

LEADERSHIP DEVELOPMENT

Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity and reputation in the business community. The Board shall, to the extent appropriate, consult with, and receive input from, the Company's then Chief Executive Officer.

Evaluation of Chief Executive Officer

The Chair of the Management Organization and Compensation Committee shall provide the Chief Executive Officer with an annual performance review at the beginning of each fiscal year with respect to the prior year. The following steps shall be utilized to carry out this review:

- The Chief Executive Officer shall develop a written self-evaluation at the end of each fiscal year and provide this to each member of the Board in advance of the December meeting.
- The non-management directors shall meet in executive session at the Board's December meeting for a discussion of the Chief Executive Officer's self- evaluation.
- As soon as practicable after the December meeting, each non-management director shall provide his or her assessment of the Chief Executive Officer's performance in writing to the Management Organization and Compensation Committee. These assessments should include the director's appraisal of:
    - The Company's performance and the Chief Executive Officer's contribution to it, both compared to competitors and the Company's own strategic goals;
    - Achievement of personal goals set by the Chief Executive Officer for the year, as part of his or her self-evaluation; and

- Other aspects of the Chief Executive Officer's performance which the non-management director deems relevant.

The Chair of the Management Organization and Compensation Committee shall synthesize this information and, thereafter, meet with the Chief Executive Officer to review his or her performance. The Chair of the Management Organization and Compensation Committee shall report to that Committee at the next regularly scheduled meeting on his or her synthesis of the views of the directors, as well as on his or her meeting with the Chief Executive Officer. The Chair of the Management Organization and Compensation Committee shall thereafter report to the non-management directors in executive session of the Board the results of the evaluation and that Committee's recommendations on compensation for the Chief Executive Officer. The Chief Executive Officer shall have the opportunity to respond to the Board's evaluation at the conclusion of the executive session.

Succession Planning

The Chief Executive Officer shall prepare and distribute to the Board an annual report on succession planning for all senior officers of the Company with an assessment of senior managers and their potential to succeed the Chief Executive Officer and other senior management positions. Such matters shall be reviewed by the Management Organization and Compensation Committee and reported on to the Board.

In addition, the Chief Executive Officer shall prepare, on a continuing basis, a short-term succession plan which delineates a temporary delegation of authority to certain officers of the Company, if all or a portion of the senior officers should unexpectedly become unable to perform their duties. The short-term succession plan shall be reviewed by the Management Organization and Compensation Committee and reported on to the Board and shall be in effect until the Board or such Committee has the opportunity to consider the situation and take action, when necessary.

Management Development

The Management Organization and Compensation Committee shall be responsible for determining that a satisfactory system is in effect for education, development, and orderly succession of senior and mid-level managers throughout the Company.

Annex I

Position Description
Non-Executive Chairman

- Provides leadership to the Board and ensures that each director is making an appropriate contribution
- Guides the Board's discharge of its duties including monitoring risk management and compliance activities, reviewing corporate strategy and evaluating senior management performance and succession planning
- Maintains an effective relationship with the Chief Executive Officer and acts as liaison between the Chief Executive Officer and the Board
- Chairs meetings of the Board of Directors and the Annual Meeting of Shareholders
- Schedules meetings of the full Board and works with committee chairs to coordinate the schedule of meetings for committees
- Invited *ex officio* to participate in all committee meetings; it being understood, however, that such participation shall not include voting on any matter presented for a vote unless the non-executive Chairman has been specifically appointed by the Board to serve as a voting member on a particular committee.
- Organizes and approves the agendas for Board meetings based on input from directors and the Chief Executive Officer
- Coordinates with the Chief Executive Officer to ensure timely and appropriate flow of information to the Board
- Conducts an annual performance evaluation of the Board, subject to the oversight of the Nominating and Governance Committee
- Working with the Nominating and Governance Committee, ensures proper committee structure, including assignments of members and committee chairs
- Carries out other duties as requested by the Chief Executive Officer or the Board as a whole, depending on need and circumstances

Appendix

Director Resignation Policy

Any Director who fails to receive the required number of votes for re-election in accordance with the By-laws will, within five days following the certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Nominating and Governance Committee (the "Committee").

The Committee will consider such tendered resignation and make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why shareholders voted against such Director's re-election, the qualifications of the Director (including, for example, whether the Director serves on the Audit Committee of the Board as an "audit committee financial expert" and whether there are one or more other Directors qualified, eligible and available to serve on the Audit Committee in such capacity), and whether the Director's resignation from the Board would be in the best interests of the Company and its shareholders.

The Committee also will consider a range of possible alternatives concerning the Director's tendered resignation as the members of the Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Committee to have substantially resulted in such Director failing to receive the required number of votes for re-election.

The Board will take formal action on the Committee's recommendation no later than 90 days following the date of the shareholders' meeting at which the election occurred. In considering the Committee's recommendation, the Board will consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant.

Following the Board's decision on the Committee's recommendation, the Company, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with an explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

No Director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a Director. If a majority of the members of the Committee fail to receive the required number of votes for re-election, then the independent Directors then serving on the Board who were elected at the shareholders' meeting at which the election occurred, and the independent Directors, if any, who were not standing for election at

such shareholders' meeting, will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc Committee"), consisting of such number of Directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Committee and perform the Committee's duties for purposes of this Policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three Directors would be eligible to serve on it, the entire Board (other than the individual Director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Committee and without the creation of an Ad Hoc Committee.

This Policy, as it may from time to time be amended, will be included in the "Corporate Governance" section of the Company's website as an appendix to the Company's Corporate Governance Guidelines and summarized or included in the Company's proxy statement for each meeting of shareholders (annual or special) at which directors are to be elected.