

Mettler-Toledo International Inc.
Nominating and Corporate Governance Committee Charter

Purpose

The purpose of the Nominating and Corporate Governance Committee is to provide assistance to the Board of Directors of the company

- (1) to identify, screen, and recommend qualified candidates, consistent with criteria approved by the Board, and outlined in the Director Qualifications section of the corporate governance guidelines, to serve as directors of the company and to recommend to the Board the director nominees for the next annual meeting of shareholders;
- (2) to develop and recommend to the Board corporate governance guidelines applicable to the company;
- (3) to advise the Board on the structure and membership of committees of the Board;
- (4) to review and evaluate the policies, practices, and initiatives of the Board and the company (in the Board's oversight role, for the latter) with respect to certain Environmental, Social, and Governance ("ESG") topics, including diversity, equity, and inclusion objectives; and
- (5) to lead the Board in its annual review of the Board's performance and processes designed to ensure the effective operation of the Board, in accordance with applicable laws, rules and regulations and the applicable rules of the New York Stock Exchange (collectively, the "Applicable Rules").

Charter

The scope of the Committee's responsibilities and how it carries out those responsibilities, including structure, processes, and membership requirements shall be set forth in this charter, which has been adopted and approved by the Board and may be amended by the Board from time to time in compliance with Applicable Rules. The Committee shall review and reassess the adequacy of the charter and evaluate the Committee's performance and make any recommendations to the Board on an annual basis. A copy of the charter shall be posted on the company's website.

Committee Membership

The Committee shall consist of at least three directors, all of whom shall have no relationship to the company that may interfere with the exercise of their independence from management and the company, as determined in accordance with Applicable Rules.

The Committee shall be appointed by the Board and one Committee member shall be designated as the Chairperson. The Board may remove a member at any time.

Meetings

The Committee shall meet at least twice a year and at such other times as determined by the Chairperson of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee will report the results of its meetings to the Board.

Committee Responsibilities and Authority

1. In accordance with Applicable Rules, the Committee shall have authority to consider and make recommendations to the Board regarding:
 - (a) The composition and size of the company's Board and Board committees;
 - (b) Potential nominees for election to the Board, including for vacancies and newly created directorships;
 - (c) Potential conflicts of interest arising as a result of other positions held by the company's directors; and
 - (d) Nominations made by shareholders in accordance with the company's By-laws.
2. The Committee shall use the criteria outlined in the Director Qualifications section of the corporate governance guidelines for evaluating candidates for director. The Committee shall recommend to the Board a director nomination process, as well as minimum qualifications for director nominees.
3. The Committee shall seek individuals qualified to become board members for recommendation to the Board. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
4. In selecting or nominating candidates to the Board, the Committee shall strive to build a Board that reflects a diversity of skills, experiences, expertise, industry knowledge, perspectives, and characteristics (such as, and including but not limited to, gender, race/ethnicity, age, geographic location, and nationality).
5. The Committee shall oversee new director orientation to the company, its business, and other areas relevant to their service on the Board and provide continuing education for existing directors as necessary or appropriate. This orientation may include background material, orientation sessions and other meetings with certain members of senior management, and visits to company facilities.
6. To the extent required by Applicable Rules, the Committee shall have oversight of the evaluation of the Board and its committees and the CEO.
7. The Committee shall develop and recommend to the Board corporate governance guidelines. Periodically, the Committee shall review and reassess the adequacy of the corporate governance guidelines of the company and recommend any proposed changes to the Board for approval.

8. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
9. The Committee shall periodically review and assess the Board's progress towards board composition and its related diversity objectives.
10. At its discretion, the Committee shall have direct access to the General Counsel and any other employee of the company. The Committee shall have the authority to engage independent counsel and other advisers, such as internal or external legal counsel, accountants, or other advisers, as it determines necessary to carry out its duties.
11. The Committee shall have the authority to establish other rules and operating procedures in order to fulfill its obligations under this charter and Applicable Rules.
12. The Committee may form and delegate authority to subcommittees when appropriate.

[Approved by the Board of Directors: February 2023]