

## **FORTIVE CORPORATION**

### **CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

#### **1. Policy Statement**

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Fortive Corporation (the "Company") is to assist the Board in (1) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (2) determining the size, classification and composition of the Board and its committees, (3) developing, recommending to the Board and implementing the Company's corporate governance guidelines, (4) evaluating the overall effectiveness of the Board and its committees, (5) administering the Company's Related Person Transactions Policy.

#### **2. Organization and Meetings**

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Members of the Committee may be replaced by the Board at its discretion.

Each member of the Committee shall satisfy the independence and other applicable requirements of the New York Stock Exchange listing standards, as may be in effect from time to time, as determined by the Board. The Committee shall consist of at least two and no more than six members, the exact number to be determined by the Board from time to time. The Board shall select the Committee chairperson.

The Committee shall meet at least twice annually, and the chairperson shall have the authority to call a special meeting of the Committee, or seek a unanimous written consent of the Committee, whenever he or she deems such a meeting or consent necessary or desirable. The Committee chairperson, in consultation with appropriate members of the Committee and with management, shall set the frequency and length of each meeting and the meeting agenda. A majority of the Committee members shall constitute a quorum and the vote of a majority of the Committee members at any meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent. The Committee shall have the authority to form, and delegate authority to, such standing and ad-hoc subcommittees as it determines necessary or desirable.

The Committee shall have the authority to investigate any matter within its scope of responsibilities with full access to all Company books, records, facilities and personnel.

The Committee chairperson shall report matters considered and acted upon to the full Board at the next regularly scheduled Board meeting.

The Committee shall annually (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and (b) conduct and present to the Board a self-evaluation of the Committee.

#### **3. Resources**

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 retention terms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to outside firms or advisors employed by the Committee.

#### **4. Authority and Responsibilities**

The Committee shall have the authority and responsibility to:

- Review the size, classification and composition of the Board, including the committee structure of the Board, and, based on such review, recommend changes to the Board as necessary.
- Lead the search for individuals qualified to become members of the Board, consistent with criteria approved by the Board.
- Identify and make recommendations to the Board regarding (1) all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the shareholders, or for any director nominees to be elected by the Board to fill director vacancies, including vacancies arising from increases in the size of the Board, and (2) the removal of a director, when appropriate.
- Review and consider candidates for election as director submitted by shareholders, in accordance with guidelines established by the Committee.
- Review the requirements of committee composition under the New York Stock Exchange listing standards, Section 162(m) of the Internal Revenue Code, and the Securities Exchange Act of 1934 (including the rules promulgated thereunder) and, based on such review and review of any additional requirements under the corresponding charter of such committee, assess which directors meet the requisite requirements for the corresponding committee and recommend to the Board for its approval directors to serve as members of each such committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- Review shareholder proposals and recommend to the Board proposed Company responses to such proposals for inclusion in the Company's proxy statement or otherwise.
- Develop and recommend to the Board for its approval a set of corporate governance guidelines, and to review such guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the Board as necessary. The Committee shall also be responsible for implementing and monitoring compliance with, the corporate governance guidelines.
- Oversee the Company's engagement, if any, with proxy advisory firms and other shareowner groups on corporate governance matters and determine whether to recommend adjustments to the Company's corporate governance guidelines and practices as a result of such engagement.
- Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees, and to administer and oversee this process.
- Oversee and review the continuing education program for directors and the orientation program for new directors.
- Administer, and make recommendations to the Board with respect to, the Company's Related Persons Transactions Policy.
- Perform any other activities consistent with this charter, the Company's Certificate of Incorporation and By-laws and applicable law, as the Committee deems appropriate or as requested by the Board.