



## SENSATA TECHNOLOGIES HOLDING PLC

### Charter of the Nominating & Corporate Governance Committee of the Board of Directors Effective as of July 12, 2018

The Board of Directors (the “**Board**”) of Sensata Technologies Holding plc (the “**Company**”) has approved and adopted this Charter of the Nominating & Corporate Governance Committee of the Board (the “**Committee**”) effective as of the date set forth above.

#### I. Purpose

The primary purpose of the Committee is to provide assistance to the Board in fulfilling its oversight responsibilities relating to: (i) developing and recommending qualification standards and other criteria for selecting new directors; (ii) identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board; (iii) recommending to the Board director nominees for each annual general meeting of shareholders and nominees to fill vacancies or newly created directorships that may occur between annual shareholder meetings; (iv) recommending to the Board those who will serve on the committees of the Board; (v) evaluating the Board, individual Board members and the Board committees; (vi) developing and recommending to the Board, and assisting the Board with the interpretation of, the Company’s corporate governance guidelines and any other similar governance documents adopted by the Board; (vii) assisting the Board with oversight and review of corporate and social responsibility matters, such as sustainability, corporate citizenship, community involvement and other environmental, health and safety issues; and (viii) taking a leadership role in shaping the corporate governance of the Company.

#### II. Composition and Qualifications

- A. **Committee Member Independence Requirements.** The Committee shall consist of at least two or more members of the Board. As determined by the business judgment of the Board, each member of the Committee shall meet the independence requirements of the New York Stock Exchange (the “**NYSE**”) and any other applicable laws and regulations.
- B. **Appointment.** Committee members shall be appointed by the Board and shall hold his or her office until such time as his or her successor is duly appointed and qualified, or until his or her earlier death, disqualification, resignation or removal.
- C. **Chairperson.** The Board shall designate one of the members as Chairperson of the Committee. The Chairperson will supervise the conduct of all meetings and establish the meeting agendas with input from management.

#### III. Authority, Delegation and Resources

- A. **Authority to Engage Third Parties.** In discharging its oversight role, the Committee has the authority and is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee may, in its sole discretion, engage any consultant, legal counsel or other advisors (collectively, “**Advisors**”) as it deems necessary or appropriate to carry out its duties. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any Advisor retained by the Committee.

- B. ***Delegation to Subcommittees.*** To the extent permitted by applicable law and the listing standards of the NYSE, the Committee may establish subcommittees consisting of one or more members, other directors and management to carry out such duties as the Committee may delegate, including duties specified in this Charter.
- C. ***Access to and Funding of Resources.*** The Company shall provide appropriate funding, as determined by the Committee, for payment of the compensation to (i) any Advisor retained by the Committee and (ii) ordinary administrative expenses of the Committee.

#### **IV. Responsibilities**

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee also shall carry out any other responsibilities and duties delegated to it by the Board from time to time.

##### **A. *Board Selection and Composition.***

1. **Director Selection Criteria.** The Committee shall develop and recommend to the Board qualification standards and other criteria for selecting nominees to serve as members of the Board. The criteria shall reflect, among other factors, integrity, independence, diversity and leadership, as well as the qualifications set forth from time to time in the Company's Corporate Governance Guidelines.
2. **Identification of Director Candidates.** The Committee shall identify, consider and recommend individuals to fill new positions or vacancies on the Board, and shall review any candidate recommended by the shareholders in accordance with the provisions of the Company's Articles of Association. The Committee shall oversee all necessary and appropriate inquiries into the backgrounds and qualifications of director candidates.
3. **Recommendation of Director Nominees.** The Committee shall recommend annually, or as otherwise required, the slate of director nominees for approval by the Board and the shareholders at the Company's annual general meeting.
4. **Composition and Size of the Board.** The Committee shall review and recommend to the Board, as the Committee deems appropriate, the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds, and shall impose any term limitations of service on the Board.

##### **B. *Committee Selection and Composition.***

1. **Committee Selection.** The Committee shall recommend to the Board members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations to the Board regarding the removal of any member of any committee.
2. **Chairperson Selection.** The Committee shall recommend to the Board any member of the Board to serve as chairperson of a committee of the Board.
3. **Committee Composition.** The Committee shall establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications

and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees.

C. ***Evaluation Process; Review of Skills; Director Succession Planning.***

1. **Board Evaluation.** The Committee shall oversee the Board's annual performance evaluation, including soliciting comments from all directors, preparing a report to the Board with an assessment of the performance of the Board and making recommendations for improvements, as needed, in the Board's operations.
2. **Committee Evaluation.** The Committee shall review periodically, and as circumstances otherwise dictate, the composition and performance of each committee of the Board and make recommendations to the Board as to any proposed changes to the foregoing or for the creation of additional committees or the elimination of existing committees of the Board.
3. **Review of Skills and Characteristics.** The Committee shall lead the Board in its annual review of the skills and characteristics of individual Board members as well as the composition of the Board as a whole, including assessments of independence of non-management directors, and shall take action to effect changes in incumbent directors if deemed appropriate.
4. **Director Succession Planning.** The Committee shall oversee the director succession planning process. The Committee shall review and recommend to the Board the succession plans relating to the Chairperson of the Board and the chairpersons of each standing committee of the Board, and make recommendations to the Board with respect to the selection of individual directors to occupy these positions.

D. ***Corporate Governance; Corporate and Social Responsibility.***

1. **Articles of Association.** The Committee shall periodically review the adequacy of the articles of association and recommend to the Board, as conditions dictate, proposed amendments to the articles of association for consideration by the shareholders.
2. **Shareholder Proposals.** The Committee shall review and make recommendations to the Board with respect to shareholder proposals properly submitted for inclusion in the Company's proxy statement or for consideration at the Company's annual general meeting. The Committee may refer any such proposal to another committee for review and recommendation as deemed appropriate.
3. **Corporate Governance Guidelines.** The Committee shall periodically review the Company's Corporate Governance Guidelines and make recommendations to the Board with respect to any changes.
4. **Corporate and Social Responsibility Matters.** The Committee shall periodically review the corporate and social responsibility initiatives established by management to address the Company's social responsibilities and the public interest in the Company's affairs, including issues of concern to the Company's shareholders, the business community and general public. The Committee also shall periodically review with management the impact of the Company's business operations and business practices with respect to issues such as environmental, health and safety matters, sustainability, corporate citizenship, community involvement, diversity and equal opportunity matters.

5. Other Governance Policies and Procedures. The Committee shall periodically review the Company's Related-Person Transaction Policy, Code of Business Conduct and Ethics, Code of Ethics for Senior Financial Employees, Insider Trading Policy and similar Company codes and policies, and, based on such period review, recommend changes to the Board as deemed appropriate.
6. Charter Review. The Committee shall review this Charter, at least annually, and recommend any changes to the Board.
7. Committee Evaluation. The Committee shall perform an annual review of its performance, including a review of compliance with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate and report the results of the evaluation to the Board.

**V. Procedural Matters; Fees**

- A. ***Conflicts with Articles of Association.*** This Charter will in no way alter, amend or repeal any provision of the Company's Articles of Association, as may be amended from time to time (the "***Articles***"). To the extent that this Charter conflicts with any provision of the Company's Articles, the Articles shall govern.
- B. ***Meetings.*** The Committee shall meet at the call of its Chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, any Advisor and such other persons as the Committee or its Chairperson may determine. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or Advisors to, the Committee. The Committee may meet in person, by telephone conference call or in any other manner in which the Board or the Committee is permitted to meet under law and the Company's Articles. The Committee also may act by unanimous written consent in lieu of a meeting.
- C. ***Transaction of Business.*** A majority of the members of the Committee shall constitute a quorum for the transaction of business. A majority of the members of the Committee present at any meeting at which a quorum is present are competent to act. Except as expressly provided in this Charter or in the Company's Articles or Corporate Governance Guidelines, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation at any meeting of a chairperson pro tempore in the absence of the Chairperson and of a secretary (who need not be a member of the Committee) for that meeting.
- D. ***Minutes; Reports to the Board.*** The Committee shall keep minutes of all meetings and of all actions taken by the Committee and file such minutes with the Secretary of the Company. The Committee, either directly or through its Chairperson, shall provide the Board with regular reports, orally or in writing, on its activities and any recommendations by the Committee to the Board.

*Approved by the Nominating & Corporate Governance Committee – July 10, 2018*

*Approved by the Board of Directors – July 12, 2018*

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*While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law.*