

# **WESTLAKE CORPORATION**

## **Nominating and Governance Committee Charter**

**Revised and effective as of February 18, 2022**

### **Purpose**

The Nominating and Governance Committee of the Board of Directors (the “Committee”) is constituted and established by the Board (1) to identify individuals qualified to become directors of the Company, (2) to recommend to the Board director candidates to fill vacancies on the Board and to stand for election by the stockholders at the annual meeting of the Company, (3) to recommend committee assignments for directors to the Board, (4) to monitor and periodically assess the performance of the Board, its committees, and individual directors, and (5) to develop and recommend to the Board appropriate corporate governance policies, practices and procedures for the Company.

### **Membership and Meetings**

1. The Committee shall be appointed by the Board of Directors and, subject to any applicable phase-in rules, shall consist of not less than three members of the Board of Directors, each of whom shall serve at the discretion of the Board. The Committee shall elect a Chairman (unless appointed by the Board).

2. So long as the Company qualifies for the “controlled company” exception under the rules of the New York Stock Exchange, which the Company has elected to take advantage of, the Board of Directors shall select as a member of the Committee one person that the Board of Directors has determined meets the requirements of an “independent director” under the New York Stock Exchange listing standards. Once the Company no longer qualifies for the exception, the Board of Directors shall select as members of the Committee only persons that the Board of Directors has determined meet the requirements of an “independent director” under the New York Stock Exchange listing standards.

3. The Committee shall meet as often as it determines is necessary in order to fulfill its responsibilities.

### **Authority and Responsibilities**

1. In connection with each annual meeting of stockholders and when it otherwise becomes necessary or appropriate to identify candidates for membership on the Board, the Committee shall recommend director candidates to stand for election by the stockholders of the Company or to fill vacancies on the Board. When appropriate, the Committee shall conduct searches for and evaluate individuals qualified to become directors of the Company, including consideration of individuals recommended by stockholders of the Company.

In assessing the qualifications of prospective nominees to the Board, the Committee shall consider, in addition to any criteria set forth in the Bylaws of the Company, each nominee’s personal and professional integrity, experience, skills, ability and willingness to devote the time

and effort necessary to be an effective board member, and commitment to acting in the best interests of the Company and its stockholders. The Committee may adopt minimum qualifications that the Committee believes must be met by prospective nominees to the Board, qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess and standards for the overall structure and composition of the Company's Board of Directors. Further, the Committee shall take diversity into account into account in evaluating the qualifications of prospective nominees to the Board, broadly defined to include gender, ethnicity, national origin, geographic location, expertise, and level and type of career experience.

2. The Committee shall consider and recommend to the Board suggested changes, if any, to the size of the Board.

3. Together with senior management, the Committee shall be responsible for orientation for new directors to familiarize them with the Company's business and key challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the discharge of their responsibilities.

4. The Committee shall recommend to the full Board committee assignments for directors as openings occur on committees, or as rotations of committee assignments are deemed advisable, including recommendation of committee chairmen. The Committee shall recommend committee assignments in accordance with the membership requirements specified in the charter of each committee, and with due consideration of each committee's annual assessment of its composition, performance and effectiveness.

5. The Committee shall oversee the annual assessment of the performance of the Board, its committees, and individual directors. In conducting its assessment, the Committee will solicit comments from all directors, will consider the evaluation reports from other Board committees and may employ such other means as it may deem appropriate in conducting the assessment, including the employment of outside consultants and advisors. The Committee shall report its findings and recommendations to the full Board following the end of each annual assessment.

6. The Committee shall periodically review and assess the adequacy of the Company's corporate governance policies, practices and procedures, and recommend any proposed changes to the Board for approval.

7. The Committee shall review the corporate governance disclosures in the Company's proxy statement for each annual meeting of stockholders.

8. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify and recruit director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

9. The Committee shall be assisted by appropriate corporate staffs, and in addition, the Committee may obtain assistance from such other persons, who need not be employees of the Company, or organizations as it may deem appropriate, with the expenses incurred in their use to

be paid by the Company. The foregoing authority includes obtaining advice and assistance from internal or external legal, accounting or other advisors and consultants.

10. The Committee may appoint and delegate authority to subcommittees consisting of one or more members as it deems appropriate.

11. The Committee may fulfill such other duties and responsibilities as are consistent with the purposes of the Committee enumerated in this Charter or as may be delegated by the Board from time to time.

12. The Committee shall review and reassess the adequacy of this Charter and the composition of the Committee annually and recommend any proposed changes to the Board for approval. The Committee also shall at least annually review its own performance and assess the effectiveness of the Committee.