

SNAP-ON INCORPORATED CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Organization

Each member of the Corporate Governance and Nominating Committee (the "Committee") shall meet the independence requirements of applicable law and regulation, including, without limitation, the requirements imposed by the New York Stock Exchange listing standards and the Sarbanes-Oxley Act of 2002 (the "Act") and the rules and regulations promulgated by the U.S. Securities Exchange Commission pursuant to the Act. The members of the Committee shall be appointed and replaced by the Board. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall report regularly to the Board.

Purpose and Responsibilities

The purpose and responsibilities of the Committee shall be to:

1. Develop and recommend to the Board a set of corporate governance guidelines, which shall be consistent with any applicable laws, regulations and listing standards.
2. Periodically review and make recommendations to the Board with respect to the Company's Articles of Incorporation, Bylaws and Corporate Governance Guidelines.
3. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board qualified individuals as director nominees for the next annual meeting of shareholders. In doing so, the Committee shall consider the director qualification standards contained in the corporate governance guidelines. When evaluating a candidate's capabilities to serve as a member of the Board, the Committee uses the following criteria: independence, the relationships that the candidate has with the Company (either as a partner, shareholder or officer of an organization that has a relationship with the Company), conflicts of interest, ability to contribute to the oversight and governance of the Company, the candidate's skill set and positions held at other companies, existing time commitments and diversity. Further, the Committee will review the qualifications of any candidate with those of the Company's current directors to augment and complement the skill sets of the current Board members. The Committee shall identify candidates without regard to any candidate's race, color, disability, gender, national origin, religion or creed.
4. Review qualifications of incumbent directors in determining whether to recommend them for re-election.

5. Annually review and make recommendations to the Board regarding Board policies and structure, including size and composition of the Board, corporate governance, number and responsibilities of committees, director committee assignments and rotation of committee membership and leadership, taking into consideration director interest, continuity, expertise, and tenure as well as the independence, financial literacy, and financial expertise qualifications for Audit Committee membership or as Audit Committee Financial Experts, in accordance with the rules and regulations of the SEC and the New York Stock Exchange Listing Standards.
6. Review and recommend to the Board policies with respect to (a) director retirement and (b) changes relating to director employment or primary occupation.
7. Oversee the evaluation of the Board as a whole, individual directors, and assess the independence of non-management directors.
8. Review, and periodically recommend to the Board, changes to compensation and benefits for the members of the Board, based upon review of pertinent compensation data.
9. Annually review the Company's director and officer liability insurance and indemnification arrangements, and recommend to the Board, as appropriate, changes to these programs.
10. Annually review the Company's shareholder relations and institutional investor programs, including a review, when necessary, of the Company's rights plan, and recommend appropriate actions to the Board with respect to these matters.
11. Recommend to the Board the annual shareholder meeting location.
12. The Committee shall have the sole authority to retain and terminate (i) any search firm to be used to identify director candidates and (ii) any consulting firm to assist in the evaluation of director compensation and shall have the sole authority to approve the firms' fees and other retention items.
13. Periodically review the duties contained in each Board committee charter, or ensure that each Board committee has undertaken a review, and recommend changes to the full Board for consideration as necessary.
14. Annually evaluate the Committee's own performance and make any recommendations to the Board that may be appropriate.

Amended and restated by the Board of Directors on January 23, 2004, and further amended and restated on April 27, 2006, November 8, 2018, and November 8, 2019.