

Nominating, Governance & Sustainability Committee Charter

As approved by the Board of Directors on October 23, 2024

Organization and Membership

There shall be a Nominating, Governance & Sustainability Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Advanced Energy Industries, Inc. (the “**Company**”) whose members shall be appointed by the Board. The Committee shall be comprised of three or more members of the Board, each of whom must qualify as an independent director under the listing rules of the Nasdaq Stock Market (“**Nasdaq**”), and such additional standards that the Committee may establish.

The Board shall appoint one of the members of the Committee to serve as Committee Chair. The Chair shall preside at meetings of the Committee. In the absence of the Chair at a duly convened meeting, the Chair or the Committee shall select a temporary substitute from among Committee members to serve as chair of the meeting. The Committee may also appoint a Secretary, who need not be a member of the Board.

Purpose

The purpose of the Committee is to assist the Board by (1) establishing qualifications and standards to serve as a director of the Company, (2) identifying and recommending to the Board individuals qualified to become directors of the Company, (3) recommending to the Board committee membership and committee chairpersons, (4) overseeing the periodic performance assessment of the Board and its committees, (5) reviewing, assessing, and recommending corporate governance standards and key policies for the Company, and (6) reviewing the sustainability program of the Company.

Administration

The Committee shall meet at least three times per year, at such times as the Chair or the Committee considers appropriate to fulfill its duties and responsibilities. Meetings of the Committee may be held by telephone or other communications equipment. A simple majority of the Committee members shall constitute a quorum. Any permitted actions may be passed by a simple majority of the members present or by the unanimous written consent of all of the Committee members. Minutes will be prepared for each meeting and will be maintained as a part of corporate records.

Responsibilities

The Committee shall have the following responsibilities and duties:

Board Composition—Standards and Needs

1. Review the composition and size of the Board in order to ensure the Board has the appropriate expertise and independence.

2. Determine the skills, experience, characteristics and other criteria for selection and nomination for re-election of individual Board members.
3. Oversee the director succession planning process to ensure the continuity of skills and expertise on the Board that are aligned with long-term strategy of the Company.
4. Develop and review Board policies on term limits, service requirements, and retirement.
5. Develop, oversee, and periodically review the Company's orientation program and continuing education program for directors.
6. Assist the Board in assessing whether individual members of the Board are independent within the Nasdaq listing standards and the applicable rules of the U.S. Securities and Exchange Commission (the “SEC”).
7. From time to time, as well as in connection with a material change in a Board member's circumstances, review the other directorships, positions, and other business and personal relationships of Board members and candidates for conflicts of interest, effect on independence, ability to commit sufficient time and attention to the Board, and other suitability criteria.
8. Ensure the independent directors meet in executive session at least quarterly.

Board Composition—Nominations

9. Seek to identify and screen suitable candidates for consideration as nominees to the Board.
10. Establish procedures for review of Board candidates and evaluate, in accordance with such procedures, the suitability of any Board candidates, including those recommended by management, shareholders, and others.
11. Ensure compliance with all applicable director nomination procedures.
12. Recommend to the Board the slate of director nominees for election by the shareholders and recommend any director candidates to be appointed by the Board to fill vacancies or newly created directorships that may arise between annual meetings of shareholders.
13. Recommend to the Board directors to be appointed to serve on Board committees and as chairs of each committee, giving consideration to the criteria for service on each committee as set forth in their respective charters, as well as any other factors the Committee deems relevant.

Evaluation of the Board and Committees

14. Sponsor and oversee performance evaluations for each of the Board committees and the Board as a whole, including director peer evaluations, which shall be done at least annually.
15. Conduct an annual self-evaluation of the performance of the Committee.

Corporate Governance and Selected Policy Matters

16. Recommend to the Board policies to enhance the Board's effectiveness, including the frequency and structure of Board meetings and the number, size, and responsibilities of Board Committees.

17. Review succession plans for the CEO in preparation for full Board discussion.
18. Develop and review periodically the Company's code of ethical conduct, insider trading policy, and other key corporate governance policies of the Company to ensure that they are appropriate for the Company and comply with applicable laws, regulations, and listing requirements and, if appropriate, recommend any changes to the Board.
19. Periodically review and reassess the adequacy of the Company's charter and by-laws, and, if appropriate, recommend any proposed changes to the Board for approval.
20. Periodically review and modify, or recommend that the Board modify, in each case as it deems appropriate, the Company's stock ownership guidelines for directors and senior executives.
21. Consider any other corporate governance issues that arise from time to time and refer them to the Board. If the Board requests, the Committee will develop appropriate recommendations for the Board.

Sustainability Program

22. Review the Company's sustainability program and goals and the Company's progress towards achieving those goals.
23. Review environmental, social & governance trends that could impact the Company's business operations, performance, and reputation.

Outside Advisors

24. Retain or obtain, in its sole discretion and as it deems appropriate or necessary to carry out its duties, the advice of outside counsel, a search firm, or other advisor. The Committee shall be directly responsible for the appointment, compensation, oversight and termination of the work of any such counsel, search firm or other advisor retained, have sole authority to approve the counsel, search firm or other advisor's fees and other retention terms, and the Company shall appropriately fund such activity.

General

25. Review and reassess the adequacy of this charter from time to time (at least annually) and recommend to the Board any proposed changes to this charter. The Committee shall publicly disclose this charter and any such amendments at the times and in the manner required by the SEC or Nasdaq, and in all events post this charter and such amendments on the Company's website.
26. Report to the Board on the Committee's activities at Board meetings and otherwise when appropriate.
27. Perform such other functions assigned by the Board and have the power, including the authority to delegate any of its responsibilities to one or more subcommittees, as it may in its sole discretion deem necessary or advisable in the efficient and lawful discharge of the foregoing and in accordance with the Company's by-laws.

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