

# **COHEN & STEERS, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

### **CHARTER**

#### **I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of Cohen & Steers, Inc. (the “Company”) by fulfilling the Committee’s responsibilities and duties as set forth in Section IV of this charter.

#### **II. STRUCTURE AND OPERATIONS**

##### Composition and Qualifications

The Committee shall be comprised of at least three members of the Board, each of whom is determined by the Board to be independent in accordance with the rules of the New York Stock Exchange.

##### Appointment and Removal

Members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly appointed and qualified or until such member’s earlier resignation or removal. Members of the Committee may be removed, with or without cause, by a majority vote of the Board.

##### Committee Chair

Unless a Committee chair is elected by the Board, the members of the Committee shall designate a Committee Chair by a majority vote of the Committee. The Committee chair shall preside over all meetings of the Committee and set the agendas for such meetings. In the absence of a Committee chair, the Committee shall select another member to preside.

##### Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all its responsibilities to a subcommittee of the Committee.

#### **III. MEETINGS**

The Committee shall meet as frequently as circumstances dictate. The Committee chair or any member of the Committee may call meetings of the Committee. Meetings of the Committee may be held telephonically. The Committee may also act by unanimous written consent in lieu of a meeting.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company or such other persons as it

As of: February 2024

deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting where there is a quorum shall be the act of the Committee.

#### **IV. RESPONSIBILITIES AND DUTIES**

The Committee shall have the following responsibilities and duties:

##### **Board Selection, Composition, Compensation and Evaluation**

1. Establish, and recommend to the Board for its approval, criteria to be considered in selecting director nominees.
2. Identify qualified candidates to serve on the Board, consistent with the criteria approved by the Board, and recommend to the Board candidates to be nominated for all directorships to be filled by the Board or by the stockholders at an annual or special meeting.
3. In identifying qualified candidates to serve on the Board, consider the overall experience and expertise represented on the Board as well as the qualifications of each candidate. The Committee shall seek candidates who, at a minimum, possess strength of character and demonstrate mature judgment, independence of thought and an ability to work collegially, and represent a diversity of experience, skills and background. The Committee shall take into account all factors it considers appropriate, including career experience, technical skills, industry knowledge, familiarity with the Company's business, financial expertise, gender, race, ethnicity, and the extent to which a candidate would fill a present need on the Board. The Committee is committed to including, in the initial list of candidates from which new director nominees are chosen by the Board, candidates with a diversity of race, ethnicity and/or gender. Candidates shall be selected on the basis of qualifications and experience without discriminating on the basis of race, color, national origin, gender, sex, sexual preference or religion. The Committee shall have the sole authority to retain, and terminate, a search firm to assist it in identifying candidates, including the sole authority to approve the fees payable to such search firm and any other terms of retention.
4. Review and make recommendations to the Board whether members of the Board should stand for re-election.
5. Consider and make recommendations to the Board about matters relating to the retirement of members of the Board, including term limits or age limits.
6. Evaluate candidates for nomination to the Board, including those recommended by stockholders. In connection therewith, the Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate.

7. Conduct all necessary and appropriate inquiries into the background and qualifications of possible candidates.
8. Assess the independence, and possible conflicts of interest, of members of the Board and the Company's executive officers, and whether a director candidate has special interests or a specific agenda that would impair such director's ability to effectively represent the interests of all stockholders.
9. Review and make recommendations, as the Committee deems appropriate, about the composition and size of the Board in order to ensure that the Board has the appropriate balance of knowledge, experience, skills and expertise and its membership consists of individuals with sufficiently diverse and independent backgrounds.
10. Review and recommend to the Board compensation of directors.
11. Oversee the evaluation of the Board and management, as circumstances dictate.

#### Committee Selection, Composition and Evaluation

12. Monitor the composition of the committees of the Board in light of the criteria and other factors set forth above, make such determinations and disclosures as may be required by applicable law, rule or regulation, and where appropriate, recommend members of the Board to serve on, and chair, the committees of the Board.
13. Establish, monitor and recommend the purpose, structure and operations of the 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 and impose any term limits on membership on any committee of the Board.

#### Corporate Governance

14. Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as circumstances dictate, that it propose amendments to the certificate of incorporation or by-laws for consideration by stockholders.
15. Develop and recommend to the Board a set of corporate governance guidelines and stay abreast of any corporate governance developments in order to make recommendations to the Board in light of such developments, as may be appropriate.
16. As appropriate, review procedures relating to meetings of the Board, including meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
17. Establish and, as appropriate, review policies and procedures pertaining to transactions in the Company's securities by its and its subsidiaries' directors, officers and employees.

### Continuity/Succession Planning Process

18. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the chief executive officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to hire for these positions.

### Outside Advisors

19. Retain, obtain the advice of and terminate outside legal counsel or other advisors to assist the Committee in carrying out its responsibilities, including the authority to approve the fees payable to such counsel or advisors and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any outside legal counsel or any other advisor retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
20. Retain a compensation consultant to assist the Committee with setting the amount or form of director compensation. It is expected that the Committee will pre-approve any services to be provided to the Company or its subsidiaries by any compensation consultant retained by the Committee in connection with setting the amount or form of director compensation (other than any role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of directors of the Company and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant and about which the compensation consultant does not provide advice). In addition, the Committee chair is hereby authorized to pre-approve any such services and any pre-approvals made by the Committee chair will be presented to the full Committee at its next scheduled meeting or otherwise as soon thereafter as practicable. The Compensation Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflicts of interest.

### Reports

21. Report regularly to the Board following meetings of the Committee and with respect to such other matters that the Committee deems relevant. The report to the Board may take the form of an oral report by the Committee chair or any other member of the Committee designated by the Committee to make such report.
22. Maintain minutes or other records of meetings and activities of the Committee.

## **V. ANNUAL PERFORMANCE EVALUATION**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this charter. In addition, the Committee shall review and assess, at least annually, the adequacy of this charter and recommend to the Board any improvements to this

charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.