

## **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF SEAGATE TECHNOLOGY HOLDINGS PLC**

### **1. PURPOSE:**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Seagate Technology Holdings plc (the “Company”) shall provide assistance to the Board in fulfilling its responsibility to shareholders of the Company and the investment community by:

1. Identifying individuals qualified to become directors and recommending that the Board select the director nominees for election at the next annual general meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings.
2. Reviewing and making recommendations to the Board with respect to any shareholder proposal that relates to corporate governance, including director candidates recommended by a shareholder.
3. Recommending to the Board a set of corporate governance guidelines applicable to the Company, overseeing the implementation of those guidelines and any related matters required by federal securities laws and annually reviewing the corporate governance guidelines and their application.
4. Overseeing the evaluation of the Board, its committees and the individual directors.
5. Taking a leadership role in shaping the corporate governance of the Company including with respect to company culture, corporate social responsibility, sustainability, diversity, equity, and inclusion, and human rights.

### **2. MEMBERSHIP**

#### **Composition**

The Committee shall be comprised of three (3) or more directors, including a Chair. Each Committee member shall meet the independence standards in accordance with applicable law, including the rules promulgated by the Nasdaq Listing Rules (“**NASDAQ**”) and the Securities and Exchange Commission (“**SEC**”).

#### **Appointment and Removal**

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

#### **Committee Chair**

Unless a Chair is appointed by the Board, the Committee shall designate a Chair by a majority vote of the Committee. The Board may replace a Chair designated by the Committee at any time. The Chair will preside at all regular sessions of the Committee, set the agendas for Committee meetings and report regularly to the Board regarding the Committee’s activities. In the absence of the Chair, the Committee shall select another member to preside.

#### **Delegation to Subcommittees**

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority when the Committee deems appropriate and in the best interests of the Company, provided that such delegation is in compliance with the Company Constitution and applicable law.

### 3. MEETINGS

1. The Committee shall hold such meetings as it deems necessary but shall meet at least quarterly. The Chair or any member of the Committee may call meetings of the Committee.
2. A majority of the Committee members shall constitute a quorum for the transaction of business.
3. The Committee shall report regularly to the Board following all meetings of the Committee. The Committee shall provide such recommendations to the Board as it deems appropriate.

### 1. KEY RESPONSIBILITIES

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

1. Recommend to the Board criteria for the selection of new directors to serve on the Board.
2. Recommend to the Board the size, composition, and governance structure of the Board.
3. The Board has not established term limits. As detailed in the Company's Corporate Governance Guidelines, the Committee regularly reviews the qualifications, experience, and characteristics of existing Directors as part of the annual nominating process.
4. Identify individuals believed to have the desired qualifications, experience and characteristics to serve on the Board (consistent with criteria approved by the Board) and make recommendations to the Board regarding director candidates for membership on the Board including the slate of director nominees to be proposed by the Board for election at the annual general meeting of the shareholders.
5. The Company is committed to the value of Inclusion and the Board believes it is important to consider diversity of race, ethnicity, gender, age, education, cultural background, and professional experiences, including from non-traditional environments, in evaluating board candidates. Accordingly, when evaluating candidates for nomination as new directors, the Committee will consider the foregoing factors and seek to identify candidates that include both underrepresented races and ethnicities and different genders. If the Committee chooses to engage a search firm, it will ask such search firm to seek to identify potential candidates that include both underrepresented races and ethnicities and different genders, who also meet the other qualifications that the Committee has determined are needed. Each director candidate should possess a commitment to representing the long-term interests of the shareholders, the highest character and integrity, ability to make independent analytical inquiries, sufficient time to devote to Board matters, understanding of the Company's business, and no conflict of interest that would interfere with performance as a director. From time to time, the Committee may establish additional qualifications, qualities, skills and other expertise required to be a director and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.
6. Establish and oversee a procedure to evaluate candidates for nomination to the Board, including those recommended by shareholders on a substantially similar basis as it considers other nominees. The Committee shall also adopt procedures for the submission of recommendations by shareholders as it deems appropriate.
7. If the Chair of the Board is not an independent director, the Committee shall nominate for election by the independent directors a Lead Independent Director from the Company's independent directors at their first executive session after each annual general meeting of the shareholders.
8. Recommend to the Board the action to be taken with respect to any offer of resignation from a director or any action to be taken where a director fails to receive a majority vote as specified under the Company's Constitution.
9. Where a director changes his or her principal employment or business affiliation and informs the Chair of the Committee and Company Secretary of this change pursuant to the Corporate Governance Guidelines, the Committee shall recommend to the Board whether or not to request that such director tender his or her resignation, or recommend other appropriate actions.
10. If a vacancy on the Board and/or any Board committee occurs, identify and select and approve, or make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by

election by shareholders or appointment by the Board.

1. Oversee all necessary and appropriate inquiries into the backgrounds and qualifications of potential candidates to serve on the Board.
2. Review questions of independence and possible conflicts of interest of members of the Board and senior executives of the Company against the requirements under applicable law, including the rules promulgated by the NASDAQ and the SEC.
3. Oversee the Company's Related Person Transaction Policy regarding the policies and procedures for the review, approval and ratification of related person transactions, as defined in applicable SEC rules. The Committee shall review and determine whether to approve or ratify related person transactions on an ongoing basis.
4. Manage the performance review process for the Board and its committees and evaluate the performance of individual directors.

### **Committee Selection and Composition**

5. Recommend to the Board candidates to serve on the Board committees, giving consideration to the criteria for service on each committee as set forth in the charter of the relevant committee.
5. Recommend the removal of any member of any committee of the Board, where appropriate.
7. Recommend members of the Board to serve as the Chair of the committees of the Board.
3. Establish, monitor, and recommend the purpose, structure and operations of the various committees of the Board and the qualifications and criteria for membership on each committee of the Board. The Committee shall make recommendations regarding periodic rotation of directors among the committees.
3. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board regarding its committees, including the creation of additional committees or the elimination of committees of the Board.

### **Succession Planning**

5. The Committee shall conduct a periodic review of the Company's succession planning process for the Company's chief executive officer ("CEO"), Board Chair, and other executive officers and report its findings and recommendations to the Board. The Committee shall assist the Board in evaluating potential successors to the CEO and Board Chair. The Committee shall also annually review succession planning with respect to members of the Board.

### **Corporate Governance**

1. With the advice and assistance of the Committee's advisors, periodically review the Company's Constitution and recommend to the Board, as conditions dictate, amendments to the Company's Constitution for consideration by the shareholders.
2. Develop and recommend to the Board a set of corporate governance principles to be addressed by the Company's Corporate Governance Guidelines and recommend to the Board changes to such guidelines.
3. Oversee the Company's director orientation and continuing education processes, including making recommendations for continuing education of the Board members.
4. Consider and review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
5. Review and make recommendations to the Board with respect to any shareholder proposal.
5. Review compliance with share ownership requirements for directors under the Company's Officer and Director Share Ownership Guidelines and report annually to the Board whether the requirements for directors are being maintained.
7. Review the overall leadership structure of the Board and recommend changes as appropriate.
3. Review and discuss with management on at least an annual basis the Company's strategy, goals, policies,

practices, and disclosures regarding the corporate governance of the Company including with respect to company culture, corporate social responsibility, sustainability, diversity, equity, and inclusion, and human rights.

3. The Committee shall report to the Board regularly with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

5. **PERFORMANCE EVALUATION**

1. The Committee shall periodically perform a review and evaluation of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter.
2. The Committee shall review periodically the adequacy of this Charter and recommend to the Board any improvements that the Committee considers necessary or appropriate.
3. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

5. **OUTSIDE ADVISORS**

The Committee as it deems necessary or appropriate, in discharging its oversight role shall have the authority to engage and terminate independent counsel or other advisors, including the authority to approve the fees payable to such counsel or advisors and any other terms of retention. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including authority to approve the fees payable to such search firm and any other terms of retention.

As adopted by the Board on April 21, 2024.