

**CHARTER OF THE NOMINATING AND ESG COMMITTEE
OF THE BOARD OF DIRECTORS
OF KIMBALL ELECTRONICS, INC.**

I. PURPOSE

The Nominating, Environmental, Social, and Governance Committee (NESG) assists the Board of Directors in:

- identification of individuals qualified for Board and Board Committee service;
- overseeing and monitoring the Company’s goals, policies, procedures, initiatives, and disclosures related to sustainability and environmental, social, and governance (ESG) matters; and
- discharging its responsibilities in any related matters required by federal securities laws and/or the listing standards of any applicable national securities exchange.

The Committee will fulfill this purpose by carrying out the duties and responsibilities enumerated in this Charter. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

II. DUTIES AND RESPONSIBILITIES

The Committee will perform activities consistent with this Charter, the Company’s Bylaws, governing laws and regulations, the listing standards of any applicable national securities exchange, and other requirements applicable to the Company as the Committee or the Board deem necessary. The Committee will conduct a self-assessment of its performance annually. The Committee may also discharge any additional duties delegated to it by the Board.

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined by and consistent with this Charter. These functions serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

Identification of Director Candidates:

- Determines the qualifications, qualities, skills, and other expertise required to be a Company director and develops, and recommends to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”).

- Identifies and screens individuals qualified to become members of the Board and Board committees, consistent with the Director Criteria, to fill vacancies. The Committee shall consider any director candidates recommended by the Company's Share Owners pursuant to the procedures described in the Company's proxy statement, and in accordance with applicable laws, rules and regulations and the provisions of the Company's governing documents.
- Selects and approves the nominees for director to be submitted to a Share Owner vote at the annual meeting of Share Owners, subject to approval by the Board.
- Reviews the Board's committee structure and composition and makes recommendations annually to the Board regarding the appointment of directors to serve as members of each committee and as committee chairpersons.
- Monitors the composition and size of the Board and considers whether the number of directors on the Board is appropriate given the duties and structure of the Board and its committees.

Governance:

- Oversees the Company's corporate governance practices and procedures, including the Corporate Governance Principles, identifies best practices, and annually reviews and recommends to the Board for approval any changes to the documents, policies, and procedures in the Company's corporate governance framework.
- Develops, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversees the conduct of this annual evaluation.
- Develops and oversees a Company orientation program for new directors and a continuing education program for current directors, periodically reviews these programs, and updates them as necessary.
- Develops and recommends to the Board for approval director independence standards and standards for determining whether a director has a material relationship with the Company.
- Reviews and discusses with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nomination process, and recommends that these disclosures be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- Monitors compliance with the Company's Code of Conduct (the "Code"), oversees the investigation of any alleged breach or violation of the Code, and reviews the Code periodically with management.
- Reviews any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's Corporate Governance Principles, and evaluates and recommends to the Board whether such resignation should be accepted.

Sustainability and Corporate Responsibility:

- Oversees and advises the Board on the Company’s goals, strategies, and initiatives related to climate, sustainability, and ESG, including climate risks and opportunities; community and social impact; and disclosures and external stakeholder input related to human rights and human capital management; and diversity, equity, inclusion, and belonging.
- Oversees implementation of sustainability policies.
- Monitors the Company’s performance related to its sustainability and ESG goals, strategies, and initiatives.
- Reviews and oversees the Company’s sustainability and ESG-related statements and disclosures, including its annual ESG/sustainability report, and policies and procedures used to prepare them.
- Oversees and advises the Board on the Company’s sustainability and ESG-related engagement efforts with Share Owners and other key stakeholders, including employees, proxy advisory firms, non-governmental organizations (NGOs), and key ESG ratings agencies and providers.
- Develops and oversees a legal and regulatory compliance program for the Company, including the Company’s compliance with legal and regulatory requirements other than those related to accounting or financial reporting (which are the responsibility of the Audit Committee of the Board) or executive and Director compensation (which are the responsibility of the Talent, Culture, and Compensation Committee of the Board).
- Oversees and regularly reviews reports on the recommendations and actions of the Company’s Chief Compliance Officer; meets with the Chief Compliance Officer and other appropriate members of management regarding significant sustainability and ESG-related events and matters.
- Reviews and oversees the Company’s government relations strategies and activities, including any political activities, contributions, and lobbying activities, including with respect to trade associations or other business associations that engage in lobbying.
- Reviews and oversees the Company’s charitable and community investment activities, including overseeing the Company’s charitable contribution policy.

III. DELEGATION OF AUTHORITY

The Committee may create a subcommittee consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or listing rules.

The Committee may delegate any of its duties and responsibilities to one or more directors on the Committee, another director, or other persons to include the Company’s executive officers (within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended), unless otherwise prohibited by applicable laws or listing rules.

Any subcommittee, director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation.

The Committee may terminate any such subcommittee and revoke any such delegation at any time.

IV. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain, or obtain the advice of any consultant, independent legal counsel, executive/director search firm, or other advisor (“Advisor”) to assist the Committee in the performance of its duties. The Committee is directly responsible for the appointment, compensation, and oversight of the work of any such Advisor that the Committee retains. The Committee shall work with the Company to provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such Advisors.

The Committee shall not be required to implement or act consistently with the advice or recommendations of its Advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee shall assess the independence of and determine if any conflicts of interest exist with any Advisors retained by, or providing advice to, the Committee (other than the Company’s in-house counsel) prior to selecting or receiving advice from them. The Committee shall consider the factors specified in governing laws and regulations, and the listing standards of any applicable national securities exchange. The Committee shall periodically review whether an Advisor has relationships with the Company or individual directors that would present a conflict of interest, and whether each such Advisor has controls and procedures in place to prevent conflicts of interest. The Committee is not required to assess the independence of any Advisor that provides information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.

V. STRUCTURE AND OPERATIONS

The Committee will normally meet twice per year, or more frequently as circumstances dictate. The Committee shall report regularly to the Board regarding its activities and make recommendations to the Board as appropriate. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by video conference, telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. Minutes shall be kept of each meeting of the Committee. The Company’s Corporate Secretary, or a designee, shall take the

minutes of these meetings. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

VI. COMPOSITION

The Committee shall be comprised of at least three directors appointed by the Board, each of whom shall serve at the pleasure of the Board. The Board will designate a member of the Committee as chairperson. Each member of the Committee shall be an Independent Director. “***Independent Director***” means the Committee member is a “Non-Employee Director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and otherwise meets all independence requirements imposed by federal and state laws, or any rules, regulations, or listing standard of any applicable national securities exchange or the SEC.

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