

Kyndryl Holdings, Inc.
Nominating and Governance Committee Charter

Purpose and Organization

The purpose of the Nominating and Governance Committee is to advise and make recommendations to the Board with respect to corporate governance principles and directorship practices, and to recommend qualified candidates to the Board, consistent with the criteria approved by the Board, for election as directors of the Company, including the slate of directors that the Board proposes for election by stockholders at the Company's Annual Meetings.

Members of the Committee are appointed by the Board of Directors, upon the recommendation of the Committee. The members of the Committee serve until their successors are duly elected and qualified, and they may be removed by the Board of Directors in its discretion. Members of the Committee are outside directors who are not officers or employees of Kyndryl or its subsidiaries. These directors should be independent of management and free of any material relationship with the Company, and shall otherwise satisfy the independence standards of the New York Stock Exchange, as promulgated from time to time.

Roles and Responsibilities

1. The Committee is responsible for defining and articulating the Company's overall corporate governance structures.
2. The Committee is responsible for leading the search for qualified individuals for election as directors to ensure the Board has the right mix of skills and expertise and reviews director candidates on an on-going basis. The Committee actively identifies and recruits diverse candidates, including women and minority candidates, as part of the search process, and selects individuals based on all factors the Committee considers appropriate, which may include strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought, an ability to work collegially, age, diversity of background, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, relevant background and experience in fields such as finance and accounting, technology, compliance, cybersecurity and executive compensation and the size, composition and combined expertise of the existing Board.

The committee reviews and makes recommendations to the full Board, or determines, whether members of the Board should stand for re-election. The Committee considers matters relating to the retirement of members of the Board, including term limits or age limits, as well as the performance of such directors.

3. The Committee evaluates candidates for nomination for election to the Board, including those recommended by stockholders on a substantially similar basis as it considers other nominees (provided that such candidates are nominated in accordance with the Company's bylaws).

4. The Committee reviews and assesses the independence of each director nominee, at the time of initial election to the Board, prior to renomination, and at such times as the Board deems appropriate, taking into consideration applicable Securities and Exchange Commission rules and NYSE listing standards. The Committee also assesses transactions with related persons unless they are otherwise assessed in accordance with the Board's Policy on Related Person Transactions.
5. The Committee reviews and makes recommendations, as the Committee deems appropriate and in light of the then current policies of the Board as reflected in the Company's Board Corporate Governance Guidelines, as to the continued membership of a director on the Board in the event of (a) a change in position or responsibility in his or her principal occupation, (b) a significant ongoing time commitment that arises that may be inconsistent with such director's service on the Board, or (c) in the case of an independent director, a change in circumstances that would result in such director no longer being considered independent.
6. The Committee is devoted to the continuing review and articulation of the governance structure of the Board of Directors and as such is responsible for the development and recommendation to the Board of Directors of the Company's Board Corporate Governance Guidelines. The Committee should keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board changes to the Company's Board Corporate Governance Guidelines as may be appropriate.
7. From time to time, the Committee reviews the adequacy of, and as appropriate recommends amendments to, the certificate of incorporation and bylaws of the Company.
8. The Committee reviews and considers the Company's position and practices on corporate political or charitable contributions and environmental matters and, except as otherwise delegated to the other committees of the Board of Directors, corporate responsibility matters and monitors evolving environmental, corporate responsibility and governance risks and opportunities.
9. The Committee reviews and considers stockholder proposals.
10. The Committee reviews the committees of the Board and makes recommendations concerning the composition, functions and duties of the Board's committees, the creation of additional Board committees, or the elimination of Board committees.
11. The Committee periodically reviews and recommends to the Board the form and amount of non-management director compensation. In performing this review, the committee focuses on ensuring that the Company's outside directors have a proprietary stake in the Company and that the interests of the directors continue to be closely aligned with the interests of the Company's stockholders.
12. The Committee recommends to the Board a process for the Board's and each Committee's annual self-evaluation. The Committee also conducts an annual evaluation of its own performance.
13. The Committee has the authority to delegate appropriate matters to subcommittees as the Committee may determine in its discretion.

14. The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, as it may deem appropriate in its discretion, and may obtain advice and assistance from other advisors as required to assist in the execution of Committee responsibilities. The Committee has the sole authority to approve related fees and other retention terms.
15. The Chair of the Committee reports the actions and recommendations of the Committee to the full Board of Directors after each Committee meeting.
16. The Committee should review the adequacy of this Charter at least annually, recommending any proposed changes to the Board of Directors for approval. The Committee should also review the adequacy of the Charters of each of the other committees at least annually, recommending any proposed changes to the Board of Directors for approval.

Approved: January 25, 2023