

# LAZARD

## Nominating & Governance Committee Charter

### **Purpose**

The Nominating & Governance Committee is appointed by the Board of Directors (the “Board”) of Lazard, Inc. (the “Company”) to assist the Board by:

- (1) identifying and recommending individuals qualified to become Board members, consistent with criteria approved by the Board, and to serve on each committee of the Board;
- (2) recommending the director nominees for applicable meetings of stockholders;
- (3) reviewing the Company’s Corporate Governance Guidelines; and
- (4) leading the annual performance evaluation of the Board and its committees.

### **Committee Membership**

Each of the members of the Nominating & Governance Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”) and any other independence standards adopted by the Board.

The members of the Nominating & Governance Committee shall be appointed by the Board, and shall serve until their successors are duly elected and qualified or until their earlier death, resignation, disqualification, retirement or removal. One member of the Nominating & Governance Committee shall be appointed as its chairperson (the “Chairperson”) by the Board.

Nominating & Governance Committee members may be removed by the Board with or without cause at any time. A Nominating & Governance Committee member may resign by giving written notice to the Board and may resign their Nominating & Governance Committee membership without resigning from the Board.

### **Meetings**

The Nominating & Governance Committee shall meet as often as necessary to carry out its responsibilities. Special meetings of the Nominating & Governance Committee may be called by the Chairperson, the Board or by the majority vote of the members of the Nominating & Governance, and may be held in person or by means of remote communication. The Nominating & Governance Committee may also act by unanimous written consent of its members in lieu of a meeting.

The Chairperson shall preside at each meeting or, in the absence of the Chairperson, one of the other members of the Nominating & Governance Committee shall be designated as the acting chair of the meeting by the Nominating & Governance Committee members. All meetings of the Nominating & Governance Committee shall be held in a manner consistent with the By-laws of the Company, including the provisions regarding quorum, voting, notice and waiver, and written minutes of each meeting shall be duly filed in the Company records. Members of the Nominating & Governance Committee may participate in meetings of the Nominating & Governance Committee by means of conference call, electronic or other communications equipment by means of which all persons participating in the meeting can hear each other.

The Nominating & Governance Committee may request any officer, managing director or employee of the Company or the Company's outside counsel or other advisors attend a meeting of the Nominating & Governance Committee or to meet with any members of, or advisors to, the Nominating & Governance Committee.

### **Committee Authority and Responsibilities**

The Nominating & Governance Committee shall have the resources and sole authority to select, retain, obtain advice or assistance from, oversee the work of, terminate and approve the fees and other retention terms of any search firm to be used to identify director candidates and other legal, financial, accounting, consulting or other advisors as the Nominating & Governance Committee may deem necessary or appropriate in the performance of its duties in its sole discretion. The Company shall provide for appropriate funding, as determined by the Nominating & Governance Committee, for payment of (a) compensation to any search firm or other advisor employed by the Nominating & Governance Committee and (b) for ordinary administrative expenses of the Nominating & Governance Committee that it deems necessary or appropriate in carrying out its duties.

The Nominating & Governance Committee shall also perform the following duties and responsibilities:

1. Identify and screen individuals qualified to become directors (including candidates nominated by stockholders in accordance with the Company's By-laws), consistent with criteria approved by the Board, for recommendation to the Board.
2. Recommend to the Board director candidates to be nominated for election by stockholders at annual or special meetings of the Company's stockholders, or for appointment by the Board to fill vacancies or newly-created directorships.
3. Periodically review and make recommendations to the Board with respect to the Board's size, leadership structure, composition and governance processes, and practices.
4. Annually evaluate and recommend to the Board whether each director and any director nominee qualifies as "independent" under the applicable independence standards of the NYSE, the rules and regulations of the Securities and Exchange Commission and any other independence standards adopted by the Board.

5. Review and make recommendations to the Board following a change in a director's principal occupation, outside board service or other significant change in circumstance or when a director tenders his or her resignation pursuant to the Company's majority vote policy, as required by the Company's Corporate Governance Guidelines.
6. Periodically review and oversee director succession planning, including succession plans for key leadership positions on the Board (such as the Chairperson of the Board, the Lead Independent Director (if applicable) and the chair of each committee).
7. Annually review and make recommendations to the Board with respect to the compensation and benefits of non-employee directors, including under any incentive compensation plans and equity-based compensation plans.
8. Oversee the annual self-evaluation process of the Board and its committee and report the results of such evaluation annually to the Board.
9. Review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
10. Review and oversee actual or potential conflicts of interest and related party transactions involving directors and executive officers in accordance with the Company's policies.
11. Periodically review and monitor compliance with the Company's aircraft usage policy for directors, executive officers and senior employees and approve any proposed changes with respect thereto.
12. Review the Company's corporate sustainability reporting (if any).
13. Periodically review and discuss sustainability matters affecting the Company as it deems appropriate, including with respect to environmental and social topics, and make recommendations to the Board on any actions to be taken regarding such matters. As part of this responsibility, the Nominating & Governance Committee may allocate key sustainability priorities to the other committees of the Board for collaboration and review.
14. Make regular reports to the Board.
15. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
16. Annually evaluate its performance and report the results of such evaluation to the Board.
17. Perform such other activities consistent with this Charter, the By-laws of the Company and applicable law as the Nominating & Governance Committee deems necessary or appropriate.

18. Discharge such other duties and responsibilities as may be delegated to the Nominating & Governance Committee by the Board from time to time.

**Delegation**

To the extent permitted by applicable law, the Nominating & Governance Committee may, in its discretion, delegate all or a portion of its authority or responsibilities to individuals or subcommittees consisting of one or more members when it deems appropriate.