NPK INTERNATIONAL INC.

NOMINATING AND CORPORATE

GOVERNANCE COMMITTEE CHARTER

ORGANIZATION

This charter governs the operations of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of NPK International Inc. (the "Company"). The Committee shall consist of not less than three "Independent Directors" (as herein defined). The number of directors constituting the Committee, and those serving on the Committee ("Members"), shall be determined annually by the Board. Members shall serve during their respective terms as directors, subject to earlier removal by the Board. The Company's management, independent auditors and corporate counsel and other consultants and advisors may attend each meeting or portions thereof as requested by the Committee. The Committee shall hold at least three meetings each year and may call special meetings when necessary. In fulfilling its responsibilities, the Committee may delegate any or all of its responsibilities and authority to a subcommittee of the Committee. The Committee may also delegate its authority to a committee comprised of one or more directors (whether or not such directors serve on the Committee) or to one or more officers, in each case as the Committee deems appropriate; provided, however, the Committee may not delegate any power or authority required by law, regulation or listing standard to be exercised by the Committee.

INDEPENDENCE

Each Member of the Committee must be an "Independent Director," as defined in the rules of the New York Stock Exchange and the Company's Corporate Governance Guidelines.

PURPOSE

The purpose of the Committee shall be (1) to oversee the Company's sustainability program, (2) to assist and advise the Board with respect to the size, composition and functions of the Board, (3) to identify individuals qualified to become members of the Board and to recommend that the Board select a group of qualified nominees for each annual meeting of the Company's stockholders, (4) to develop and recommend to the Board a set of corporate governance principles applicable to the Company, and (5) to engage in succession planning for the Board.

RESPONSIBILITIES

The following functions shall be the principal responsibilities of the Committee, provided, however, that the Board and the Committee may supplement these functions as they deem appropriate and may establish policies and procedures from time to time that they deem necessary or advisable in fulfilling the responsibilities of the Committee.

1. The Committee shall periodically evaluate and make recommendations to the Board with respect to the size and composition of the Board, including the proportion of the members of the Board who are Independent Directors.

2. The Committee shall diligently seek to identify prospective directors who will strengthen the Board and shall select and evaluate prospective directors (including incumbent directors) in accordance with the criteria set forth in the Company's Corporate Governance Guidelines and such other criteria and factors as the Board or the Committee may deem appropriate. These criteria and factors may include expertise, experience, viewpoint, judgment, and background, and the interplay of the candidate's experience with the experience of other Board members. As part of the search process for each new director, the Committee shall endeavor to include in the pool from which Board nominees are chosen qualified candidates of diverse personal backgrounds, viewpoints and experiences.

3. The Committee shall submit to the Board the candidates for director to be recommended by the Board for election at each annual meeting of stockholders and to be added to the Board at any other times, including to fill vacancies and newly created directorships. The candidates shall include a sufficient number of persons who upon election would be Independent Directors having the skills, experience and other characteristics necessary to provide qualified persons to fill all Board committee positions required to be filled by independent directors having such qualifications. The Committee also shall consider director candidates proposed by stockholders for election to the Board in compliance with the requirements in the Company's bylaws for submitting stockholder nominations.

4. The Committee shall annually review the Board's leadership structure and recommend changes to the Board as appropriate.

5. The Committee shall evaluate and consider succession planning for the Board and key leadership roles on the Board and its committees.

6. The Committee shall review directorships at other for-profit organizations offered to directors and senior officers of the Company.

7. The Committee shall schedule in advance and convene at least two meetings during each calendar year for the non-employee directors, without management present. The Committee may require the presence at such meetings or portions thereof of such management employees, if any, including senior management and subordinate management, as the Members of the Committee shall determine. The non-employee directors may meet without management present at such other times as they shall determine. Such meetings (in addition to regularly scheduled meetings) may be called by any two non-employee directors or by the Committee Chairman.

8. The Committee shall assist the Company in developing and maintaining an orientation program for new directors and a continuing education program for all directors.

9. The Committee shall oversee the evaluation processes of management and the

Board, and at least annually report to and discuss with the Board its assessment and recommendations, if any.

10. The Committee shall at least annually assess, report to and discuss with the Board (a) the qualifications of the members of each committee of the Board and (b) the Committee's recommendations, if any, as to (i) committee member appointments and renewals, (ii) committee structure and operations (including authority to delegate to subcommittees) and (iii) committee reporting to the Board. Members and chairpersons of each committee of the Board, including the chairman of the Committee, shall be recommended to the Board by the Committee and appointed by the full Board.

11. The Committee shall (a) develop and recommend to the Board a Corporate Governance Guidelines comprising a set of corporate governance principles applicable to the Company; (b) review and assess the adequacy of the Corporate Governance Guidelines at least annually and recommend to the Board any changes deemed appropriate; and (c) advise the Board on corporate governance matters.

12. The Committee shall coordinate the development of and recommend to the Board a Code of Conduct for Directors and Officers of the Company and review and assess the adequacy of such Code of Conduct at least annually and recommend to the Board any changes deemed appropriate.

13. The Committee shall review the Company's insider trading policy periodically, and recommend changes to the Board as appropriate.

14. The Committee shall oversee and make recommendations to the Board regarding sustainability matters material to the Company's business and long term strategy. The Committee shall oversee the Company's external reporting on sustainability matters.

15. The Committee shall oversee from a governance perspective and make recommendations to the Board regarding the Company's stockholder engagement program as well as any stockholder proposals related to matters overseen by the Committee.

16. The Committee shall receive a report annually from management on, and report and make recommendations to the Board regarding material sustainability and regulatory matters that pertain to the responsibilities and duties of the Committee.

17. The Committee shall have the sole authority and right to retain and terminate search firms, consultants, legal counsel and other advisors of its choosing to assist the Committee in connection with its functions. The Committee shall have the sole authority to approve the fees and other retention terms of these advisors at the expense of the Company and not at the expense of the Members of the Committee.

18. The Committee shall report regularly to the Board of Directors.

19. The Committee shall at least annually review and assess its performance.

20. The Committee shall review this charter at least annually and recommend to the Board any changes it deems appropriate.

FUNDING

The Company shall issue payments as directed by the Committee, of compensation to the search firms, consultants, legal counsel and other advisors retained by the Committee in its discretion pursuant to this charter.

MEETINGS

Meetings may be conducted on reasonable notice to the Committee Members, by such means and at such times and places as deemed appropriate by the Committee Chairman. The Committee shall maintain written minutes of its meetings; the Committee also may act by unanimous written consent.

Adopted by the Board of Directors - June 11, 2003

Amended – September 9, 2008

Amended – November 6, 2013

Amended – November 14, 2017

Amended – November 13, 2018

Amended – November 20, 2019

Amended – November 16, 2020

Amended – February 22, 2021

Amended – November 13, 2023

Amended – November 14, 2024

Amended – November 10, 2025