

# UL SOLUTIONS INC.

## CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of UL Solutions Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws, that certain Stockholder Agreement of UL Solutions Inc., dated as of April 2, 2024, by and between the Company and ULSE Inc. (“**ULSE**”), a Delaware nonprofit nonstock corporation (the “**Stockholder Agreement**”) and the Company’s other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines shall be reviewed by the Nominating and Corporate Governance Committee of the Board from time to time and are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations. For so long as the Stockholder Agreement is in effect, these Guidelines will be interpreted to be consistent with such agreement.

### I. THE BOARD

#### A. Independence of the Board

Except as otherwise permitted by the applicable New York Stock Exchange (“**NYSE**”) rules, the Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) as required under NYSE rules.

#### B. Separate Sessions of Non-Management Directors and Non-ULSE Designated Directors

The non-management directors will meet in executive session without management directors or management present on a regularly scheduled basis. The Board will hold an executive session including only Independent Directors at least once per year. Notice to directors of the date, place and time of any executive session of the Board shall be given to each director, as applicable, by the Secretary of the meeting in accordance with the Company’s bylaws. The Chair of the Board or the lead director, as applicable, shall report any actions taken in executive session of the Board to the Secretary of the Company for purposes of documenting such actions in the minutes of such meeting.

For so long as ULSE has the right to designate at least one person for election to the Board pursuant to the Stockholder Agreement, those directors who were not designated for election by ULSE (the “**Non-ULSE Designated Directors**”) will meet in executive session without management directors, directors designated for election to the Board by ULSE or management present on a regularly scheduled basis. Notice to directors of the date, place and time of such meeting of the Non-ULSE Designated Directors shall be given to each director, as applicable, by

the Secretary of the meeting in accordance with the Company's bylaws. The Chair of the Board or the lead director, as applicable, shall report any actions taken in such meeting of the Non-ULSE Designated Directors to the Secretary of the Company for purposes of documenting such actions in the minutes of such meeting.

C. Lead Director

From time to time, the Board may determine that the Board should have a lead director. In the event that the Board makes such a determination, the Chair of the Nominating and Corporate Governance Committee shall serve as such lead director; provided, that, if the Chair of the Nominating and Corporate Governance Committee is not (i) an Independent Director or (ii) a Non-ULSE Designated Director, the Non-ULSE Designated Directors shall elect such lead director. Such lead director's responsibilities would include, but are not limited to: presiding over all meetings of the Board at which the Chair of the Board is not present, including any executive sessions of the Independent Directors or Non-ULSE Designated Directors; reviewing Board meeting schedules and agendas; and acting as the liaison between the Independent Directors or Non-ULSE Designated Directors, on the one hand, and the Chair of the Board, on the other hand. The Board may modify its leadership structure in the future as it deems appropriate.

D. Director Qualification Standards and Additional Selection Criteria

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Attachment A to these Corporate Governance Guidelines. In addition, the Nominating and Corporate Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

E. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. Management will provide opportunities for additional education for all directors on matters relevant to the Company and its business.

F. Service on Other Boards

The Board recognizes that its members benefit from service on the boards of other companies and it encourages such service. The Board also believes, however, that it is critical that directors have the opportunity to dedicate sufficient time to their service on the Company's Board. To that end, absent special circumstances approved by the Board, a director may not serve on the boards of more than four other public companies and members of the Audit Committee may not simultaneously serve on the audit committee of more than two other public companies; *provided that*, any director who also serves as the Chief Executive Officer of the Company should not serve on more than one public company board in addition to the Company's Board. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Chair of the Board, the Chair of the Nominating and Corporate Governance Committee and the Company's Chief Legal Officer. The Chair of the Board, the Chair

of the Nominating and Corporate Governance Committee and the Company's Chief Legal Officer shall review the proposed board membership to ensure compliance with these Guidelines, applicable laws and policies.

Service on other boards and/or committees shall be consistent with the Company's conflict of interest policies. Directors are prohibited from holding public office or government appointments while serving on the Board, unless expressly approved by the Nominating and Governance Committee.

G. Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Chair of the Nominating and Corporate Governance Committee and the Chair of the Board of such circumstances and is expected to offer to resign from the Board. The Nominating and Corporate Governance Committee, will consider the circumstances, and will recommend to the Board whether any such resignation should be accepted.

H. Term Limits and Mandatory Retirement

As each director is periodically subject to election by stockholders, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

Directors will not be nominated for election or re-election to the Board after their 75<sup>th</sup> birthday. However, upon the recommendation of the Nominating and Corporate Governance Committee, the Board may nominate director candidates who have reached their 75<sup>th</sup> birthday, if it determines that doing so is in the best interest of the Company. Any such determination shall be reviewed on an annual basis.

I. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of all stockholders;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company; and

- ensuring that the business of the Company is conducted so as to further the long-term interests of its stockholders.

J. Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. The Human Capital and Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. The Company's executive officers do not receive additional compensation for their service as directors.

Except as otherwise permitted by the applicable NYSE rules, members of the Audit Committee and Human Capital and Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation.

K. Stock Ownership

The Board believes that, in order to more closely align the interests of directors with the interests of the Company's other stockholders, all directors should maintain a minimum level of equity interests in the Company's common stock. The Human Capital and Compensation Committee is responsible for periodically reviewing the stock ownership guidelines for directors and making recommendations to the Board.

L. Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer of the Company, and such contact shall otherwise be pursuant to procedures set forth by the Chief Executive Officer of the Company.

M. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

N. Self-Evaluation

The Nominating and Corporate Governance Committee will oversee an annual assessment of the Board and its committees.

## **II. BOARD MEETINGS**

### **A. Frequency of Meetings**

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

### **B. Director Attendance**

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the non-management directors and Independent Directors, as applicable), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chair of the Board or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference or video conference in the case of an in-person meeting.

Although the Company does not have a formal policy regarding attendance by Board members at annual meetings of stockholders, directors are expected to attend such meetings.

### **C. Attendance of Non-Directors**

The Board encourages the Chair of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

### **D. Advance Receipt of Meeting Materials**

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

## **III. COMMITTEE MATTERS**

The Board is currently required to have three (3) standing committees: (i) the Audit Committee, (ii) the Human Capital and Compensation Committee and (iii) the Nominating and Corporate Governance Committee, and any other committees as determined from time to time by

the Board. Absent special circumstances, each committee shall consist of a minimum of three directors. Each committee will perform its duties as assigned by the Board in compliance with the Company's bylaws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve. Notice to directors of the date, place and time of any meeting of a committee of the Board shall be given to each director by the Secretary of the meeting in accordance with the Company's bylaws. The Chair of the applicable committee shall report any actions taken in executive session of a committee to the Secretary of the Company for purposes of documenting such actions in the minutes of such meeting.

#### **IV. SUCCESSION PLANNING**

The Nominating and Corporate Governance Committee (or committee(s) delegated by the Nominating and Corporate Governance Committee) will (i) work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence, and (ii) periodically review the performance of the Chief Executive Officer.

#### **V. COMMUNICATIONS TO THE BOARD**

Anyone may communicate with the Board, any individual director, or non-management or independent directors by sending a written communication to the Secretary of the Company at:

Mail: UL Solutions Inc.  
Attention: Secretary  
333 Pfingsten Road  
Northbrook, Illinois 60062

E-mail: [stockholdercommunications@ul.com](mailto:stockholdercommunications@ul.com)

The Secretary of the Company will maintain a record of all such communications and promptly forward to the Chair of the Nominating and Corporate Governance Committee those that the Secretary believes require immediate attention. The Secretary shall periodically provide the Chair of the Nominating and Corporate Governance Committee with a summary of all such communications. The Chair of the Nominating and Corporate Governance Committee shall notify the Board or the chairs of the relevant committees of the Board of those matters that he or she believes are appropriate for further action or discussion.

*Approved by the Board of Directors to be effective December 1, 2025*

**UL Solutions Inc.**

**Attachment A**

**Director Qualification Standards and Additional Selection Criteria**

*Director Qualification Standards:*

The Nominating and Corporate Governance Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong reputation, strong ethics and values and the ability to make mature business judgments.

*Additional Selection Criteria:*

In evaluating director candidates, the Nominating and Corporate Governance Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant:

- A.** The candidate's experience in corporate or senior management, such as serving as an officer or former officer of a publicly held company, governmental body or the military;
- B.** The candidate's experience as a board member of another publicly held company or nonprofit organization;
- C.** The candidate's professional and academic experience relevant to the Company's industry;
- D.** The strength of the candidate's leadership skills;
- E.** The candidate's experience in finance and accounting and / or executive compensation practices;
- F.** Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable;
- G.** The candidate's geographic background, as well as the candidate's diversity of perspective, including gender, age, race, nationality and ethnicity;
- H.** Whether the candidate qualifies as an Independent Director under NYSE and SEC rules; and
- I.** Whether the candidate possesses skills deemed pertinent in light of the current needs of the Board and/or Board committees.

In addition, the Board will consider whether there are actual or potential conflicts of interest with the candidate's other personal and professional pursuits.

The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.