

## **Mettler-Toledo International Inc. Corporate Governance Guidelines**

### **Director Qualifications**

The Board of Directors should be composed of successful individuals who demonstrate integrity, reliability, knowledge of corporate affairs, a general understanding of the company's business, and an ability to work well together. Diversity in business background, area of expertise, gender, and ethnicity should be considered. Longer-term board succession will also be considered taking into account the demographics of respective board members.

The Board should be composed of individuals who satisfy *at least one* of the following criteria:

- Demonstrated management ability at senior levels in successful organizations;
- Current or recent employment in positions of significant responsibility and decision-making;
- Expertise in leading or advising rapidly growing multi-national organizations; and
- Current and prior experience related to anticipated Board and committee responsibilities in areas of importance to the company.

and *all* of the following criteria:

- a strong desire to make a contribution to the company, reflected in part through the commitment and ability to attend all scheduled Board and committee meetings, and to devote a reasonable amount of time outside of meetings to company business
- sufficient time to adequately study relevant materials and prepare for meetings
- independence from the company and management (for non-employee directors)
- the ability to understand and analyze the company's business, including its financial condition and public disclosure documents
- integrity with a code of personal honor and ethics above reproach
- wisdom and breadth of vision
- an inquiring mind and ability to speak it articulately and succinctly
- the ability to challenge, support, and motivate senior management
- the potential to contribute with different specialization, viewpoints, and creativity
- the capability and willingness to function as a member of a diverse group
- knowledge and experience that bear on the company's business
- a record of accomplishment in one's own life
- an understanding of the Board's role in corporate governance
- the ability to participate actively on one or more committees of the Board
- Committee members must also comply with the specific requirements set out in the respective committee charters

## **Director Nomination Process**

1. When there is an actual or anticipated board vacancy, the Nominating and Corporate Governance Committee will, together with the Chairman of the Board and the Chief Executive Officer, determine the specific qualifications, qualities and skills that are desired for potential candidates to fill that vacancy.
2. Candidates' names may be suggested by any of the Nominating and Corporate Governance Committee or other Board members, or by third parties engaged for that purpose by the Committee, or by shareholders pursuant to applicable rules and regulations.
3. The Nominating and Corporate Governance Committee will receive all candidates' names. Candidates who meet the specific qualifications, qualities, and skills relevant to the specific vacancy will be required to provide information regarding their background, experience, independence, and other information. Candidates must also agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with these Guidelines.
4. As a general rule, members of the Nominating and Corporate Governance Committee, the Chairman of the Board, the Chief Executive Officer, and in appropriate cases other Board members, will interview candidates who are under active consideration.
5. Following these interviews, the Nominating and Corporate Governance Committee will consider each candidate.
6. The Nominating and Corporate Governance Committee will ensure that each candidate meets the specific qualifications, qualities, and skills that are desired for candidates to fill the relevant vacancy. The Committee will also ensure that all candidates otherwise satisfy the Director Qualifications set out in the company Corporate Governance Guidelines.
7. The full Board will then consider candidates that have been proposed by the Nominating and Corporate Governance Committee.

## **Majority Voting; Director Resignation Policy**

In accordance with the company's By-Laws, in any election other than one where the number of nominees exceeds the number of directors to be elected, each director shall be elected by the affirmative vote of a majority of the votes cast with respect to the director. Directors that fail to receive the required number of votes for re-election will tender their resignation. The Board will act on an expedited basis to determine whether to accept the director's resignation, and will publicly disclose its decision within 90 days after the results of election are certified. The director whose resignation is under consideration will abstain from participating in any decision regarding that resignation. The Board may consider any factor it deems relevant in deciding whether to accept a director's resignation. If the resignation is not accepted, the director will continue to serve until the next annual meeting and until the director's successor is elected and qualified.

The Board shall nominate for election or re-election as directors only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as directors, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they are nominated for re-election and (ii) Board acceptance of such resignation. In addition, it is the policy of the Board to fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with these Guidelines.

### **Director Retirement Policy**

The Board has adopted a retirement policy, pursuant to which directors will retire on the day of the annual meeting that follows their 72nd birthday. In adopting the policy, the Board considered the importance of ensuring a mix of ages among board members and the balance of continuity versus fresh perspectives.

### **Director Responsibilities**

The primary responsibility of the Board is to represent and protect the interests of the company's shareholders. The Board strives to foster the long-term success of the company in a manner that is consistent with its obligations to shareholders. Board members will act in good faith in the best interests of the company, and will disclose circumstances that may give rise to a conflict of interest.

The Board expects that its members will attend meetings of the Board and the annual meeting of shareholders. As a general rule, information and data that are important to understanding the business of the meeting will be distributed to members in advance. The Board expects that its members will review these materials in advance so that meeting time may be conserved and discussion time focused on the Board's questions.

### **Director Independence**

The Board will evaluate directors considering the following criteria: (i) independence under the rules of the New York Stock Exchange; and (ii) no relationships with the company (other than as a director or shareholder) or only immaterial relationships. The Board has determined that the following types of relationships are categorically immaterial:

- Commercial business relationships where METTLER TOLEDO buys from or sells to companies where directors serve as employees, or where their immediate family members serve as executive officers, and where the annual purchases or sales are less than the greater of \$1 million or 2% of either company's consolidated gross revenues.

### **Director Orientation and Training**

New directors will receive an orientation to the company and its business that may include background material, meetings with senior management, and visits to company facilities. In addition, the Board expects to arrange continuing training for its members on the scope of the company and its businesses and on the directors' roles and responsibilities.

### **Director Access to Management and Independent Advisors**

Board members will have appropriate access to members of the company's management. As the Board determines may be necessary and appropriate, Board members may also have access to the company's and/or its' own independent outside advisors.

### **Meetings of Non-Management Directors; Presiding Director**

The Board will schedule regular executive sessions for its non-management members. At least once each year, the independent directors will have a separate meeting. One director will act as Presiding Director, which function shall rotate periodically among the non-management directors or as otherwise agreed.

### **Director Compensation**

The Board believes that directors should be compensated as is reasonable and customary in the company's industry and for similarly-situated companies. The Board also believes that director compensation should have a meaningful link to company performance. The Board will periodically review director compensation.

### **Company Equity Hedging Policy**

The Board and the company's executive officers are prohibited from hedging the ownership of METTLER TOLEDO securities, including trading in publicly-traded options, puts, calls, or other derivative instruments that are directly related to METTLER TOLEDO securities.

### **Leadership Development and Management Succession**

Ensuring continuity of strong leadership is a primary responsibility of the Board. Accordingly, the Board believes that selection of a CEO should be based on the needs of the company. Factors the Board will consider in CEO candidates include personal and professional ethics, performance accountability, background and experience, and fit within the company's business and culture.

The Board will perform regular evaluations of the CEO based on specific and objective performance criteria.

The Board should have available, on a continuing basis, the CEO's recommendation for his/her successor in the event of an emergency or retirement.

### **Evaluation of the Board; Individual Evaluations**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. Among other things, the Board may make reference to a competency and skills matrix in performing its evaluation. In addition, the Chairman will hold individual evaluation discussions with all board members once a year.

[Approved by the Board of Directors: February 2018]