

## LEAD INDEPENDENT DIRECTOR CHARTER

### **I. Purpose.**

In circumstances where the Chairman (the “Chairman”) of the Board of Directors (the “Board”) of Franklin Electric Co., Inc. (the “Company”) is not independent, the Board has determined that it would be useful and appropriate to designate a Lead Independent Director to serve as a liaison between the Chairman and the independent directors. This Charter is adopted in further implementation of that determination. For purposes of this Charter, “independent” means meeting the requirements for independent directors under NASDAQ Stock Market Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

The Lead Independent Director shall be appointed by a majority of the independent directors and serve for a two-year term; however, he or she may be removed or replaced by a majority of the independent directors at any time. The Lead Independent Director will receive such additional compensation for his or her services as the Board may determine.

Nothing in this Charter shall impair the respective responsibilities of the Board’s Committees or affect the roles of those Committees’ respective chairs or members.

### **II. Responsibilities.**

The specific responsibilities of the Lead Independent Director when acting as such shall be as follows:

- Acting as a liaison between the Chairman and the Independent Directors;
- Being available as a resource to consult with the Chairman and other Board members on corporate governance practices and policies and monitoring of the same;
- Serving as a sounding board on the development and presentation of significant issues, plans and strategies for Board consideration;
- Assisting the Chairman and Secretary in setting the Board agenda and determining what materials will be provided to the directors and the outside general counsel in advance of Board meetings and ensuring that the agenda items receive adequate time for discussion and deliberation;
- Advising the Chairman as to the quality, quantity and timeliness of the flow of information from management that is necessary for the Independent Directors to effectively and responsibly perform their duties;
- Providing leadership to the Board to ensure that the Board works cohesively and independently;
- Determining when the Board should meet in executive session without management present, coordinating and developing the agenda for, and chairing, such executive sessions;
- Communicating to the Chairman the substance of the discussions occurring at executive sessions;

- In consultation with the Corporate Governance Committee, determining the process annually for evaluating Board performance;
- In consultation with the Corporate Governance Committee, determining the process annually for evaluating Board committee structure, organization and charters and evaluating the need for any changes;
- In conjunction with the MOCC, evaluate, annually, the performance of the CEO;
- Together with the Chairman, considering questions of possible conflicts of interest of the Board members (also considering questions of possible conflicts of interest of the Chairman); and
- In the event of the incapacitation of the Chairman, serving as non-executive chairman until a permanent chairman is appointed.

The Lead Independent Director shall also perform any additional responsibilities delegated to the Lead Independent Director by the Board.

### **III. Advisors.**

The Lead Independent Director shall have access, at the Company's expense, to the Company's outside legal counsel for such advice as may be requested by the Lead Independent Director or the independent directors. The Lead Independent Director shall have the authority to retain, at the expense of the Company, such outside counsel, accountants, experts and other advisors as the Lead Independent Director determines appropriate in the performance of the Lead Independent Director's responsibilities.

### **IV. Charter Review.**

On an annual basis, the Lead Independent Director shall review the adequacy of this Charter and recommend to the Board any modifications or changes the Lead Independent Director determines necessary or appropriate for approval by the Board (including a majority of the independent directors).

Effective: July 26, 2019