



Governance and Sustainability Committee Charter

Committee Membership

The Governance and Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of Artisan Partners Asset Management Inc. (the “Company”) shall consist of three or more members of the Board, each of whom is “independent” under the rules of the New York Stock Exchange as determined by the Board.

The members of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be appointed by the Board based on recommendations by the Committee as set forth below. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purposes

The purposes of the Committee are to:

1. Develop and recommend to the Board corporate governance policies, practices and guidelines applicable to the Company.
2. Assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board director nominees for election at each annual meeting of stockholders or candidates to fill vacancies or newly created directorships that may occur between stockholders meetings.
3. Recommend to the Board nominees for appointment to Board committees.
4. Oversee the evaluation of the Board and its committees.
5. Oversee and advise the Board regarding sustainability matters, including environmental, social and governance (ESG), and diversity, equity and inclusion (DEI) matters, that are significant to the Company.

Committee Duties and Responsibilities

To carry out its purposes, the Committee shall have the following duties and responsibilities:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. Identify and evaluate individuals believed to be qualified to become Board members, consistent with criteria approved by the Board and such other factors as required by applicable law or listing standards or as it deems appropriate and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. The Committee shall consider all candidates nominated by the Company’s stockholders in accordance

with the procedures set forth in the Company's organizational documents and annual proxy statement. The Committee may consider candidates proposed by management but is not required to do so.

3. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration any criteria approved by the Board or Committee and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
4. Monitor any orientation and continuing education programs for Board members.
5. Oversee the evaluation of the Board and management (in the case of the Chief Executive Officer and other executive officers, in conjunction with the Compensation Committee of the Board).
6. Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director, if the Board determines the development of such guidelines would be prudent.
7. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and periodically review those guidelines and recommend any changes to the Board.
8. Review the qualifications and independence of each of the members of the Board on a regular basis, including the suitability for continued service as a Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change. Upon completing such review, the Committee shall provide its assessment to the Board.
9. Oversee the Company's approach to sustainability matters, including ESG and DEI matters, that are significant to the Company to ensure they align with the Company's overall long-term business strategy and, as appropriate, make recommendations on such matters to the full Board. In connection with its oversight of sustainability matters, the Committee will monitor the Company's sustainability initiatives and review its material public disclosures regarding sustainability, including the Company's annual sustainability/ESG report.
10. Periodically review the code of business conduct applicable to the Company and recommend any changes to the Board.
11. Review the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.
12. Report to the Board on a regular basis, and not less than once per year.
13. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members, corporate governance policies or sustainability matters.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. Meetings shall occur at a time and place determined by the Committee chairperson, and actions may be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chairperson. A quorum for purposes of transacting business at any meeting shall consist of at least a majority, but no fewer than two, of the members of the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Except to the extent the Committee determines otherwise with respect to a particular meeting or portion of a meeting, meetings of the Committee shall be open to all members of the Board. The Committee may invite such members of management or other persons to its meetings as it deems appropriate.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Performance Evaluation

The Committee shall conduct and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other person designated by the Committee to make the report.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, obtain, retain, terminate and approve the fees and other retention terms of legal counsel, experts, consultants or other advisers, as it deems necessary or appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

The Company shall provide for appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for payment of:

1. Compensation of any counsel, experts, consultants or advisers employed by the Committee; and
2. Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.