

MATIV HOLDINGS, INC.
COMPENSATION COMMITTEE CHARTER

Amended and restated as of September 16, 2025

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Mativ Holdings, Inc. (the “Company”) for the purpose of (i) discharging the Board’s responsibilities with respect to the compensation of the Company’s directors and executive officers, (ii) evaluating and approving the Company’s director and officer compensation plans, policies and programs, (iii) reviewing the compensation discussion and analysis (“CD&A”) prepared by management for inclusion in the Company’s proxy statement and delivering the report of the Committee required to be included in the Company’s proxy statement or annual report and (iv) carrying out the other responsibilities set forth in this Committee Charter and such other duties that the Board may assign. In the event of any inconsistency between this Committee Charter and the Amended and Restated Bylaws of the Company, dated as of March 11, 2025 (the “Bylaws”), the Bylaws will control.

Membership

1. The Committee shall consist of no fewer than three members, each of whom shall be elected by a majority vote of the Board. Committee members may be removed by the Board in its discretion (subject to the terms set forth in the Bylaws).
2. The members of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”) and any other requirements deemed by the Company to be applicable, including any requirements imposed by the United States Securities and Exchange Commission or the Internal Revenue Service. Determinations as to whether a particular director satisfies the requirements for membership on the Committee will be made by the Board.
3. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory requirements.
4. The Chairperson shall be designated by the Board (subject to the terms set forth in the Bylaws).

Authority and Responsibilities

The following are the principal responsibilities and duties of the Committee. These responsibilities are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

1. The Committee shall have the sole authority to retain or obtain the advice of any compensation consultants, independent legal counsel or other advisers (“Committee Advisers”) to assist in the evaluation of director, Chief Executive Officer or executive officer compensation. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Advisers retained by the Committee and shall receive funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee

Advisers. To the extent required by the NYSE rules, the Committee shall assess the independence of any Committee Advisers, taking into account the factors specified in such rules. In selecting a compensation consultant, the Committee shall also evaluate whether the compensation consultant presents any potential conflicts of interest and, as appropriate, make any required disclosures.

2. The Committee shall periodically review and approve the Company's compensation strategy to ensure that management is rewarded appropriately for its contributions to the Company's growth and profitability and that the executive officer compensation strategy supports the Company's objectives and stockholder interests.
3. The Committee shall include in its review, at least annually, an evaluation of the risks arising from the Company's compensation policies and practices as to all employees and whether they are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking, and, as appropriate, make any required disclosures.
4. The Committee shall annually review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and, to the extent requested by the Board, determine and approve, or recommend to the independent members of the Board for determination and approval, the Chief Executive Officer's compensation levels based on this evaluation including:
 - (a) the annual base salary level,
 - (b) the annual incentive opportunity level,
 - (c) the long-term incentive opportunity level,
 - (d) employment agreements, severance arrangements and change in control agreements/provisions, in each case as, when and if appropriate,
 - (e) any equity-based compensation and
 - (f) any special or supplemental benefits.
5. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee may consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies and the awards given to the Chief Executive Officer in past years.
6. The Committee shall periodically review and recommend to the Board the annual retainer, meeting fees and any other compensation for all directors for Board service, service on committees and for chairpersons of committees, as well as any additional or special compensation, payment or grant of an item of value to any director that is not directly related to attendance at Board or committee meetings.
7. The Committee, in consultation with the Chief Executive Officer, shall review and approve new entrants to the Long-Term Incentive Plan and annually review and approve the compensation for the Company's other executive officers, including:
 - (a) the annual base salary level,
 - (b) the annual incentive opportunity level,
 - (c) the long-term incentive opportunity level,
 - (d) employment agreements, severance arrangements and change in control agreements/provisions, in each case as, when and if appropriate,
 - (e) any equity-based compensation and
 - (f) any special or supplemental benefits.

8. The Committee shall approve, subject, to the extent applicable, to any requirement of stockholder approval, all new equity-related incentive or other compensation plans for executive officers or directors or amendments to any existing equity-based incentive or compensation plan.
9. The Committee shall recommend to the Board stock ownership guidelines, if any, for the executive officers and directors of the Company and monitor compliance with such guidelines.
10. The Committee shall review the results of any advisory stockholder votes on executive officer compensation and consider whether to recommend adjustments to the Company's executive officer compensation policies and practices as a result of such votes.
11. To the extent required by law or applicable regulation or otherwise deemed advisable by the Committee, the Committee shall develop and implement policies with respect to the recovery or "clawback" of any excess compensation paid to any of the Company's executive officers and administer and enforce any clawback policy consistent with the terms of the policy.
12. The Committee may form and delegate authority to subcommittees when appropriate. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as in effect from time to time.
13. The Committee shall make regular reports to the Board.
14. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
15. The Committee shall review and discuss with management the CD&A to be included in the Company's proxy statement or annual report. Following this review, the Committee shall report to the full Board of Directors on its review and shall provide the Board with its recommendation on whether or not to include the CD&A in the Company's proxy statement or annual report with or without modification. The Committee shall also prepare the report required by Item 407(e)(5) of Regulation S- K to be included in the Company's proxy statement or annual report.
16. The Committee shall evaluate its performance annually.
17. Perform such other activities within the scope of its functions as the Committee may determine or as may otherwise be required by law or regulation, or as may be assigned from time to time by the Board.

Meetings

The Committee shall hold at least three meetings each year and such additional meetings as determined by the Compensation Committee or by its Chairperson. Meetings may be held in person, by conference telephone, video conference, or by other communications equipment in which all persons participating in the meeting can hear each other, as needed to conduct the business of the Committee.

A majority of the members of the Committee shall constitute a quorum for the transaction of business and the affirmative vote of the majority of those present shall be necessary for any action by the Committee. The Committee may take action by unanimous written consent in lieu of a meeting. The Committee shall periodically meet in executive session without the presence of management.