

**KENVUE INC.**

**BOARD OF DIRECTORS**

**NOMINATING, GOVERNANCE & SUSTAINABILITY COMMITTEE**

**CHARTER**

**Purpose**

The Nominating, Governance & Sustainability Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of Kenvue Inc. (the “Company”). The purpose of the Committee shall be to identify qualified individuals for membership on the Board; recommend to the Board the director nominees for the next annual meeting of stockholders; develop and recommend to the Board Principles of Corporate Governance; provide oversight of the corporate governance affairs of the Board and the Company; support and assist the Board in overseeing the Company’s sustainability strategy, policies, programs and commitments; assist the Board with respect to designated risk oversight matters; and such other matters as directed by the Board or this Charter.

**Membership**

1. The Committee shall comprise not fewer than three members of the Board.
2. Members of the Committee shall be appointed and may be removed by the Board.
3. The composition of the Committee shall meet all applicable requirements of the New York Stock Exchange (“NYSE”) corporate governance listing standards, as may be amended from time to time, including that each member of the Committee is independent in accordance with such NYSE listing standards. All members of the Committee shall also be independent in accordance with the Company’s standards of independence.

**Committee Chair**

The Board shall designate one member of the Committee to act as the Chair of the Committee. The Committee member so designated shall (a) chair all meetings of the Committee; and (b) perform such other activities as from time to time are requested by the other Committee members or as circumstances indicate.

**Meetings**

1. The Committee will meet formally at least three times each fiscal year. The Chair of the Board and the Chief Executive Officer (“CEO”) shall attend at least a portion of each meeting of the Committee.
2. In the discretion of the Chair of the Committee, but at least once each year, the members of the Committee shall meet in Executive Session, without any members of management present.

### **Duties and Responsibilities**

1. The Committee shall set general criteria for nomination to the Board. The general criteria for nomination to the Board shall be annexed to the Principles of Corporate Governance.
2. The Committee shall periodically, but no less than annually, consider the size, composition and needs of the Board and make any recommendations to the Board related thereto. The Committee shall consider and recommend candidates for membership on the Board, including in the event of a newly created directorship or a vacancy on the Board. The Committee shall recommend to the Board each year the director nominees for election at the next annual meeting of stockholders. Upon the recommendation of the Committee, the Board may appoint a director to the Board during the course of the year to serve until the next annual meeting of stockholders.
3. The Committee shall make recommendations to the Board with respect to director independence, including overseeing the Board’s annual evaluation of the independence of each director and the Company’s standards of independence for the Board.
4. The Committee shall review any Board policy related to stockholder recommendations for director nominees, review and consider stockholder recommendations for director nominees and make recommendations for consideration by the Board with respect thereto. The Committee shall also review and make recommendations to the Board with respect to director resignations as set forth in the Company’s Bylaws or Principles of Corporate Governance, as applicable, or as otherwise requested by the Board. The Committee shall also consider and recommend to the Board potential waivers to the Board’s mandatory retirement policy for directors who reach the age of 75, in accordance with the Company’s Principles of Corporate Governance.
5. The Committee shall review annually the purpose of the Committees of the Board, recommend to the Board any changes deemed necessary or desirable to the purpose of the Committees and whether any Committees should be created or discontinued, and recommend to the Board the directors and Chair to be appointed to each Committee.

6. The Committee shall develop and recommend to the Board for approval a set of Principles of Corporate Governance. The Committee shall review these principles on an annual basis and recommend to the Board any changes deemed necessary or desirable. The Committee shall also have oversight of the corporate governance affairs of the Company and shall review annually the corporate governance practices and policies of the Company.
7. The Committee shall develop and recommend to the Board an annual performance evaluation process for the Board and its Committees. The Committee shall oversee the process the Board and its Committees use to conduct annual performance evaluations.
8. The Committee shall evaluate questions of possible conflicts of interest of the Board members and executive officers, as such questions arise. The Committee shall also conduct a reasonable prior review and oversight of all transactions required to be disclosed pursuant to Item 404 of Regulation S-K under the Securities Exchange Act of 1934, as amended, and prohibit such a transaction if it determines it to be inconsistent with the interests of the Company and its stockholders. The Committee shall have oversight of compliance with the Company's Code of Business Conduct & Ethics for Members of Board of Directors and Executive Officers.
9. The Committee shall review at least annually with the Chair of the Board and the CEO the succession plan relating to the position of Chair of the Board, and shall make recommendations to the Board with respect to the selection of the individual to hold the position of Chair of the Board.
10. The Committee shall review and recommend, as appropriate, director orientation and continuing education programs for members of the Board.
11. The Committee shall review annually, and at such other times as it deems appropriate (including in connection with a CEO transition), the Board's leadership structure, including whether the roles of Chair of the Board and CEO should be held by one individual or should be separated and whether the Chair of the Board should be an independent director.
12. The Committee shall assist the Board in overseeing compliance with applicable laws, regulation (including with respect to healthcare compliance) and the Company's policies and risk management programs related to the areas listed below. At least twice each year, the Committee shall review and discuss with relevant management specific substantive issues and risks related to such areas and the Company's plans to address them, and at least annually, review with relevant management the implementation and effectiveness of the Company's applicable programs and the adequacy of resources for such programs.

- Product quality and safety
  - Privacy and cybersecurity
  - Environmental matters
13. The Committee shall review with the General Counsel all significant litigation and internal and governmental investigations, as well as all significant complaints raised through the Company's compliance reporting mechanisms, involving compliance, anti-corruption (including the U.S. Foreign Corrupt Practices Act) and product quality.
  14. The Committee shall review and discuss annually and at such other times as it deems appropriate with relevant management the implementation and effectiveness of policies and programs in the area of sustainability, including environmental strategy. In furtherance of these responsibilities, the Committee shall also review and discuss with management the progress of sustainability goals and objectives within the Company, trends in enforcement and industry practices, as well as discuss with management any significant reports or public statements relating to sustainability or environmental, social and governance matters.
  15. The Committee shall monitor relevant trends and developments in the area of corporate governance and sustainability.

### **Oversight of Committee Matters**

1. The Committee shall report regularly to the Board on its meetings and discussions and review with the Board significant issues or concerns that arise at Committee meetings.
2. The Chair of the Committee or any one or more members of the Committee, as designated by the Committee, may act on behalf of the Committee.
3. The Committee may form and delegate authority to subcommittees when appropriate.
4. The Committee shall have authority and appropriate funds to retain and consult with any legal, financial or other advisors as the Committee may deem necessary in its sole discretion.
5. The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter, and shall assess the adequacy of the reporting and information provided by management to support the Committee's oversight responsibilities.
6. The Committee shall, on an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

*Adopted April 2023*