

**KENVUE INC.**

**BOARD OF DIRECTORS**

**COMPENSATION & HUMAN CAPITAL COMMITTEE**

**CHARTER**

**Purpose**

The Compensation & Human Capital 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 1) discharge the Board’s duties and responsibilities relating to compensation of the Company’s directors and executive officers, 2) oversee the management of any pension, long-term incentive, savings, health and benefit plans that cover the Company’s employees, 3) oversee the establishment and maintenance of the Company’s human capital management strategies and policies. Additionally, the Committee will assist the Board with overseeing potential risks with respect to these and other designated matters, as well as 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 and qualify as “non-employee directors” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**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; (b) coordinate the evaluation of the performance of the Chief Executive Officer (“CEO”) by the independent members of the Board; and (c) 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 four times each fiscal year.
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 review and approve the form and amount of compensation for the Company's "officers" (as defined in Rule 16a-1(f) under the Exchange Act ("Senior Officers")), including any base salary, annual incentive bonus, long-term incentive awards, severance benefits, and perquisites.
2. The Committee shall review and approve performance goals and objectives relevant to CEO compensation, evaluate the CEO's performance based on those goals and objectives, and determine and approve the CEO's compensation in light of this evaluation.
3. In consultation with the CEO, the Committee shall review the performance of the Company's Senior Officers (other than the CEO).
4. The Committee shall review and approve any employment agreements and severance arrangements or similar plans or arrangements to which any Senior Officer would be a party to or in which any Senior Officer would be a participant in.
5. The Committee shall review at least annually with the Chair of the Board and CEO the succession plans relating to the positions of CEO and the other members of the Leadership Team, make recommendations to the Board with respect to the selection of the individual to hold the position of CEO, and assist the Board in overseeing the Company's potential risks and other relevant factors related to CEO succession planning.
6. The Committee shall set the Company's executive compensation philosophy, as well as the peer group companies used for market comparisons for Senior Officers.
7. The Committee shall provide recommendations to the Board with respect to actions taken under the Company's equity-based plans that require stockholder approval.

8. The Committee shall review eligibility criteria and award guidelines for corporate-wide compensation programs, including all forms of long-term incentive compensation.
9. The Committee shall oversee the design and management of any pension, savings and health and benefit plans that cover the Company's employees. The Committee shall not serve or otherwise act as a fiduciary for any such plans.
10. The Committee shall determine and/or approve awards to employees of long-term incentives pursuant to any equity-based plans, and to exercise such other power and authority as may be permitted or required under such equity-based plans. At the Committee's discretion, the approval of long-term incentives to employees, other than to Senior Officers, may be delegated to the subcommittee(s) of the Committee or management as set forth in this Charter under "Oversight of Committee Matters".
11. The Committee shall, on an annual basis, review and recommend for approval by the full Board, the compensation for the Company's non-employee directors, taking into consideration the factors enumerated in the Company's Principles of Corporate Governance.
12. The Committee shall oversee and periodically review the Company's human capital management practices related to talent, organizational capability, culture, the building of a global and diverse workforce and employee health and safety.
13. The Committee shall review and discuss the "Compensation Discussion and Analysis" section of the Company's Proxy Statement ("CD&A") with management.
14. The Committee shall produce an annual report stating it has reviewed and discussed the CD&A with management and recommend to the Board whether the CD&A shall be included in the appropriate regulatory filings. The Committee shall oversee compliance with any other applicable compensation reporting requirements of the SEC and the NYSE, including the results of say-on-pay, say-on-frequency and say-on-golden-parachutes voting and the requirement to disclose certain actions taken under the SEC's rules regarding "clawback" policies as in effect at such time.
15. At least annually, the Committee shall review with management and the Committee's external compensation consultant the relationship between the Company's compensation policies and practices and the Company's risk management with respect to compensation-related matters.
16. The Committee shall review and approve the adoption of, or revision to, and administer, any recoupment policy that allows the Company to "claw back" compensation paid to employees.

## **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 or, with respect to authority relating to non-Senior Officers, to Senior Officers and other key executives of the Company, when appropriate. Without limiting the generality of the foregoing, the Committee may delegate to the Employee Benefits Committee, which is a committee of key executives, the responsibility for establishing, maintaining, designing, operating and/or administrating the Company's health and welfare, savings, and other broad-based benefit plans.
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. Without limiting the foregoing, the Committee shall have the sole authority to retain any advisor, including any compensation consultant to assist the Committee in the evaluation of director, CEO or executive compensation, including the sole authority to oversee the work of, approve fees and other retention terms of, and terminate, such advisor, as the Committee may deem appropriate. The Committee shall take into consideration all factors relevant to the independence of any compensation consultant, legal counsel or other compensation advisor, including those factors specified by the NYSE, prior to retaining any advisor. Nothing herein requires any compensation consultant, legal counsel or other compensation advisor to be independent; the Committee's responsibility is only to consider the enumerated independence factors before selecting or receiving advice from an advisor. The Committee may select or receive advice from any advisor it prefers, including ones that are not independent, after considering the independence factors referenced above.
5. The Committee shall have the responsibility to comply with applicable requirements as established by the SEC, the NYSE or other governing regulatory authority regarding compensation consultants used to assist in the evaluation of the CEO, other Senior Officers or non-employee members of the Board.
6. 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.

7. 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 September 2024*