

EASTMAN CHEMICAL COMPANY

Nominating and Corporate Governance Committee Charter

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Eastman Chemical Company (the “Company”) is to:

- identify individuals qualified to become Board members;
- recommend to the Board candidates to fill Board vacancies and newly-created director positions;
- recommend to the Board whether incumbent directors should be nominated for reelection to the Board upon the expiration of their terms;
- review, develop, and recommend to the Board corporate governance principles and practices, and regularly review and evaluate corporate governance guidelines, principles, and practices in light of evolving trends and developments;
- oversee the Company’s policies, practices, and disclosures relating to applicable federal, state, and international legislative and regulatory initiatives, lobbying and other political activities, significant matters of public policy, global advocacy efforts, and philanthropic spending;
- review directors’ compensation and make recommendations to the Board regarding the same;
- oversee the evaluation process for the Board and each of its committees; and
- recommend committee structures, membership, and chairs, and, if circumstances require the designation of an independent Lead Director pursuant to the Company’s Bylaws.

II. Duties and Responsibilities

- A. Except where the Company is required under the Bylaws or otherwise to provide third parties with the ability to nominate directors, the Committee shall identify individuals believed to be qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with the factors set forth in the Company’s Corporate Governance Guidelines, including the independence of such candidates. The Committee shall be responsible for reviewing with the Board on an annual basis the requisite skills and criteria for new Board members as well as the composition of the Board as a

whole. The Committee shall: (i) review candidate qualifications, (ii) apply the same criteria to all candidates in accordance with the Company's Bylaws or otherwise, and (iii) make recommendations to the Board regarding potential director nominees. The Committee shall also consider candidates proposed by stockholders in accordance with the standards set forth in the Company's Bylaws and Corporate Governance Guidelines.

- B. The Committee shall, at least annually: (i) review a Board skills and experience matrix, assess any significant gaps or emerging needs, and consider that assessment in connection with director nomination, succession planning, and Board refreshment, including the orderly succession of Board leadership positions, and (ii) make recommendations to the Board as appropriate.
- C. The Committee shall evaluate whether each incumbent director should be nominated for reelection to the Board upon expiration of such director's term and, based on such evaluation, shall recommend nominees for election at each annual meeting of stockholders. The Committee will use the same factors established for new director candidates to make its evaluation and will also take into account the incumbent director's performance as a Board member.
- D. The Committee, with assistance from the Chief Legal Officer and Corporate Secretary, shall annually review and evaluate the relevant facts, circumstances, and relationships of all current and potential directors and make a recommendation to the Board as to the independence of all directors. In making this recommendation, the Committee will review the appropriate standards of independence imposed by applicable laws and regulations, including, but not limited to, the applicable listing requirements of the New York Stock Exchange. In making its determinations regarding director independence and prior to its nomination of directors, the Committee shall also review and evaluate the materiality of relationships of current directors with the Company and its suppliers, service providers, customers, competitors, creditors, and others. In advance of the meeting at which the Board considers this recommendation, the Board will be provided with sufficient information regarding each director's relationships with the Company or its management to enable it to evaluate each director's independence.
- E. The Committee shall review the Company's policies and procedures for reviewing and approving "related party transactions" (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K) and recommend any changes to the Board. The Committee shall conduct a reasonable review of all related party transactions for potential conflicts of interest.
- F. The Committee shall develop and recommend to the Board corporate governance guidelines, principles, and practices. Periodically, the Committee shall both review and reassess the Company's Corporate Governance Guidelines, principles, and practices in light of corporate governance trends and developments and recommend changes to the entire Board, if appropriate, and update the Board on selected corporate governance matters affecting the Company. In making the above

recommendations, the Committee shall receive and review reports from management following meetings with stockholders of the Company, and engagement with investors. The Committee shall consider possible conflicts of interest of Board members with the Company or with executive officers, and, after consultation with the Chief Legal Officer and Corporate Secretary, the Chair of the Board, and the Lead Director, if any, make recommendations to prevent or eliminate such conflicts of interest. Upon notification as set out in the Company's Corporate Governance Guidelines, the Committee shall discuss the intention of any director to serve on the board of another public company, to the extent that such service (including proposed committee appointments) may create: (i) potential conflicts of interest or other issues or concerns that are inconsistent with the Company's Code of Ethics and Business Conduct for Members of the Board of Directors, (ii) concerns with respect to scheduling.

- G. The Committee shall make recommendations regarding the size, structure and leadership of the Board and its Committees to enable each to effectively fulfill its obligations to the Company and its stockholders.
- H. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. The Committee shall, at least annually, consider and recommend changes to the membership of all Board committees subject to the specific membership standards of each committee.
- I. If a Lead Director is required by the Bylaws of the Company to be designated, the Committee, with recommendations from the Chair of the Committee and the Chair of the Board, shall consider and recommend a non-employee, independent director, as defined by the applicable rules of the Securities and Exchange Commission and the New York Stock Exchange, to be designated as Lead Director as set out in the Company's Corporate Governance Guidelines.
- J. The Committee shall provide an orientation to familiarize all new directors with, among other things, the Company's strategic plans, significant financial, accounting and risk management matters, compliance program, Code of Ethics and Business Conduct for Directors, principal officers, internal and external auditor, legal, financial, and other advisors, and Board continuing education programs. The orientation will consist of meetings with the Chief Executive Officer, the Chair of the Board, the Lead Director, if any, executive officers, and each management employee who acts as the liaison for the committees upon which the new director will serve. The orientation may be conducted by the Corporate Secretary or other person designated by the Committee, Chair of the Board, Lead Director, if any, or the Chief Executive Officer.
- K. The Committee shall periodically review proposed changes to director compensation, conduct an annual review of the status of director compensation in relation to other comparable companies and other factors the Committee deems appropriate, and discuss such reviews with the Board.

- L. The Committee shall monitor applicable federal, state, and international legislative and regulatory initiatives and the Company's lobbying and other political activities and relationships with government authorities; periodically report to the Board on such legislative initiatives, lobbying and other political activities, and relationships; monitor related significant matters of public policy; and monitor philanthropic spending. Such monitoring and reports shall include: (i) semiannual review of and report to the Board concerning the Company's involvement in political activities and government policy, (ii) semiannual review of and report to the Board concerning the Company's political contributions policies and federal and state political contributions and spending, and (iii) annual review of and report to the Board concerning the Company's memberships in and contributions to trade and business associations.
- M. The Committee shall review stockholder proposals and make recommendations to the Board regarding responses to such proposals.
- N. The Committee shall periodically review the Eastman Insider Trading Policy and recommend any substantive changes to the Board for consideration and approval.
- O. The Committee and the Lead Director, if any, shall make an annual assessment of the Board's performance and procedures, the results of which shall be reported to the Board. The Committee shall, at least annually, report its activities and findings to the Board and in such manner and at such times as the committee or the Board deems appropriate.
- P. The Committee shall perform any other duties or responsibilities delegated to the committee by the Board from time to time.
- Q. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- R. The Committee shall review and consider any resignation of a director tendered in accordance with the Company's Corporate Governance Guidelines and recommend whether or not the Board should accept such resignation.

III. Composition

The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Company's Certificate of Incorporation or Bylaws. The Board believes that the Committee should always have at least three members. Each Committee member must satisfy the applicable independence requirements set forth in the rules of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgment and as set forth in the Company's Corporate Governance Guidelines. Desirable qualifications for Committee members include experience in corporate governance, business management, personnel or human resources management, and/or organizational behavior. The Board shall appoint Committee members and the Committee

Chair based upon the recommendation of the Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide, based on the recommendation of the Committee, or until such Committee member is no longer a Board member.

IV. Meetings

The Committee shall meet, in person or by conference telephone or other electronic virtual communications equipment by means of which all persons participating in the meeting can hear each other, as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's Certificate of Incorporation or its Bylaws. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting. The Committee Chair shall, in consultation with the Lead Director, if any, and the other members of the Committee, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time.

The Committee may request any officer or other employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members of, or consultants to, the Committee.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee may also take any action permitted hereunder by unanimous written consent in lieu of a meeting.

V. Resources and Authority

The Committee shall have appropriate resources and authority, in the discretion of the Committee, to discharge its responsibilities, including, without limitation, appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any other advisors retained by the Committee. The Committee shall have the sole authority to retain and terminate any search firms to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

VI. Delegation

The Committee shall have the authority, subject to applicable law and the listing requirements of the New York Stock Exchange, to delegate any of its responsibilities to subcommittees, composed solely of members of the Committee, as the Committee may deem appropriate in its sole discretion.

VII. Annual Review of Charter

At least annually, the Committee shall review the adequacy of this Charter and recommend any changes to the Board.

VIII. Annual Performance Evaluation

The Committee shall oversee the annual evaluations of the full Board and each of its committees. As part of these oversight responsibilities, the Committee may periodically lead an in-depth Board effectiveness and peer-to-peer evaluation process for which it may recommend engagement by the Board of an independent third-party to facilitate such process.

The Committee shall also evaluate its own performance against the requirements of this Charter and report the results of such evaluation to the Board. The specific goals, objectives, and practices of the Committee in fulfilling its oversight responsibilities under this Charter shall be determined by the Committee Chair, in consultation with the other members of the Committee, in the establishment of the Committee's annual planning calendar and agendas for its meetings. The Committee shall conduct its review and evaluation in such manner as the Committee, in its business judgment, deems appropriate.

IX. Availability of Charter

Consistent with New York Stock Exchange listing requirements, this Charter is available on the Company's website and will be made available in print upon written request of any stockholder sent to the Company's Investor Relations department. The Company's proxy statement for each annual meeting of stockholders will state that this Charter is available on the Company's website and will provide the Company's website address and will state that this Charter is available upon written request sent to the Investor Relations department.

Amended August 5, 2026