

AUDIT COMMITTEE CHARTER

(Amended April 12, 2022)

I. PURPOSE

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Edgewell Personal Care Company (the “Company”) shall be a standing committee of the Board. The Committee shall assist the Board in fulfilling its responsibilities with respect to (1) the integrity of the financial statements of the Company; (2) the Company’s compliance with legal and regulatory requirements, particularly those matters that may impact the financial statements; (3) the external auditor’s qualifications and independence; (4) the performance of the Company’s internal audit department and external auditors; and, (5) accounting and management controls and financial reporting.

Specifically, the Committee has oversight of the following:

- Maintenance of a system of internal controls throughout the Company which protects the assets of the Company on a reasonable and economic basis, provides for proper authorization and recording of transactions, ensures financial information is reliable and accurate and monitors compliance with laws and regulations; and
- The preparation of financial statements which present fairly in all material respects the financial condition and results of operations of the Company in accordance with generally accepted accounting principles (“GAAP”).

The duties of the Committee are ones of financial oversight and supervision. It is not the duty of the Committee to plan or conduct audits, to determine that the Company’s financial statements are complete and accurate and in accordance with GAAP or to provide any expert or special assurance as to the Company’s financial statements, tax preparation, hedging and risk management practices or any professional certification as to the external auditor’s work. Additionally, the Committee does not determine that the Company’s internal control over financial reporting is effective. Therefore, each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information and the accuracy of the financial and other information provided to the Committee by such persons or organizations. The primary responsibility for the Company’s financial statements and disclosures is with the Company’s management, and the primary responsibility for auditing the Company’s financial statements is with the Company’s independent auditors. Other than oversight of risk with respect to financial matters, data protection and cybersecurity risk, enterprise risk assessment and oversight are matters for the Board (except as specifically delegated).

II. COMPOSITION

The Committee shall be comprised of at least three members. The Board shall appoint the Committee members, all of whom shall be Directors. The Board may also appoint an individual, who need not be a Director, to serve as Secretary to the Committee.

The Board may remove members of the Committee at any time, with or without cause, by a majority vote. The Board will fill any vacancy on the Committee. During a vacancy, the remaining members will have full power to act as the Committee. The Board will appoint a Committee Chairman annually. If the Chairman is absent from a meeting, the Committee may, by majority vote of those members present, designate one of its members to serve as acting Chairman for the meeting.

Each member of the Committee, including the Chairman, shall be independent, in accordance with the criteria for independence set forth in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended, and rules and regulations promulgated thereunder, and the Corporate Governance Standards of the New York Stock Exchange (“NYSE”). Each member of the Committee shall, by reason of education or experience and in light of all factors known by the Board, possess such degree of financial literacy as required to select and oversee the performance of the independent and internal auditors, to monitor the integrity of the Company’s financial statements; and, otherwise, to faithfully execute the Charter of the Committee. At least one member shall satisfy the criteria to be an audit committee financial expert under the rules and regulations of the Securities and Exchange Commission (the “SEC”) as determined by the Board. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and the Company discloses such determination pursuant to NYSE listing requirements or other applicable requirements.

Each member of the Committee shall hold office until the earliest of the following shall occur: his or her successor member is elected, or he or she dies, resigns or is removed, or until he or she ceases to be a Director.

III. MEETINGS

The Committee shall meet as often as it determines, but not less than four times per year. Meetings may be in person, by telephone, videoconference or similar means of remote communication by means of which all persons participating in the meeting can hear each other as needed to conduct the business of the Committee. The Company’s Amended and Restated Bylaws (“Bylaws”) provide that a majority of the members of a Board committee shall constitute a quorum and that the act of a majority of the Committee members present shall be the act of the Committee.

The Committee will meet separately, periodically, with management, representatives from the external auditor, and the Company’s Director, Internal Auditing, as the Committee determines appropriate.

IV. RESPONSIBILITIES

The Committee shall:

FINANCIAL STATEMENTS AND FILINGS

1. Review with management and the external auditor:
 - the annual financial statements and results of the external audit;
 - the interim financial statements and results of the external auditors' review of such statements;
 - the periodic reports of the Company required by the Securities Exchange Act of 1934, as amended, including officer certificates filed therewith and management discussion and analysis presented in such filings;
 - the Company's earnings press releases, as well as financial information and financial outlook provided to investors, investment analysts and rating agencies; and
 - other significant financial filings as necessary.

The Committee shall review such statements and reports prior to filing with the SEC. This review should include:

- specific disclosures under "Management's Discussion & Analysis of Financial Condition and Results of Operations;"
 - significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas; all critical accounting policies and practices to be used; and, accounting alternative treatments and ramifications of their use; and
 - inquiry of the external auditor's judgment on the quality, consistent application of accounting principles and completeness of disclosures.
2. Review pending and recent professional and regulatory pronouncements, as well as off-balance sheet structures, and their impact on the financial statements.

INTERNAL CONTROLS

1. Review with management and the Director, Internal Auditing the effectiveness of the Company's internal controls, including significant deficiencies identified within the Company;
2. Review the reports of the external auditor relating to financial reporting practices and reportable conditions in the internal control structure;
3. Review Company policies on internal controls, and ethical and responsible business conduct and review the results and adequacy of programs and procedures for determining compliance with such policies; and
4. Review information concerning environmental, legal, regulatory and other matters which may represent material financial exposure.

EXTERNAL AUDIT

1. Review the audit scopes and plans, and the associated fees, of the external auditors;
2. Review the scope and fees of non-audit services and other relationships of the external auditor and consider the possible effect of the performance of those services on the independence of the external auditor and approve performance of non-audit services in advance;
3. Review with external auditors any booked or waived audit adjustments, audit problems or difficulties and management's response thereto, including any restrictions on the scope of the external auditor's activities or on access to requested information and any significant disagreements with management. Among the items the Committee may review with the auditor are: any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or for other reasons); any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement; and, any "management" or "internal control" letter issued, or proposed to be issued, by the audit firm to the Company;
4. Review and conclude as to the qualifications, performance and independence of the external auditor, including as to the lead partner, taking into account the opinions of management and the internal auditing department, and present the Committee's conclusions to the Board. At least annually, the Committee shall obtain and review a report by the external auditor describing the firm's internal quality- control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the firm, and any steps taken to deal with such issues, and all relationships between the external auditor and the Company. The Committee shall also obtain any other required report from the external auditor. The Committee shall discuss with the external auditors any disclosed relationships or services that may impact their objectivity and independence and take any other appropriate action to oversee their independence;
5. Meet privately with the external auditors on a periodic basis; and
6. Review and evaluate the lead audit partner and ensure that such lead audit partner having primary responsibility for the audit and the concurring audit partner of the external auditors are rotated at least every five years and that all other "audit partners" (as defined in Rule 2-01 to Regulation S-X) are rotated in accordance with the requirements of applicable law.

INTERNAL AUDIT

1. Review the organization and costs of the internal auditing department, the adequacy of its resources, and the quality of the audit staff, and provide general oversight of hiring, compensation and termination decisions, and annual performance review and compensation of the Director, Internal Auditing;

2. Review the annual audit risk assessment and the proposed audit plans of internal auditing with management and the external auditors;
3. Review the coverage and results of the internal audits, including review of material weaknesses or significant deficiencies in internal controls and/or management improprieties identified in such audit, together with management's response thereto; and
4. Meet privately with the Director, Internal Auditing on a periodic basis.

COMMITTEE REPORTING

1. Report regularly to the Board significant issues and activities of the Committee, including with respect to the quality or integrity of the financial statements; compliance with legal and regulatory requirements; the performance and independence of the external auditors; or, the performance of the internal auditing department;
2. Comply with Committee reporting obligations under the Securities Exchange Act of 1934, as amended, and rules and regulations promulgated thereunder, and the NYSE Corporate Governance Standards; and
3. Review and assess, at least annually, the adequacy of this Charter and submit the Charter for approval to the full Board at least every three years.

RISK MANAGEMENT

1. The Committee shall oversee management's development and adherence to guidelines and procedures for risk and compliance management regarding financial matters, data protection and cybersecurity risk mitigation and management. The Committee shall report regularly to the Board and review with the Board any issues that arise with respect to these matters; and
2. The Committee shall report regularly to the Board and review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the Company's risk assessment and risk management policies, including those relating to cybersecurity and data protection as well as the Company's cyber incident response plan, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.

OTHER

1. Consider any other matters related to the oversight responsibilities of the Committee, as deemed advisable or necessary by Company management, the Board or the Committee;
2. Discuss policies with respect to financial risk assessment and management with senior

management. While it is the responsibility of senior management to assess and manage the Company's exposure to risk, the Committee should discuss the Company's major financial risk exposures and the steps undertaken to monitor and control those risks;

3. Review policies and procedures with respect to transactions between the Company and officers and directors, or their affiliates;
4. Review policies and procedures with respect to the presentation of non-GAAP financial measures;
5. Review policies and procedures with respect to tax strategies and risk mitigation;
6. Establish, monitor and review procedures and results of programs for (i) receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and (ii) confidential anonymous reporting by employees regarding questionable accounting or auditing (the EthicsPoint confidential reporting system);
7. Oversee special investigations as needed and set clear hiring policies for employees or former employees of the external auditor;
8. Prepare an audit committee report as required by the SEC to be included in the Company's annual Proxy Statement;
9. Participate in the Annual Board Self Evaluation, including the self-evaluation of the Committee. The purpose of such evaluation is to increase the effectiveness of the Committee as a whole, not to focus on individual Committee members;
10. Review and approve all transactions between the Company and any related persons that are required to be disclosed pursuant to Regulation S-K Item 404, as well as all transactions and potential conflict of interest situations involving any member of the Board or senior management. "Related persons" and "transaction" shall have the meanings set forth in Regulation S-K Item 404, as amended from time to time; and
11. Have the authority, without further approval of the Board, to engage, at the expense of the Company, independent counsel and accounting or advisors to advise the Committee as it determines necessary or appropriate to assist in the full performance of its functions.

V. AUTHORITY

The Committee shall have the sole authority to appoint or replace the external auditor. The Committee shall be directly responsible for the compensation and oversight of the work of the external auditor (including resolution of disagreements between management and the external auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The external auditor shall report directly to the Committee.

The Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the terms thereof) to be performed for the Company by its external auditor. The Committee may establish preapproval policies and procedures in compliance with applicable rules. The Committee may delegate authority to the Committee Chairman to grant pre-approvals of audit and permitted non-audit services, provided that any such pre-approvals shall be presented to the full Committee at its next scheduled meeting.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the external audit or for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company, and to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VI. SUBCOMMITTEES AND DELEGATION

The Committee has full authority to form and delegate authority to one or more subcommittees consisting solely of one or more members of the Committee as it deems appropriate from time to time, subject to applicable laws, rules and regulations.

VII. COMMITTEE COMPENSATION

Members of the Committee will receive compensation for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair.