

CORPORATE GOVERNANCE PRINCIPLES **(As Amended September 13, 2023)**

The Board of Directors (the “Board”) of Edgewell Personal Care Company (the “Company”) has adopted the following Corporate Governance Principles (the “Principles”) to assist the Board in the exercise of its responsibilities to the Company and its shareholders. These Principles should be interpreted in the context of all applicable laws and the Company’s Articles of Incorporation, Bylaws, and other corporate governance documents and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Principles are subject to modification and the Board shall be able, in the exercise of its discretion, to deviate from these Principles from time to time, as the Board may deem appropriate or as required by applicable laws and regulations.

➤ **Number of Directors**

While the Board need not adhere to a fixed number of directors, generally a board composed of six to 15 directors offers a sufficiently large and diverse group to address the important issues facing the Company while being small enough to encourage personal involvement and discussion.

➤ **Independence of Directors**

Independence Criteria

A majority of the Board shall consist of independent, non-management directors who meet the criteria for independence required by the New York Stock Exchange (“NYSE”). There shall also be no more than two employee directors on the Board.

A director is independent if he or she does not have a material relationship with the Company, as determined by the Board.

The Board has established the following guidelines to assist it in determining director independence:

A director will not be considered independent if:

- within the last three years the director was employed by the Company or a subsidiary, or an immediate family member of the director was employed by the Company or a subsidiary as an executive officer;
- the director is a current partner or employee of a firm that is the Company’s internal or external auditor;
- the director has an immediate family member who is a current partner of such a firm;

- the director has an immediate family member who is a current employee of such a firm and personally works on the Company's audit;
- the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time; or
- any of the present executive officers of the Company served on the compensation committee of another company that employed the director or an immediate family member of the director as an executive officer within the last three years.

The following business and professional relationships will be considered material in assessing director independence:

- If a director or an immediate family member is an executive officer, or the director is an employee, of another company which has made payments to, or received payments from, the Company and the payments to, or amounts received from, that other company in any of the last three fiscal years, exceed the greater of \$1 million, or 2% of such other company's consolidated gross revenues;
- If a director or an immediate family member, during any 12-month period within the last three years, received more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- If a director is an executive officer of a charitable organization and the Company's annual charitable contributions to the organization (exclusive of gift-match payments), in any single fiscal year within any of the last three years, exceed the greater of \$1,000,000 or 2% of the organization's total charitable receipts;
- If a director is a partner or of counsel to a law firm that, in any of the last three years, performed substantial legal services to the Company on a regular basis;
- If a director is a partner, officer or employee of an investment bank or consulting firm that, in any of the last three years, performed substantial services to the Company on a regular basis; and
- For relationships not described above or otherwise not covered in the above examples, a majority of the Company's independent directors, after considering all the relevant circumstances, may decide whether such relationship is material and whether the director may therefore be considered independent under the NYSE listing standards.

Lead Independent Director

When the Chairman of the Board is an employee director, it is desirable to designate a Lead Independent Director of the Board who provides, in conjunction with the Chairman, leadership and guidance to the Board. When there is a Chairman that is an employee, the

directors shall elect a director who is an independent director to serve as Lead Independent Director. A majority vote of the independent directors shall annually elect the Lead Independent Director.

The Lead Independent Director shall serve as a liaison on Board-related issues between the Chairman and the independent directors and perform such other functions as the Board may direct.

When the non-management directors meet privately in executive sessions without the presence of any members of management at regularly scheduled meetings of the Board, and at such other times as the Board shall determine, the Lead Independent Director shall act as the chairman of such executive sessions, including setting the agenda for such sessions. The Lead Independent Director shall meet with the Chairman for discussion of matters arising from these meetings.

➤ **Composition and Size of the Board**

Criteria for Membership

The Board should be engaged and independent.

Directors should possess integrity, independence, energy, forthrightness, analytical skills, and commitment to devote the necessary time and attention to the Company's affairs. Directors should possess a willingness to challenge and stimulate management and the ability to work as part of a team in an environment of trust.

The Board believes that each director should have a basic understanding of (i) the principal operational and financial objectives and plans and strategies of the Company; (ii) the results of operations and financial condition of the Company and of any significant subsidiaries or business segments; and, (iii) the relative standing of the Company and its business segments in relation to its competitors.

Directors should be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committee member, including developing and maintaining sufficient knowledge of the Company and its industries; reviewing and analyzing reports and other information important to the Board and committee responsibilities; preparing for, attending and participating in Board and committee meetings; and satisfying appropriate orientation guidelines.

Directors should be committed to representing the interests of all shareholders and not to advancing the interests of special interest groups or constituencies of shareholders. The Corporate Governance Committee is responsible for articulating and refining specific criteria for Board and committee membership to supplement the more general criteria set forth in these Principles regarding such matters as integrity, independence, diligence and diversity. The Corporate Governance Committee is also responsible for evaluating on an ongoing basis all directors and director candidates based on such general and specific criteria

and for seeking to assure that specific talents, skills and other characteristics that are needed to increase the Board's effectiveness are possessed by an appropriate combination of directors and will consider and evaluate any shareholder-recommended candidates by applying the same criteria used to evaluate candidates recommended by directors or management. Further, the Corporate Governance Committee has authority to retain a recruitment firm if it deems advisable. Although the Company does not have a formal policy with respect to diversity matters, the Board will also consider factors such as diversity based on race, color, national origin, gender, religion, disability, and sexual orientation. The Corporate Governance Committee will review its effectiveness in balancing these considerations when assessing the composition of the Board.

Term

Directors shall generally be elected at the annual meeting of shareholders for one-year terms, to serve until the annual meeting of shareholders occurring at the end of that term. The Board may nominate directors to serve less than one-year terms if the Board believes there is a valid corporate purpose for such shortened terms.

If a director is elected between annual meetings of shareholders, the initial term of any such director shall expire at the next annual meeting of shareholders.

Director Resignation Policy

Any director who receives a number of votes cast in favor of their election that is less than a majority of the number of votes cast either in favor of or against their election at a duly held meeting of the Company's shareholders shall tender their resignation from the Board, which resignation shall be effective only upon its acceptance by the Board.

In each such case, the Corporate Governance Committee will consider any such tendered resignation and, within a reasonable period of time, make a recommendation to the Board. The Board will act following the receipt of the recommendation of the Corporate Governance Committee and will publicly disclose its decision. If the Board determines not to accept any such resignation, the Board will publicly disclose a detailed explanation of the rationale behind such decision within 60 days from the date such resignation is tendered.

The Corporate Governance Committee may consider any factors it deems relevant in deciding whether to recommend that the Board accept a director's resignation, including, without limitation: the underlying reason or reasons for the vote result; if known, alternative methods for addressing such reason or reasons; the director's contributions to the Company during his or her tenure; the director's qualifications' whether the director's resignation would be in the best interests of the Company and its shareholders; and, the ongoing needs of the Company and the Board (including, for example, the impact the director's resignation would have on the Company's compliance with the requirements of the Securities and Exchange Commission and the NYSE). In considering the Corporate Governance Committee's recommendation, the Board will consider the information, factors and alternatives considered by the Corporate Governance Committee and such additional

information, factors and alternatives as the Board deems relevant. The Board may accept the resignation, refuse the resignation, or refuse the resignation subject to such conditions as the Board may determine appropriate in light of the underlying reasons believed by the Board to have substantially resulted in such director failing to receive the specified number of votes in favor of their election.

A director whose resignation is under consideration shall abstain from participating in any of the Corporate Governance Committee's or the Board's deliberations concerning his or her individual tendered resignation (and will otherwise continue to serve as a director until his or her departure from the Board). However, if each member of the Corporate Governance Committee receives a number of votes cast in favor of their election that is less than a majority of the votes cast for or against their election, then the independent directors who received a sufficient vote may appoint a committee amongst themselves to consider the resignation offers and make a recommendation to the Board. If only three or fewer independent directors receive a sufficient vote, then all independent directors may participate in the action regarding whether to accept the resignation offers, other than with respect to his or her individual resignation offer tendered pursuant to this provision. If a resignation offer is accepted, then the Board may fill the resulting vacancy through an appointment of a new director or decrease the size of the Board.

Change of Status

Individual directors who significantly change responsibilities or job positions must volunteer to resign from the Board. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There must, however, be an opportunity for the Board, through the Corporate Governance Committee, to review the continued appropriateness of Board membership under the circumstances.

No Term Limits

There is no limit on the number of terms that a director may be re-elected to prior to his or her 72nd birthday. The Board believes that much of the knowledge of the Company's operations, management and businesses is cumulative, and so long as the Corporate Governance Committee deems a director to meet the criteria for board service, there shall be no limit on the number of terms that a director may be re-elected except for age.

Director Retirement

A director shall not be eligible for re-election after his or her 72nd birthday unless the Corporate Governance Committee determines that such director continues to meet the criteria for Board service and recommends to the Board that he or she stand for re-election notwithstanding his or her age.

Membership on other Boards

A director may serve on such other boards of public or non-public corporations as he or she deems appropriate in light of his or her responsibilities to the Company provided that: (1) such other service shall not conflict with the director's duties to the Company; (2) such other corporations shall not be a significant or potentially significant competitor, customer or supplier of the Company; and (3) that non-employee members of the Board are limited to serving on four (4) public company boards including serving on the Company's Board of Directors. Members of the Company's Audit Committee shall serve on more than three (3) other public company audit committees. Outside directors must notify the Chairman of the Corporate Governance Committee or Chief Legal Officer in a timely fashion before accepting an invitation to serve on the board of another public company. This prior notice is to allow discussion with the Chairman of the Corporate Governance Committee and/or Chief Legal Officer to review whether such other service will interfere with the outside director's service on the Board, impact the director's status as an independent director or create an actual or apparent conflict of interest for the director.

The Company's Chief Executive Officer may not serve on more than one (1) outside public board (for a total of two (2) public company boards). In addition, the Chief Executive shall consult with the Non-Executive Chairman of the Board prior to accepting an outside board invitation and shall notify the Chair of the Corporate Governance Committee. Service on boards or committees of other organizations should be consistent with the Company's Code of Conduct, including its conflict-of-interest policies. Executive officers (other than the Chief Executive Officer) may not serve on more than one (1) outside public board and must consult with the Chief Executive Officer before accepting any appointment to an outside board. The Chief Executive Officer shall consult with the Non-Executive Chairman of the Board and shall notify the Chair of the Corporate Governance Committee with respect to such appointments. Service on charitable or educational boards does not count towards this limit.

➤ Selection Process for New Board Candidates

The Chairman of the Board, the Lead Independent Director, the Corporate Governance Committee or other Board members may identify any need or perceived need to add new Board members with specific criteria or to fill a vacancy on the Board. If consensus is reached among these parties that an additional member is advisable, the Chairman of the Corporate Governance Committee shall initiate a search, working with management and staff support and seeking input from Board members and management. The Chairman of the Corporate Governance Committee may, if he or she deems appropriate, maintain a list of potential candidates suggested from time to time by members of the Board, management, and shareholders, and, in connection with the search for a candidate, shall carefully review such list. The Chairman of the Corporate Governance Committee may also, if he or she deems appropriate, retain an executive search firm to identify potential candidates with the requisite qualities.

The Chairman of the Corporate Governance Committee, the Chairman of the Board and the Lead Independent Director will then identify a candidate or candidates that will satisfy specific criteria and otherwise qualify for membership on the Board and present such candidate or candidates to the Corporate Governance Committee. The Chairman of the

Board will then initiate contact with the candidate or candidates selected by the Corporate Governance Committee and determine interest in joining the Board. The Chairman of the Corporate Governance Committee will designate members of the Board or of management to interview prospective candidate(s). The full Board will be kept informed of progress.

The Corporate Governance Committee will, following any interviews, meet to consider and approve a final candidate, who will then be recommended to the full Board at its next meeting. If approved by the full Board, the candidate will be appointed to serve until the following annual meeting of shareholders.

➤ **Director Responsibilities**

The Board represents the shareholders' interest in overseeing the development and growth of a successful business and optimizing long-term financial returns in a manner consistent with applicable legal requirements and ethical considerations. The Board is responsible for identifying and taking reasonable actions to help oversee the management of the Company in a way designed to achieve this result. Accordingly, the directors must exercise their business judgment in good faith and act in what they reasonably believe to be in the best interests of the Company. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of their fellow directors and the Company's senior executives and outside advisors and auditors.

Each director should, absent unavoidable circumstances, attend every scheduled meeting of the Board and each Committee on which he or she serves and is highly encouraged to attend the Company's annual meeting of shareholders each year. While in person attendance is highly preferred, participation by telephone can be arranged in special situations and with advance notice.

Directors are required to maintain the confidentiality of all information regarding Board proceedings and deliberations, and all information regarding the Company and its officers, directors, and affiliates that the director learns in his or her capacity as a director of the Company. Directors may not use confidential information for their own personal benefit or for the benefit of persons or entities outside the Company or in violation of any law or regulation, including insider trading laws and regulations. The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members would speak for the Company only with the knowledge of management, and, in most instances, at the request of management. In those instances where comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board or the Lead Independent Director, as appropriate. All communications should comply with the Company's Disclosure Policy then in effect.

Annual Business Plan

The Board shall oversee management's conduct of the Company's businesses. Prior to the beginning of each fiscal year, management will present to the Board a consolidated business plan and budget for the upcoming fiscal year. A portion of each Board meeting will be devoted to a discussion of the Company's results, including an in-depth review of the business of each of the Company's business segments.

Corporate Strategy

Assuring that the Company has the appropriate business strategies in place, and the resources to fulfill them, is another of the Board's primary responsibilities. The Board and management will engage in a comprehensive review and discussion of the Company's strategic goals, as well as management's plans to achieve them.

Environmental, Social and Governance

The Board is responsible for oversight of the Company's policies, programs, and strategies regarding significant Environmental, Social and Governance (ESG) matters based upon the Company's three pillars of (1) People and Communities, (2) Brands and (3) Operations and Supply Chain, including, but not limited, to corporate social responsibility, environmental sustainability, and diversity, inclusion, and belonging. In furtherance of this oversight responsibility, the Board shall receive, at least annually, an ESG update from management and review ESG policies, programs, strategies, risks and trends, providing guidance to management with respect to such matters. The Board shall also have regular discussions each year on other human capital management topics, including top talent, succession planning, and associate engagement. The Board shall also oversee the Company's practices and procedures relating to organizational culture, values and conduct, including the management of such matters and shall at least annually review the Company's strategies, initiatives and programs with respect to diversity, equity and inclusion and shall periodically receive and review reports on the policies and practices intended to promote diversity, equity and inclusion. The Board shall have the authority to delegate such ESG oversight to the committees of the Board.

Risk Management

The Board, acting both directly and through its committees, shall oversee the significant risks affecting the Company business. The risk oversight activities of the Board and committees are informed by management's risk assessment and risk management processes. The Board's role in risk oversight is consistent with the Company's leadership structure, with management having day-to-day responsibility for assessing and managing the Company's risk exposure and the Board and its committees providing oversight in connection with those efforts, with particular focus on the most significant risks facing the Company.

➤ **Content and Frequency of Board Meetings**

The Board shall hold a minimum of five regularly scheduled Board meetings per year, but the Board may hold additional meetings and may act by written consent as determined by the needs of the business.

The Chairman of the Board will be responsible for establishing agendas for each meeting, but any director may request that a matter be placed on the Board's agenda by contacting the Chairman of the Board or the Corporate Secretary.

Executive Sessions without Management Directors

Consistent with current practice, a portion of each regularly scheduled Board meeting shall be devoted to an executive session in which the Chairman of the Board and the directors may discuss the condition of the Company's business, succession planning, and other sensitive or confidential matters with the Chairman, without the Company's management present.

The non-management directors shall meet in executive session without the management directors present following each regularly scheduled Board meeting, and at such other times as they may deem appropriate. In addition, any director may request additional executive sessions of non-management directors to discuss any matter of concern.

The Chairman of the Board or, if the Chairman is a management director, the Lead Independent Director, shall chair the executive sessions of non-management directors.

➤ Access to Management and to Outside Experts

Non-management directors shall have access to individual members of management or to other employees of the Company on a confidential basis. Directors are authorized to conduct independent investigations and to hire outside consultants or experts at the Company's expense. Directors shall also have access to Company records and files and directors may contact other directors without informing Company management regarding the purpose or even the fact of such contact.

➤ Board Committees

A substantial portion of the Board's oversight and governance responsibilities are carried out by the committees of the Board. The agenda for each committee meeting will be the responsibility of the respective committee chairperson, in consultation with the appropriate members of management and staff; provided, however, that any member of a committee may request that a matter be placed on the committee's agenda by contacting such committee's chairperson. Management will be responsible for assuring that, as a general rule, information and data that are important to the committee's understanding of the matters within the committee's authority and the matters to be considered and acted upon by a committee are distributed to each member of such committee sufficiently in advance of each such meeting or action taken by written consent whenever practicable to provide a reasonable amount of time for review and evaluation of such information and data. Subject to any requirements in the applicable committee charter regarding the frequency of committee meetings, each committee chairperson, in consultation with committee members, will determine the frequency and length of the meetings of the committee.

The Board will have three standing committees: the Human Capital and Compensation Committee, the Corporate Governance Committee and the Audit Committee. The Board may also appoint special or additional committees from time to time as it deems necessary or appropriate. At least annually, the Board shall determine the assignment of individual directors to each committee, as well as the appointment of chairperson for each committee. Consideration will be given to rotating committee members periodically, and chairs of the Committees every three to five years, but the Board does not believe that such rotation should be mandated as a policy.

The Human Capital and Compensation Committee, the Corporate Governance Committee and the Audit Committee shall each be composed exclusively of independent directors. All members of the Audit Committee shall possess the financial literacy required by NYSE listing standards, and at least one member shall be an audit committee financial expert, as defined by Securities and Exchange Commission regulations.

Each committee has the authority to hire, at the expense of the Company, independent legal, financial or other advisors as they deem necessary.

Each committee shall have the responsibilities described in their respective charters.

➤ **Annual Evaluations**

Chief Executive Officer

At the end of each fiscal year, the Board and the Human Capital and Compensation Committee will review the performance of the Chief Executive Officer during the fiscal year. The evaluation will be utilized as a basis for considering the Chief Executive Officer's base salary, annual incentive compensation, and long-term incentive compensation.

Directors

The Corporate Governance Committee shall oversee an annual evaluation of the effectiveness of the Board and its performance, its contributions to the Company, and aspects of Board performance that could be improved. The purpose of this assessment is to increase the effectiveness of the Board. The Corporate Governance Committee, when deciding to nominate any individual director for re-election to the Board, may assess the performance of that individual.

Committees

The Human Capital and Compensation Committee, the Corporate Governance Committee and the Audit Committee will each perform an annual evaluation of its effectiveness. The results of these evaluations will be discussed with the full Board. The purpose of these evaluations is to increase the effectiveness of each committee as a whole. The Corporate Governance Committee, when recommending to the Board any individual director's membership on any committee, may assess the performance of that individual in consultation with the chairperson of that committee.

➤ **Management Succession**

Assuring that the Company has the appropriate management talent to successfully pursue the Company's strategies is one of the Board's primary responsibilities. Directors are expected to become sufficiently familiar with the Company's executive officers as to be able to offer personal feedback on the performance of such officers. The ultimate responsibility for the selection of a successor Chief Executive Officer resides with the Board. The Corporate Governance Committee shall be responsible for identifying potential successors for the Chief Executive Officer position in the event of emergency, retirement, or resignation, or his or her

disability, and shall consider the recommendations of the Chief Executive Officer as to successors for other key management positions. The Chief Executive Officer should inform the Board on a regular, ongoing basis of the Chief Executive Officer's recommendation as to his or her successor or interim successor should he or she become suddenly disabled and unable to perform in the role.

➤ **Share Ownership by Directors**

The Company recommends that each director should have a substantial personal investment in the Company. To that end, each non-management director must maintain ownership of Company common stock with a value of at least five times the director's annual retainer. New directors would be given a period of five years to attain full compliance with these requirements.

For purposes of these determinations, stock ownership includes shares of Company common stock which are directly owned or owned by family members residing with the director, or by family trusts, as well as vested options, vested and deferred restricted stock equivalents, unvested restricted stock equivalents, unless they are subject to achievement of performance targets, and common stock or stock equivalents credited to a director under the Company's savings investment plan or deferred compensation plan.

The Company recognizes that there may be instances when these guidelines would place an undue hardship on a non-management director. The Chairperson of the Corporate Governance Committee may, in their discretion, determine the appropriate hardship relief, if any, for non-compliance with these stock ownership guidelines, including but not limited to allowing individuals additional time to gain or regain compliance and suspending ownership or retention requirements in the event of extreme volatility in the Company's common stock price. The Corporate Governance Committee may modify or amend the stock ownership guidelines in its discretion.

➤ **Director Compensation**

The Corporate Governance Committee shall be responsible for recommending to the Board compensation and benefit programs for non-management directors. The Corporate Governance Committee shall recommend compensation which is appropriate for a corporation of the complexity and size of the Company. A portion of the directors' compensation may be in the form of cash retainers and meeting fees and a portion may be in the form of stock grants or stock equivalent units. The chairpersons of the Board committees may receive additional cash retainers. Directors shall be permitted to defer the receipt of their cash retainers, and, if approved by the Corporate Governance Committee for any fiscal year, shall receive an additional match on deferrals in the form of stock equivalents.

➤ **Director Orientation and Continuing Education**

All new directors shall be provided an orientation program, including personal briefing sessions from members of senior management on the Company's accounting policies, financial reporting, business strategies and key regulatory issues. The Company may offer continuing educational programs, including strategy reviews, visits to Company facilities and

business briefings from time to time and the Company shall pay for one conference or seminar related to corporate governance or other appropriate topics per year for each director.

➤ **Communicating Concerns to the Board**

The Company has established several means for shareholders or others to communicate their concerns to the Board. If the concern relates to the Company's financial statements, accounting practices or internal controls, the concern should be submitted in writing to the Chairman of the Audit Committee in care of the Corporate Secretary at the Company's headquarters address. If the concern relates to the Company's governance practices, business ethics or corporate conduct, the concern may be submitted in writing to the Chairman of the Corporate Governance Committee in care of the Corporate Secretary at the Company's headquarters address. If the shareholder is unsure as to which category his or her concern relates, he or she may communicate it to any one of the independent directors in care of the Corporate Secretary at the Company's headquarters address.

The Company's "whistleblower" policy prohibits the Company or any of its employees from retaliating or taking any adverse action against anyone for raising a concern. If a shareholder or employee nonetheless prefers to raise his or her concern in a confidential or anonymous manner, he or she may call the Company's outside service provider, toll-free, at 1-855-405-6557, or leave a message at the Company's confidential web address:

www.edgewell.ethicspoint.com.

➤ **Disclosure of these Principles**

These Principles, as well as the charters of the Human Capital and Compensation Committee, the Corporate Governance Committee and the Audit Committee will be posted on the Company's website and will be available in print to any shareholder requesting them. Such availability on the Company's website will be noted in the Company's annual proxy statement.