

# EASTMAN CHEMICAL COMPANY

## Health, Safety, Environmental and Security Committee Charter

### I. Purpose

**The purpose of the Health, Safety, Environmental and Security Committee is to review with management and, where appropriate, make recommendations to the Board regarding the Company's policies and practices concerning health, safety, environmental, security, and sustainability matters. "Security" as used in this Charter refers to those matters within the scope of Eastman's Security Policy and the American Chemistry Council Security Code related to physical security, personnel security, and security of the process control network.**

### II. Duties and Responsibilities

- A. The committee shall periodically review with management, and report to the Board concerning, the Company's policies and practices (including public disclosure and public relations) with respect to health, safety, environmental, security, and sustainability matters.
- B. The committee shall periodically review with management and report to the Board on health, safety, environmental, and security matters (including security of the process control network) involving the Company and any significant liabilities or anticipated significant expenditures with respect thereto.
- C. The committee shall review with management and periodically report to the Board on the Company's health, safety, environmental, and security assessment practices, on significant developments related to health, safety, and environmental effects that may impact the Company, and on its processes for complying with applicable health, safety, environmental, and security laws and regulations, and recommend changes in such practices or processes, where appropriate.
- D. The committee shall review and, where appropriate, make recommendations to the Board regarding matters of public policy concerning health, safety, environmental, and security matters where government policies and programs directly impact the Company's flexibility or financial prospects.
- E. The committee shall monitor applicable federal, state, and international legislative and regulatory initiatives and the Company's lobbying activities and relationships with government authorities on health, safety, environmental, and security matters; monitor related significant matters of public policy; and periodically report to the Board on such legislative initiatives, lobbying activities, and relationships.
- F. The committee shall review the Company's list of public policy issues related to health, safety, environment, and security and recommend to management any desirable changes thereto.

### **III. Composition**

The size of the committee shall be determined by the Board based on the recommendation of the Nominating and Corporate Governance Committee, 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 be an "independent" director under the Board's Corporate Governance Guidelines. Board appoints committee members and the committee Chair based upon the recommendation of the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee, or until such committee member is no longer a Board member.

### **IV. Meetings**

The committee shall meet as frequently as necessary to carry out its responsibilities under this Charter. Typically, the committee will meet at least twice per year. The 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 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 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 employee of the Company to attend a meeting or to meet with any members or representatives of the committee.

### **V. Delegation**

The committee shall have the authority to delegate any of its responsibilities to subcommittees thereof as the committee may deem appropriate in its sole discretion.

### **VI. Annual Review**

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

## **VII. Annual Performance Evaluation**

At least annually, the committee will evaluate its own performance against the requirements of this Charter and review this evaluation with the Board. The specific goals, objectives, and practices of the committee in fulfilling its oversight responsibilities under this Charter shall be determined by the 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 it deems appropriate.

## **VIII. Availability of Charter**

This Charter will be included on the Company's website and will be made available upon request sent to the Company's Secretary.