

THE ESTÉE LAUDER COMPANIES INC.
Nominating and ESG Committee Charter
(Effective November 8, 2024)

The Nominating and ESG Committee (formerly known as the Nominating and Governance Committee) (the “Committee”) considers and makes recommendations to the Board of Directors (the “Board”) of The Estée Lauder Companies Inc. (the “Company”) on the composition, practices, policies, and procedures of the Board.

Committee Composition

The Committee consists of three or more members of the Board, including the Committee chair. Appointments to the Committee, and any changes in membership, shall be made by the Board.

In discharging its responsibilities, the Committee is empowered to form and delegate authority to such subcommittees as it deems advisable, except to the extent that such delegation would be inconsistent with the Securities Exchange Act of 1934 or applicable rules of the New York Stock Exchange.

Corporate Governance Matters

The Committee is responsible for periodically reviewing the Company’s Corporate Governance Guidelines and recommending revisions to the Board when appropriate. The Committee considers corporate governance issues that arise from time to time, and makes appropriate recommendations for the Board regarding such matters.

The Committee’s responsibility for corporate governance matters includes oversight of the Company’s environmental, social, and governance (“ESG”) activities and practices, including citizenship and sustainability matters.

CEO Evaluation and Succession Planning

As set forth in the Company’s Corporate Governance Guidelines, the Committee is responsible for overseeing the Board’s evaluation of the Chief Executive Officer (“CEO”), in coordination with the Compensation Committee, as necessary and appropriate.

The Committee establishes policies and principles for CEO succession planning. In the event of death, disability or retirement of the CEO, the Committee will convene as soon as possible to make recommendations to the Board about succession.

Director Qualifications, Independence, and Director Candidates

The Committee is responsible for establishing the criteria for, and reviewing the qualifications of, individuals to be nominated for election as members of the Board. Working with the Board, the Committee determines the appropriate characteristics, skills, and experience for the Board as a whole and its individual members. The Committee determines, on an annual basis, the independence of the directors under the standards set forth in the Company's Corporate Governance Guidelines. The Committee proposes candidates to fill vacancies on the Board that occur between annual meetings of the stockholders and recommends the class of nominees to be proposed by the Board for election at the annual meeting.

Outside Advisers

The Committee has the authority to retain such legal, financial, and other advisers as it deems necessary or advisable, at the Company's expense. The Committee has the sole authority to retain, terminate and approve the terms of engagement and fees of any search firm to be used to identify director candidates.

Board, Committees, and Director Evaluations

The Committee establishes procedures and criteria for an annual self-evaluation by the Board of the effectiveness of the Board, its standing committees, and its individual members.

The Committee summarizes the results of the self-evaluations and reports them to the Board.

Director Compensation

The Committee periodically reviews the compensation of directors for service on the Board and the committees of the Board, and considers the appropriateness of such compensation in light of the practices at similar public corporations. The Committee recommends changes in compensation to the Board, as appropriate.

Committee Performance Evaluation

The Committee shall conduct an annual performance evaluation of the Committee.

Committee Reports to the Board

The Committee shall report regularly to the Board regarding any issues that arise with respect to matters it oversees.