

**HUNTSMAN CORPORATION**  
**SUSTAINABILITY COMMITTEE CHARTER**

**Effective as of February 18, 2021**  
**(Amended and Restated as of October 26, 2023)**

The Board of Directors (the “*Board*”) of Huntsman Corporation (the “*Company*”) established the Sustainability Committee (the “*Committee*”) of the Board on February 18, 2021. The Board hereby adopts the following amended and restated charter for the Committee (the “*Charter*”) effective as of the date set forth above.

**Purposes**

The purposes of the Committee are:

1. To assist the Board in fulfilling its review and oversight responsibilities with regard to sustainability, environmental and related corporate social responsibility, and governance matters (collectively “*Sustainability*” matters) in support of the sustainable growth of the Company;
2. To assist the Board in fulfilling its review and oversight responsibilities regarding the Company’s sustainability-related strategies, policies and practices, the implementation of which create value consistent with the long-term preservation and enhancement of shareholder value;
3. To assist the Board in fulfilling its review and oversight responsibilities regarding the Company’s environment, health and safety performance and systems, regulatory and environment, health and safety compliance and product stewardship matters;
4. To review and monitor key public policy trends, issues, regulatory matters and other matters that may affect the Company’s business, strategies, operations, performance or reputation; and
5. To perform such other functions as the Board may assign to the Committee from time to time and related hereto.

**Composition**

The Committee shall consist of at least three members, all of whom must be independent members of the Board. One of the members shall serve as the chairperson (“*Chair*”) of the Committee.

The Board shall appoint the members of the Committee based on the recommendation of the Nominating and Corporate Governance Committee. The Chair of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative

vote of the majority of the Committee. The Board may remove or replace the Chair and any other member of the Committee at any time by the affirmative vote of the majority of the Board.

### **Committee Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee other than as provided herein. Subject to the prior approval of the Board, the Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to do the following actions:

1. ***Sustainability Matters.*** The Committee's responsibilities (as outlined below) regarding Sustainability Matters extend to corporate strategies, policies and practices relating to sustainability, including climate change, natural resources, pollution and waste, and environmental and innovation opportunities created by or available to the business.

a. In consultation with senior management, the Committee shall review key Sustainability policies, initiatives, and metrics established by senior management to advance the Company's Sustainability strategies and objectives, including those related to climate change, natural resources, pollution and waste, and environmental and innovation opportunities created by or available to the business.

b. In consultation with senior management, the Committee shall review the impact of the Company's business operations with respect to matters related to Sustainability, including climate-related public policy trends.

c. In consultation with senior management, the Committee shall review, advise and, where appropriate, make recommendations to senior management and the Board regarding investor initiatives pertaining to sustainability and other environmental and related corporate social responsibility and governance matters.

d. The Committee shall assist the Board in fulfilling its oversight responsibilities by identifying, evaluating and monitoring the Sustainability trends, issues, and associated risks which could materially affect the Company's business activities and reputation or otherwise impact the long-term preservation and enhancement of shareholder value, including oversight of management's strategies to mitigate such risks.

e. The Committee shall review and report to the Board regarding the Company's Report on Sustainability notwithstanding that authority for mandatory disclosures and related policies related to sustainability and sustainability matters shall remain with the Audit Committee to ensure consistency across voluntary and mandatory disclosures, among other things.

f. The Committee shall report to the Board not less than twice each year regarding the matters addressed by the Committee.

2. ***Regulatory and EHS and Product Stewardship Matters.*** The Committee's responsibilities (as outlined below) regarding the Company's environmental, health and safety ("EHS") matters extend to (1) the Company's EHS performance and corporate strategies, policies and practices related thereto and (2) the Company's regulatory and EHS-related compliance and product stewardship matters, including related regulatory and corporate-wide policy requirements.

a. The Committee shall with senior management review the status of the Company's EHS compliance policies, programs, and practices.

b. The Committee shall review and oversee product stewardship practices and use of good science to manage product risks.

c. The Committee shall oversee risk management strategies related to the Company's EHS, product stewardship and other related programs and matters, including those related to inherently safer technologies (IST) and chemicals of concern.

d. The Committee shall discuss reports of any material breaches or systemic failures of the EHS compliance program or controls with the Board and Company management, as appropriate, to ensure that prompt corrective action is taken whenever necessary.

e. The Committee shall review with senior management the status of the Company's EHS performance and systems, including related policies, programs, and practices.

f. The Committee shall review with senior management the current and emerging EHS and related trends, regulatory and EHS compliance, product stewardship and related matters that may have a material impact on the Company.

3. ***Public Policy Matters.***

a. The Committee shall review and report to the Board on any key public policy trends, issues, regulatory matters and other related matters that may affect the Company's business, strategies, operations, performance or reputation.

b. The Committee shall review the Company's advocacy activities and relationships with government and regulatory authorities and its engagement in the public policy process.

4. ***Expert Assistance.*** The Committee shall have authority to obtain advice and assistance from internal functional resources of the Company in order to fulfil its mandate hereunder, including EH&S, Sustainability, Investor Relations, Finance, Human Resources, Government Affairs, and Legal, and, subject to the prior approval of the Board, from external EH&S, accounting, legal or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

## **Committee Procedures**

1. ***Meetings.*** The Committee shall meet at the call of its Chair, two or more

members of the Committee, or the Chairman or Vice Chair of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or its Chair may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's Seventh Amended and Restated Bylaws (as they may be amended from time to time, the "*Bylaws*").

2. ***Quorum and Approval.*** A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

3. ***Rules.*** Except as expressly provided in this Charter, the Company's Amended and Restated Certificate of Incorporation (as it may be amended from time to time) or Bylaws, or the Company's Corporate Governance Guidelines, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairperson pro tempore in the absence of the Chair and designation of a secretary of the Committee or any meeting thereof.

4. ***Reports.*** The Committee shall make regular reports of its actions and any recommendations to the Board, directly or through the Chair at least once each year regarding the matters addressed by the Committee.

5. ***Review of Charter.*** Each year the Committee shall review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

6. ***Performance Review.*** Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.

7. ***Fees; Reimbursement of Expenses.*** Each member of the Committee shall be paid the fee set by the Board for his or her services as a member or Chair of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, members of the Committee will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as members of the Committee.