Updated November 4, 2026

NEWELL BRANDS INC.
AUDIT COMMITTEE CHARTER

Purpose

The purpose of the Newell Brands Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") of the Company in fulfilling its legal and fiduciary obligations to oversee:

- **A.** The integrity of the Company's financial statements, including the effectiveness of the Company's internal control over financial reporting,
- **B.** The Company's compliance with legal and regulatory requirements,
- **C.** The qualifications and independence of the Company's independent auditors,
- **D.** The performance of the Company's internal audit function and independent auditors, and
- **E.** The Company's overall risk management profile and the Company's processes for assessing and managing significant business risks.

The Committee also prepares the audit committee report required to be included in the Company's annual proxy statement under the applicable rules of the Securities and Exchange Commission (the "SEC").

Committee Membership

The Committee shall consist of three or more directors designated by the Board, all of whom shall be "independent" under the Company's corporate governance guidelines and the applicable requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and rules and regulations of the SEC and the Nasdaq Stock Market ("NASDAQ"). No member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow. At least one member of the Committee should be an "audit committee financial expert" as defined in Item 707(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. The Board shall also designate one member of the Committee as chairperson. Committee members may be removed or replaced by the Board at any time. No member of this Committee may simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service will not impair the ability of the director to fulfill his or her obligations as a member of this Committee. Any such determination shall be disclosed in the Company's annual meeting proxy statement.

No member of this Committee shall accept any consulting, advisory or other compensatory fee from the Company other than in his capacity as a member of the Board or any committee of the board.

Meetings

The Committee shall meet with such frequency as it deems necessary to fulfill its responsibilities, but no less than quarterly. The Committee shall also meet separately, on a periodic basis, with Management, with the Company's internal auditors and with its independent

auditors to discuss any matters that should be considered privately. Meetings may take place in person or by teleconference, videoconference or other means of electronic communication permitted under Delaware law. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared. The Committee may invite the Company's independent auditors, outside counsel, or any officer or employee of the Company to attend any Committee meeting in order to provide information or advice in connection with the matters to be addressed at the meeting. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

Duties and Responsibilities

The Committee's responsibility is one of oversight. Although the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to prepare financial statements. Management is responsible for preparing the Company's financial statements and disclosures in accordance with generally accepted accounting principles. It is the Company's independent auditors' responsibility to plan and conduct the audits, and to determine that the Company's financial statements, including disclosures, are free of material misstatement, and in accordance with generally accepted accounting principles. Furthermore, it is Management's responsibility to assure the compliance of the Company or its employees with laws and regulations or with the Company's Code of Conduct.

A. General responsibilities

1. Maintain open communications with the Board, the Company's independent auditors, the Company's internal auditors, the Company's Ethics and Compliance Program leadership and the financial and general Management of the Company.

2. Perform any other activities as the Committee deems appropriate, or as requested by the Board, consistent with this Charter, the Company's bylaws and applicable law.

3. Review with the Board annually an evaluation of the adequacy of this Charter and recommend any changes to the Board. The Committee may conduct this Charter evaluation in such manner as the Committee, in its business judgment, deems appropriate.

4. Report regularly to the Board and review with the Board any significant issues that arise with respect to the items the Committee has oversight.

B. Responsibilities regarding oversight of the financial statements, financial disclosure and the annual external audit

The Committee, as required by law or regulation or to the extent it deems necessary or appropriate, shall:

1. Review and discuss with Management and the independent auditors:

a. The Company's annual audited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of each Form 10-K.

b. The Company's quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition

and Results of Operations," prior to the filing of each Form 10- Q.

c. The Company's earnings press releases, including the use of non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee will not necessarily review in advance each earnings release or each instance in which the Company may provide earnings guidance, but may instead discuss more generally the types of information to be disclosed and the type of presentation to be made.

d. Major financial reporting issues and critical judgments and estimates made in connection with the preparation of the financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.

e. Analyses prepared by Management and/or the independent auditors on the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

f. The Committee report to be included in the Company's proxy statement for the Company's annual meeting of stockholders.

2. Prior to the filing of any audit report with the SEC, obtain and discuss reports from the independent auditors on:

a. All critical accounting policies and practices used and judgments made in connection with the preparation of the Company's financial statements.

b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with Management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors.

c. Any other material written communications between the independent auditor and Management, such as any management letter or schedule of unadjusted differences.

3. Review any disclosures made to the Committee by the Company's chief executive officer and chief financial officer in connection with their certification of any Form 10-K or Form 10-Q concerning (a) any significant deficiencies in the design or operation of, or any material weaknesses in, the Company's internal controls,
(b) any fraud involving Management or other employees who have a significant role in the Company's internal controls, and (c) management's assessment of the adequacy and effectiveness of the Company's internal control system, including information technology security and control and the special audit steps adopted in light of any material control deficiencies.

4. After the completion of the annual audit examination, review with Management and the independent auditors:

a. The results of the audit and the independent auditors' report on the financial statements.

b. The matters required to be discussed with the independent auditors under applicable auditing standards relating to the conduct of the audit, as such standards may be amended, supplemented or replaced, including any audit problems or difficulties and Management's response. Such discussion shall include a discussion of (i) any restrictions on the scope of the independent auditors' activities or access to requested information, (ii) any significant disagreements with Management, and (iii) any significant communications between the audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement.

c. Any other matters about the audit procedures or findings that regulations or professional standards require the auditors to discuss with the Committee.

d. Determine whether or not to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K.

C. <u>Oversight of the Company's compliance with legal and regulatory requirements</u>

The Committee, as required by law or regulation or to the extent it deems necessary or appropriate, shall:

1. Discuss with Management and the independent auditors any correspondence with the SEC, NASDAQ or other regulatory or self-regulatory agency relating to the Company's financial reporting obligations, including any comment letters received from the SEC on the Company's financial statements and the Company's proposed response to those comments.

2. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

3. Recommend to the Board, from time to time, for its approval, any revisions and changes to the code of ethics for the Company's senior financial officers that the Committee believes are necessary or advisable to maintain the code's compliance.

4. Discuss with the Company's Chief Legal Officer and outside counsel, as appropriate, any litigation or other legal matters that may have a material effect on the Company's financial statements, operations or its compliance policies.

5. Review the procedures for monitoring the Company's employees' compliance with the Company's Code of Conduct, periodically meet separately with the Ethics and Compliance leader and advise the Board of any material compliance matters relating to accounting, auditing or financial reporting that are identified by the Committee as the result of such procedures.

6. Consider the results of any review by the internal auditors or the independent auditors of officers' expense accounts and perquisites (including use of corporate assets).

7. Obtain from the independent auditors confirmation that they have not become aware of any illegal acts that are required to be disclosed to the Committee under the Exchange Act.

8. Review with Management, the internal auditors and the independent auditors any other significant legal or regulatory compliance matter involving the Company.

D. Responsibilities regarding the independent auditors

The Committee, as required by law or regulation or to the extent it deems necessary or appropriate, shall:

1. Have the sole authority to appoint, retain, compensate, evaluate and terminate the Company's independent auditors, with sole authority to approve all audit engagement fees and terms (these responsibilities may not be delegated to Company management).

2. Be directly responsible for overseeing the work of the independent auditors (including the resolution of disagreements between Management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

3. Review and pre-approve (a) all engagements in connection with audit, review and attest services required under the securities laws, and (b) subject to the provisions of the Exchange Act, any non-auditing services to be provided by the independent auditors, including the terms of the engagement and fees paid to the independent auditors, subject to the de minimus exception under the Exchange Act for the provision of non-auditing services that are approved by the Committee before the completion of the audit. The Committee may delegate to a subcommittee of one or more of its members the authority to pre-approve auditing and permitted non- auditing services. Any decision by such subcommittee to pre-approve auditing or non-auditing services shall be presented to the full Committee for its approval at its next scheduled meeting.

4. Evaluate, at the time of the engagement and periodically thereafter, the independence of the independent auditors and report its conclusions to the Board. In connection with such evaluation, the Committee shall require the independent auditors to deliver at least annually a formal written statement delineating all relationships between the independent auditors and the Company and addressing at least the applicable requirements of the Public Company Accounting Oversight Board, and shall discuss with the independent auditors any relationships or services disclosed in the statement that may impact the objectivity and independence of the auditors.

5. Ask the Company's independent auditors to confirm, each year before work is begun on the audit of the Company's financial statements, that the persons who are serving as "audit partners," as defined in applicable SEC rules, in connection with such audit have complied with applicable SEC rules relating to audit partner rotation. The Committee shall also consider, as part of its annual review of the independence of its independent auditors, whether or not there should be a regular rotation of the independent auditing firm.

6. Meet with the independent auditors before each audit to discuss the planning and staffing of the audit.

7. Evaluate the performance of the independent auditors and the lead partner and report its conclusions to the Board. In connection with such evaluation, the Committee shall obtain, at least annually, from the independent auditors a report that describes (a) the independent auditors' internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board review of the independent auditor or by any inquiry or investigation by any governmental or professional authority within the preceding five years respecting one or more independent audits conducted by the independent auditor, and (c) any steps taken to address those issues.

The Committee shall also solicit and take into account the opinions of Management and of the Company's internal auditors.

8. Establish policies, consistent with applicable SEC rules, for hiring employees or former employees of the independent auditors who participated in the audit of the Company's financial statements.

E. Responsibilities regarding oversight of the internal audit function

The Committee, as required by law or regulation or to the extent it deems necessary or appropriate, shall:

1. Ensure that the Company establishes, resources, and maintains a professional internal audit function to serve the interests of the Audit Committee, the Board, and the Company.

2. Discuss with the independent auditors and Management any issues relating to the responsibilities, activities, organizational structure, budget and staffing, and qualifications of the Company's internal audit function.

3. Review and approve the annual audit plan and the internal audit charter.

4. Review and approve through the Audit Committee Chair the appointment or replacement of the Chief Audit Executive.

5. Periodically evaluate the performance of the Chief Audit Executive, who shall have direct access to the Committee.

6. Review the performance and any material findings of the internal audit function as well as ensure there are no inappropriate restrictions or limitations on the internal audit function.

7. Discuss the adequacy of the Company's internal control over financial reporting with internal audit.

8. Meet at least quarterly with the chief internal audit executive to discuss any matters the Committee or internal audit believes should be discussed privately.

F. Responsibilities regarding oversight of risk management

The Committee, as required by law or regulation or to the extent it deems necessary or appropriate, shall:

1. Provide oversight of the Company's Management of risk (including risks related to data privacy, business continuity, information technology, cyber security, use of artificial intelligence and regulatory matters), including the processes used for identification, assessment, reporting, monitoring and management of key risks.

2. Review and discuss with Management, the internal auditors and the independent auditors the results of the Company's risk assessment and the guidelines and policies to govern risk assessment and risk management, including the risk of fraud.

3. Review and discuss with Management, the internal auditors and the independent auditors the Company's key risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management

policies and guidelines.

4. Meet with other Committees of the Board to discuss and review the Company's major risk exposures, including but not limited to risks related to the Company's compensation programs.

5. Review and discuss with Management, the internal auditors and the independent auditors the Company's risk management and strategy relating to cybersecurity, including (i) the Company's processes for assessing, identify, managing, and mitigating material risks from cybersecurity threats and emerging developments and threats; (ii) whether any risks from cybersecurity threats have materially affected or are reasonably likely to materially affect the Company, and (iii) the expertise of members of Management with respect to assessing and managing risks from cybersecurity threats.

6. Request management, the internal auditors and the independent auditors to identify significant financial risk exposures of the Company and review and discuss with Management and the independent auditors, Management's steps to minimize such financial risk exposures, including review of the status of the Company's financial instruments.

G. Other responsibilities regarding certain tax, treasury, and financing activities of the Company

The Committee, as required by law or regulation or to the extent it deems necessary or appropriate, shall review certain finance, tax planning and treasury activities of the Company, including:

1. Periodically review the Company's hedging activities and the use of derivatives.

2. Periodically review the Company's tax strategies and potential tax law changes expected to have a material impact on the Company's financial results.

3. Review, approve and authorize, at least annually, the Company's policy and procedures with respect to uncleared swaps.

Authority to Retain Advisors

The Committee shall have the authority to engage, at the Company's expense and without the approval of the Board or Management, such outside legal, accounting and other advisors as it deems necessary or appropriate to carry out its duties.

Delegation to Subcommittees

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of one or more Committee members, whether or not such delegation is expressly contemplated by this charter.