



## **SYLVAMO CORPORATION**

### **MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE CHARTER**

**(As Adopted by the Board of Directors as of October 1, 2021)**

Pursuant to duly adopted Amended and Restated By-laws of the Company (the “By-laws”), the Board of Directors (the “Board”) of Sylvamo Corporation (the “Company”) has determined that the Management Development and Compensation Committee of the Board (the “Committee”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this Management Development and Compensation Committee Charter (the “Charter”) to establish the governing principles of the Management Development and Compensation Committee.

#### **Purpose and Role of Compensation Committee**

The Committee is appointed by the Board to assist the Board in the following oversight roles:

- overseeing the overall compensation programs of the Company and approving compensation of the Company’s senior vice presidents (other than the Chief Executive Officer);
- recommending the compensation of the Chief Executive Officer (“CEO”) to the independent directors for approval;
- providing a written evaluation of the performance of the CEO in accordance with the process established by the Lead Independent Director;
- discussing the Compensation Discussion & Analysis and annual compensation-related risk assessment with Company management, and providing the required disclosure under Item 407(e)(5) of Regulation S-K;
- reviewing and advising management regarding the Company’s human capital management strategies, including culture, diversity, and inclusion strategies, programs and initiatives;
- reviewing the results of any shareholder advisory votes regarding the Company’s executive compensation and recommending to the Board how to respond to such votes; and
- ensuring that the Company has in place policies and programs for the development of senior management and senior management succession planning.

## **Committee Membership**

Members of the Committee and the Committee chairperson shall be appointed by the Board upon the recommendation of the Chairman of the Board and the Nominating and Corporate Governance Committee and may be removed by the Board at any time. The Committee shall consist of not less than three members.

Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange ("NYSE") and other applicable standards, including such standards as may be established by the Nominating and Corporate Governance Committee and Board from time to time. Each Committee member shall be a "Non-Employee Director" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time.

The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

## **Committee Authority and Responsibilities**

The Committee shall have the sole authority, without further approval of the Board, to select, retain and terminate compensation consultants, independent legal counsel and other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. Any compensation consultant, independent legal counsel or other advisor retained by the Committee may, but need not, be otherwise engaged by the Company for any other purpose.

The Company shall pay to any outside compensation consultant, independent legal counsel or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee. The Company shall pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, as shall be determined by the Committee.

Before selecting any compensation consultant, legal counsel or other adviser to the Committee, other than in-house Company legal counsel, the Committee shall assess the independence of such consultant, counsel or adviser from Company management, taking into consideration all factors relevant to such independence, including those required to be considered by the NYSE, Securities Exchange Act of 1934, the rules and regulations of the Securities and Exchange Commission and other applicable standards.

The Committee further shall:

1. Review and recommend for election by the Board candidates for positions of senior vice president of the Company and above at the time of any such promotion.
2. Review at least annually senior management succession planning and periodically review Company policies and programs for the development of management personnel. These reviews may take place at private sessions of the Board.
3. Approve annual and long-term incentive compensation plans of the Company, including plan design. The Committee shall also approve the Company's performance

achievement as measured against its incentive compensation plan metrics, and the resulting payouts. The Committee's authority to approve individual payouts under the Company's long-term incentive compensation plan shall include the CEO's payout because such payout is based entirely on a formula derived by Company performance achievement with no individual discretion.

4. Review and approve the following compensation components for senior vice presidents: base pay, including merit or promotional adjustments, short-term incentive award targets and payouts, long-term incentive award targets and payouts, and other equity grants. Compensation levels shall be established using a benchmarking methodology reviewed and approved by the Committee. Actual compensation paid shall be based on individual performance achievement of pre-established objectives in consultation with the CEO and internal equity.
5. In accordance with a process established by the Lead Independent Director, annually approve the CEO's individual objectives and evaluate the CEO's performance achievement of such objectives in a confidential written evaluation provided to the independent directors not less than annually.
6. Recommend to the independent directors the following compensation components for the CEO: base pay, including merit or promotional adjustments, short-term incentive award targets and payouts, long-term incentive award targets, and other equity grants. Compensation levels shall be established using a benchmarking methodology reviewed and approved by the Committee. Actual compensation recommended to the independent directors shall be based on the CEO's performance achievement in accordance with the process described in Section 3. The Committee shall also recommend to the independent directors the compensation of any other employee director.
7. Review and approve employment agreements, severance agreements and change in control agreements, and any additional special or supplemental benefits, for senior vice presidents of the Company (other than the CEO). Any such agreements or benefits for the CEO and any employee director shall be approved by the independent directors.
8. Review and approve establishment of, changes in, or delegations of authority with respect to, Company retirement and benefit plans for senior management, and shall review and approve any proposed significant changes in plan design for other employee retirement and benefit plans.
9. Monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Committee deems appropriate, including evaluating whether the risks arising from the Company's compensation policies and practices for its employees would be reasonably likely to have a material adverse effect on the Company.
10. Establish and periodically review stock ownership guidelines for CEO and senior vice presidents and confirm that such guidelines are being adhered to.

11. Delegate its authority to subcommittees or to the Chair of the Committee when it deems appropriate and in the best interests of the Company.
12. Make regular reports to the Board on all matters for which the Committee has responsibility.
13. Prepare an annual report regarding executive compensation for inclusion in the Corporation's annual proxy statement or Form 10-K in accordance with applicable SEC rules and regulations.
14. Annually review and assess the adequacy of this charter, and recommend any proposed changes to the Board for approval.
15. In accordance with a process established by the Lead Independent Director, the Committee shall participate in an annual review of its performance and report to the Board on such evaluation.
16. Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

#### **Structure and Procedures**

The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.

The Committee shall meet at least once every fiscal quarter, at such times and places as shall be determined by the Committee chairperson, and may have such additional meetings as the Committee chairperson or a majority of the Committee's members deem necessary or desirable. The Committee may request (a) any officer or employee of the Company, (b) the Company's outside counsel or (c) other advisors to attend its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions.

The meetings and other actions of the Committee shall be governed by the provisions of the By-laws applicable to meetings and actions of the Committees of the Board. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangement by means of which all persons participating in the meeting can hear each other.