

SYLVAMO CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

**(As Adopted by the Board of Directors December 17, 2021,
as amended December 16, 2025)**

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 Nominating and Corporate Governance Committee (the “Committee”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this Nominating and Corporate Governance Committee Charter (the “Charter”) to establish the governing principles of the Nominating and Corporate Governance Committee.

Purpose and Role of Nominating and Corporate Governance Committee

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

- assuring that the Company abides by sound corporate governance principles, including compliance with the Company’s Certificate of Incorporation and By-laws, as well as with the Company’s Corporate Governance Guidelines that are recommended by the Committee and adopted by the Board;
- serving as the Board’s nominating committee, responsible for identification and evaluation of persons qualified to be board members (“director-candidates”) and for evaluating sitting directors being considered for re-election (“director-nominees”) at the next annual shareholders’ meeting, consistent with qualification criteria approved by the Board and applicable laws and regulations;
- assuring that shareholder communications, including shareholder proposals for inclusion in the Company’s annual proxy statement, are addressed appropriately by the Board or management;
- assuring that processes are in place for the evaluation of the Board, its committees and Company management; and
- providing oversight and guidance on sustainability and environmental, social and governance (“ESG”) matters.

Committee Membership

Members of the Committee and the Committee chairperson shall be appointed by the Board upon recommendation of the Chairman of the Board and the Committee and may be removed by the Board at any time. The Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange (“NYSE”) and such other standards as may be established by the Board 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 by the Board, to select, retain and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Corporation to such consultant or search firm, including the fees, terms and other conditions for the performance of such services. In addition, the Committee may, without further approval by the Board, obtain such advice and assistance from outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any legal or other advisor retained by the Committee may, but need not, be otherwise engaged by the Corporation for any other purpose.

The Corporation shall pay to any consultant or search firm or outside legal 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 Committee further shall:

1. Recommend to the Board the Corporate Governance Guidelines applicable to the Company, and periodically review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
2. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance in relationship to its Charter as part of its Committee Self-Assessment.
3. Review the size and composition of the Board, and its committees, to assure that the Board and its committees function effectively, and discharge their respective responsibilities. In this context, the Committee shall approve the process and oversee the conduct of an annual Board and Committee Self-Assessment that will be reviewed with the Board, and report to the Board on its Committee Self-Assessment.
4. Consider appropriate criteria to evaluate a director-candidate's and director-nominee's qualification for board membership. Such criteria shall include whether the director would be deemed "independent" under NYSE standards as well as independence standards developed by the Committee and approved by the Board. Criteria to be considered include a person's skills, current and previous occupations, other board memberships and professional experiences in the context of the needs of the Board. The Committee shall seek qualified candidates with diverse backgrounds, including but not limited to such factors as race, gender, and ethnicity. In conjunction with its review of director qualifications, the Committee shall also review the institutional, board and other affiliations of director-candidates and director-nominees, and consider any potential or actual conflicts of interest that may compromise their ability to discharge their duties as directors. Potential conflicts of interest involving the

Chairman and/or Chief Executive Officer (“CEO”) shall be reviewed by the independent members of the Board.

5. Actively seek individuals qualified to become directors, and evaluate and recommend possible candidates for Board approval. Prior to each annual meeting of shareholders, or, if applicable, at any special meeting of shareholders, the Committee shall also evaluate directors sitting for election by shareholders, and recommend their nomination to the full Board for approval. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Corporation’s directors.
6. Consider and recommend to the full board for approval candidates to become elected officers of the Company, and shall review and recommend to the board for its approval those officers subject to Section 16 of the Securities and Exchange Act of 1934.
7. Recommend for Board approval assignments of individual Board members to various committees, taking into account the functions of the committee and qualifications of the directors. The Committee shall also recommend directors to serve as the Chairperson or Lead Independent Director, as applicable, and as chairs of each committee.
8. Review and make recommendations to the Board on a bi-annual basis, or more frequently as deemed necessary or appropriate by the Committee, with respect to the compensation of directors, including the Chairman of the Board if he or she is not the chief executive officer. The Committee shall also review and approve any equity-based compensation plans for non-employee directors. Compensation of the CEO who is also Chairman of the Board and of any other executives who are also directors shall be considered and reviewed by the Management Development and Compensation Committee and recommended to the full board for its approval.
9. Consider and, after consultation with the Management Development and Compensation Committee, recommend to the Board the frequency of the Company’s advisory vote on executive compensation.
10. Oversee compliance with the Company’s Corporate Governance Guidelines and review potential conflicts of interest and any other potential issues concerning a director’s compliance with the Company’s Code of Conduct, including whether such director or directors may vote on any issue as to where there may be a conflict.
11. Review the Company’s position and policies that relate to current and emerging sustainability and ESG matters, and make recommendations to the Board regarding such matters.
12. Review, and if appropriate, approve related party transactions in accordance with the Company’s Related Person Transactions Policy.
13. Recommend for approval an emergency succession plan in the event that the Chairman and CEO is unable to fully perform his or her responsibilities.

14. Report to the Board periodically on all matters for which the committee has been delegated responsibility.
15. 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.