

The Cooper Companies, Inc.

Organization And Compensation Committee Charter

This Organization and Compensation Committee Charter was originally adopted by the Board of Directors (the “Board”) of The Cooper Companies, Inc. (the “Company”) on December 16, 2003. The Charter has been subsequently updated as needed; most recently in March 2021.

Purpose

The Organization and Compensation Committee (the “Committee”), on behalf of The Cooper Companies’ Board of Directors, oversees and discharges the responsibility of the Board matters relating to the compensation of the Company’s executive officers and directors. The Committee also reviews and recommends to the Board of Directors for approval: management development and succession planning.

Duties and Responsibilities

On a regular basis, the Committee reviews, discusses, considers, recommends to the Board, and/or approves the following:

1. The Company’s overall compensation philosophy, supporting policies and procedures, and issues of internal equity between and amongst the Company’s executives;
2. Industry and peer group pay and human capital management practices and the Company’s relative competitive pay positioning with respect to key executives’ base salaries, cash incentives, equity participation levels, benefits/perquisites, contractual, and severance arrangements;
3. Annual compensation recommendations for non-employee Directors;
4. Executive organization, staffing plans and succession planning needs;
5. Monitor appropriateness, effectiveness, risk mitigation and value creation of the Company’s human capital management policies and practices, including those relating to inclusion and diversity;
6. The Company’s Compensation Discussion and Analysis as presented for inclusion in the Proxy Statement for the Annual Stockholder Meeting or the Form 10-K, as applicable. Such review to include a discussion with management of the material elements of executive compensation, presentation of the Committee’s compensation policies and all matters required by SEC standards. The Committee, based upon its review and discussions, shall recommend to the Board whether or not the Compensation Discussion and Analysis shall be included in the Company’s Proxy Statement or Form 10-K, as applicable;
7. The desirability of the Committee (with sole authority to do so) retaining appropriate consultants or advisors (independent or otherwise) to assist the Committee with its duties, with the Committee retaining the sole responsibility for the oversight of the work of such consultants as

well as the sole authority to terminate them; provided that, preceding the retention of any consultant or advisor, the Committee will take into consideration all factors, including any applicable factors under New York Stock Exchange (NYSE) rules, relevant to the adviser's independence from management. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee;

8. A review and reassessment of this Charter, followed by recommended changes (if any) presented to the Board for its consideration;
9. An evaluation of its own performance, including its compliance with this Charter, followed by reports to the Board which may include recommendations for changes in procedures or policies governing the Committee (if any);
10. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NYSE rules; and
11. The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

Specific Purview and Approval Authority

The Committee will review, and its approval is required for:

- The corporate goals and objectives with respect to the compensation of the Chief Executive Officer (CEO). The Committee will evaluate the CEO's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the CEO's compensation.
- All aspects of direct and indirect compensation paid to the Company's executive officers as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), other than the CEO;
- The allocation and terms and conditions of any equity grants to employees, from the total number of equity grants approved by the Board, to be allocated by the Committee amongst the CEO and the executive officers of the Company;
- The required annual report of the Committee to be included in the Company's proxy statement or annual report, as applicable;
- Any agreements providing for the payment of benefits following a change of control of the Company; and
- The terms of incentive compensation plans and equity-based plans (including employee stock purchase plans).

Composition and Meetings

- The Committee will be comprised of at least three independent Directors, as determined by the Board, each of whom shall satisfy the independence requirements of the NYSE and at least two shall be non-employee directors within the meaning of the applicable rules and regulations promulgated by the SEC under Rule 16b-3 of the Exchange Act.
- The members of the Committee will be appointed annually by the Board taking into consideration the recommendation of the Committee, if any. Committee members may be removed from the Committee, with or without cause, by the Board, taking into consideration any recommendation of the Committee.
- The Committee will elect a Committee member to act in a leadership (Chair) capacity to ensure administrative efficiency and proper Committee processes and functioning.
- The Chairperson will preside, when present, at all meetings of the Committee.
- The presence of two members (who are independent directors) will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.
- The Committee may delegate to sub-committees, comprised solely of members of the Committee, any task within the Committee's authority. As applicable, the Committee may also delegate administrative, fiduciary, and investment responsibilities with regard to the Company's retirement benefit and employee stock purchase plans to a management committee.
- The Committee will act proactively in establishing its own goals, agendas, and planned meeting dates.
- The Committee will meet at such times as had previously been scheduled or determined by its Chairperson or upon the request of any two of its members.
- The Committee will keep a record of its meetings and report to the Board, as appropriate.
- The Committee may meet by telephone or video conference and may take action by written consent.
- The Committee will prepare required and/or requested reports for the Board of Directors.

Disclosure of Charter

This Charter shall be made available on the Company's website at <http://www.coopercos.com> and to any stockholder who otherwise requests a copy. The Company's proxy statement and annual report to stockholders shall state the foregoing.