



Ashland Inc.
Audit Committee Charter

Effective January 17, 2025

I. Purpose

The Audit Committee (“Committee”) of the Board of Directors (“Board”) of Ashland Inc. (“Company”) will assist the Board in fulfilling its oversight responsibilities relating primarily to (a) the integrity of the Company’s financial statements; (b) the integrity and effectiveness of the Company’s internal control over financial reporting; (c) the performance of the Company’s internal audit function and independent auditors; (d) the independent auditors’ qualifications and independence; (e) the Company’s risk management policies and processes; (f) the Company’s financial affairs; and (g) legal and regulatory compliance requirements.

The Committee will maintain effective working relationships with and open communication between the Board, management and internal and independent auditors.

II. Organization

A. Membership

The Committee shall be composed of at least three (3) or more directors to serve at the pleasure of the Board. The Board elects the members of the Committee upon the recommendation of the Governance and Nominating Committee (“G&N Committee”) at the annual organization meeting of the Board for terms of one year, or until their successors are duly elected and qualified. The Board shall also elect the chair of the Committee. In the event a chair is not elected by the full Board, the Committee members may designate a chair by majority vote of the full membership of the Committee.

B. Independence

Each member of the Committee shall be “independent,” as that term is defined from time to time in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and with the requirements of the rules of the New York Stock Exchange (the “NYSE”), and the Company’s Director Independence Standards.

C. Financial Literacy and Audit Committee Financial Expert

Each member of the Committee must be financially literate as such qualification is interpreted by the Company's Board in its business judgment. At least one (1) member of the Committee must (i) have accounting or related financial management expertise, as such qualification is interpreted by the Company's Board in its business judgment; and (ii) meet the definition of an "audit committee financial expert" as set forth in the rules and regulations of the Securities and Exchange Commission ("SEC").

D. Meetings

The Committee shall meet at least four (4) times each calendar year and at such other times as required, upon the call of the Chair of the Committee or the Chair of the Board. Committee meetings may be in part or in whole with members attending in person and/or via electronic means. A majority of the members of the Committee attending shall constitute a quorum. Committee actions and decisions shall be decided based upon a simple majority and may be taken at meetings, via electronic media, or a combination thereof. If so agreed, actions may be taken in writing without a meeting. The Committee will keep minutes of its meetings and will regularly report to the Board on its activities, making recommendations as appropriate.

E. Other Audit Committee Service

No member of the Committee may serve simultaneously on the audit committee of more than three (3) other public companies without approval of the Board, such approval to be made upon the determination that simultaneous service will not impair such member's ability to serve on the Company's Audit Committee.

III. Responsibilities and Authorities

The Committee will carry out its oversight responsibilities through a variety of processes. It is management's responsibility to prepare the Company's financial statements and to develop and maintain adequate systems of internal accounting and financial controls, and it is the internal and independent auditors' responsibility to review, and, when appropriate, audit those financial statements and internal control systems. In carrying out its oversight responsibilities, the Committee shall rely on the Company's management and the internal and independent auditors. The Committee cannot provide any expert or special assurances as to the Company's financial statements or internal controls or any professional certification as to the independent auditors' work.

In undertaking its oversight responsibilities, the Committee will take appropriate actions to set the overall corporate tone for quality financial reporting, sound internal accounting and financial controls and compliance with laws and regulations. In discharging its oversight role, the Committee may, as appropriate and necessary, institute special investigations, including

hiring experts to assist as needed. The following are the primary recurring processes that will be utilized by the Committee in carrying out its oversight responsibilities. The Committee will supplement these recurring processes as appropriate for changing circumstances.

1 **Accounting and Financial Controls:** The Committee will review with management, the independent auditors and the head of internal audit, the effectiveness of the accounting and financial controls, including the Company's systems to monitor and manage business risk. The Committee will meet with the internal and independent auditors, with and without management present, to discuss the results of their examinations.

2 **Compliance Program:** The Committee will review the effectiveness of the Company's compliance program and will evaluate whether management is setting the appropriate "tone at the top" with respect to business ethics and compliance with law by communicating the importance of the Company's code of business conduct, insider trading policies and acceptable business practices.

3 **Environmental, Social, and Governance (ESG):** The Committee will exercise oversight by reviewing with management, the independent auditors and the head of internal audit: the evaluation of any ESG disclosures, confirmation of the ESG framework or standards being applied, and the Company's internal control systems regarding the Company's ESG disclosures.

4 **Independence of Outside Auditors:** The Committee will have a clear understanding with management and the independent auditors that the independent auditors are directly accountable to the Committee, as representatives of the Company's stockholders. The Committee has the authority and responsibility to select, compensate, evaluate and, where appropriate, terminate and replace the independent auditors, and the independent auditors shall be directly accountable to the Committee. Annually, the Committee will review and present to the Board the selection of the Company's independent auditors, subject to stockholder ratification. The Committee will discuss the auditors' independence from management and the Company, and the matters included in the written disclosures required by the Public Company Accounting Oversight Board ("PCAOB").

5 **Internal Audit:** The Committee will review with management and authorize any appointment, replacement, reassignment or dismissal of the head of internal audit. The head of internal audit reports functionally to the chair of the Committee and the Committee will review annually internal audit's charter, independence, budget, staffing and performance. The Committee will also review any adverse audit reports and management's responses to issues raised in these reports. The Committee will review the audit plan and obtain periodic updates on the status of the plan. The Committee will ensure there are no unjustified restrictions or limitations on the activities of the internal auditing department.

6 **Audit Scope:** The Committee will discuss with the head of internal audit and the independent auditors the overall scope and plans for their respective audits, including the

adequacy of resources to be applied.

7. **Reporting Procedures for Independent Auditors:** The Company's independent auditors shall report directly to the Committee.

8. **Pre-approval of Services Performed by Independent Auditors:** The Committee shall review and pre-approve, at least annually, (a) all auditing services and (b) all non-auditing services rendered to the Company by its independent auditors, in each case including all engagement fees and terms. The Committee shall not engage the independent auditors to perform non-audit services proscribed by law or regulation. The Committee may delegate preapproval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

9. **Independent Auditors' Internal Quality-Control Procedures:** The Committee shall receive from the independent auditors, at least annually, a written report describing: (a) the independent auditors' internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (c) (to assess the independent auditors' independence) all relationships between the independent auditors and the Company.

10. **Evaluation of Independent Auditors:** After reviewing the foregoing report and the independent auditors' work, the Committee shall evaluate the independent auditors' qualifications, performance and independence, and shall present its conclusions with respect to the independent auditors to the Board.

11. **Hiring Policies:** The Committee shall establish clear hiring policies with respect to employees and former employees of the independent auditors in accordance with standards imposed by the NYSE and any applicable rules or regulations of the SEC, in each case as in effect from time to time.

12. **Financial Statements and Management's Discussion and Analysis:** Prior to their public filing, the Committee will review and discuss with management and the independent auditors (1) the annual audited consolidated financial statements and interim consolidated financial statements, including the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations; and (2) any other matters to be communicated to the Committee by the independent auditors under the standards of the PCAOB (United States), to determine whether they are complete and consistent with information known to the Committee members, and whether the independent auditors are satisfied with the disclosure and content of those financial statements. The Committee will recommend to the Board the consolidated financial statements of Ashland to be included in its Annual Report to Shareholders and Annual Report on Form 10-K. The Committee's review of

the financial statements shall include: (1) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy and effectiveness of the Company's internal control over financial reporting and any specific remedial actions adopted in light of significant deficiencies or material weaknesses; (2) discussions with management and the independent auditors regarding significant financial reporting issues and judgments made about the preparation of the financial statements and the reasonableness of those judgments, including analyses of the effects of alternative GAAP methods on the financial statements; (3) consideration of the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements; (4) consideration of the judgment of both management and the independent auditors about the quality, not just the acceptability, of accounting principles; and (5) the completeness and clarity of the disclosures in the financial statements.

13. **Financial Information:** The Committee will discuss with management and the independent auditors, as appropriate, earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

14. **Executive Sessions:** The Committee shall meet periodically in separate sessions with (a) management, (b) the general counsel, (c) the head of internal audit, and (d) the independent auditors.

15. **Audit Inquiries:** The Committee shall regularly review with the independent auditors and the head of internal audit any audit problems or difficulties encountered during their audits and management's response.

16. **Enterprise Risk Assessment and Risk Management Policies:** The Committee shall review and discuss with management and the independent auditors as appropriate, the Company's enterprise risk assessment and risk management policies, including the Company's major enterprise and financial risk exposures and steps taken by management to monitor and mitigate such exposures.

17. **Information and Cyber Security Risks:** The Committee shall periodically review the Company's information and cyber security risks and programs established to manage such risks.

18. **Financial Activities:** The Committee shall evaluate and recommend to the Board, as appropriate, actions respecting significant financial matters and decisions such as capital structure, dividend policy, offerings of corporate securities, major borrowings, credit facilities, derivatives and swaps policies, post audits of capital investments, capital projects, commercial commitments and merger, acquisition and divestiture activities. The Committee will also review funding and investment policies related to employee benefit plans.

19. **Disclosure Controls and Procedures and Internal Control Over Financial Reporting:** The Committee shall review and discuss with management, the head of internal audit

and the independent auditors, the quality and adequacy of the Company's disclosure controls and procedures and internal control over financial reporting, including reviewing any management internal control report, any significant internal control deficiencies or material weaknesses, any fraud involving management or others significantly involved in the Company's disclosure controls and procedures or internal control over financial reporting, and any changes implemented in light of material control deficiencies or weaknesses. The Committee shall review the disclosures describing any identified material weaknesses and management's remediation plans.

20. **Integrity of Management:** The Committee shall (a) review and investigate any matters pertaining to the integrity of executive management (including conflicts of interest or adherence to the Company's code of business conduct) and (b) oversee policies and procedures regarding compliance by management with laws, regulations and the Company's code of business conduct.

21. **Complaints:** The Committee shall establish and maintain procedures for handling complaints regarding accounting, internal accounting controls, and auditing matters, including procedures for confidential, anonymous submission of concerns by Company employees regarding accounting and auditing matters.

22. **Swap Transactions:** The Committee shall review and approve the Company's decisions, if any, to enter into swaps, including security-based swaps, from time to time in reliance on the "end-user" exemption from mandatory clearing and exchange trading requirements. This review and approval may occur annually on a general basis and does not need to occur on a swap- by-swap basis.

23. **Capital Allocation:** The Committee shall review and assist the Board in its oversight of the Company's capital allocation framework, including prioritization, significant decisions and risk considerations relating to the Company's financial resources, capital structure and investments and uses of cash.

24. **Report for Inclusion in the Proxy Statement:** The Committee shall review and approve the report required by the rules of the SEC to be included in the Company's annual proxy statement.

25. **Delegation of Authority:** The Committee may form and delegate authority to subcommittees as appropriate.

26. **Outside Advisors:** The Committee shall be empowered to investigate any matter brought to its attention with full access to all Company books, records, and personnel and have the authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Company shall provide appropriate funding, as

determined by the Committee, to allow the Committee to perform its functions, including for fees and expenses of the outside advisors to the Committee.

27. **Committee Self-Assessment and Annual Charter Review:** The Committee shall conduct and present to the Board, an annual assessment of its performance under its charter. The Committee shall review at least annually, the adequacy of this charter and present any recommended additions, changes or deletions to the Board through the G&N Committee.