

**The Eastern Company**  
**Environmental, Health, and Safety Committee Charter**

**Membership**

The Environmental, Health, and Safety Committee (the “Committee”) of the Board of Directors (the “Board”) of The Eastern Company (the “Company”) shall consist of three or more directors. Unless a Chair is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Chair of the Committee shall be independent under the rules of The Nasdaq Stock Market. The full Board shall appoint the members of the Committee, taking into consideration recommendations from the Nominating and Corporate Governance Committee of the Board. Members of the Committee shall be appointed for one-year terms and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee.

**Purpose**

The purpose of the Committee is to assist the Board in its oversight of the Company’s employee environmental, health and safety matters. Accordingly, the Committee will have oversight of the Company’s environmental, health and safety policies, practices, procedures and performance.

**Duties and Responsibilities of the Committee**

The Committee shall have the following authority and responsibilities:

- To review and discuss with management, to take regular reports from management on, and to make recommendations to management concerning, the Company’s health and safety program and performance, related internal program audits, and material safety incidents.
- To review and discuss with management, to take regular reports from management on, and to make recommendations to management concerning, the Company’s environmental compliance management program and performance, environmental program audits and assessments, and material environmental incidents.
- To review and monitor material governmental or regulatory examinations or findings related to the Committee’s purpose, and to review and monitor the Company’s efforts to remediate or remedy and deficiencies.
- Oversee the Company’s policies, goals and initiatives relating to sustainability.
- To review reports and to discuss with management such other selected topics as the Committee deems appropriate from time to time.

**Duties and Responsibilities of the Chair**

The Chair is responsible for the effective functioning of the Committee. In carrying out this role,

the Chair shall be responsible for the following:

- Developing meeting agendas and proposing meeting agenda topics.
- Chairing meetings of the Committee.
- Consulting regularly with members of management and the Committee concerning issues that need to be brought before the Committee.
- Reviewing, approving, and executing on behalf of the Committee the engagement letters for the Committee's outside advisors, if any.
- Regularly communicating with the Chairs of other Board committees regarding enterprise risks facing the Company within the purview of the Committee, and updating the Board on such risks.
- Delivering the Committee's report of its activities to the Board.

### **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of outside legal counsel and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of such advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to such advisors. The outside legal counsel and any other advisors retained by the Committee shall be independent as determined in the reasonable discretion of the Committee.

### **Structure and Operations**

The Committee shall meet at least quarterly during the year, at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as deemed appropriate. A majority of the members of the Committee shall constitute a quorum. Concurrence of a majority of the quorum (or, in case a quorum at the time consists of two members of the Committee, both members present) shall be required to take formal action of the Committee. Written minutes shall be kept for all formal meetings of the Committee.

As permitted by Section 33-749 and Section 33-753(d) of the Connecticut General Statutes, the Committee may act by unanimous written consent, and as permitted by Section 33-748 and Section 33-753(d) of the Connecticut General Statutes, the Committee may conduct meetings via any means of communication by which all directors participating may simultaneously hear each other during the meeting, including, without limitation, via telephone conference or video conference.

The Committee may request or permit any officer of the Company or any advisor or counsel to the Company to attend a meeting of the Committee. The Committee may also meet in executive session without Company management present as deemed necessary and appropriate in the discretion of the Committee.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

**Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, provided that any such delegation complies with applicable law.