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LOUISIANA-PACIFIC CORPORATION GOVERNANCE AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER

Purpose

The Governance and Corporate Responsibility Committee takes a leadership role in shaping the governance of the corporation and provides oversight and direction regarding the functioning and operation of the Board of Directors (the “Board”).

The Committee provides oversight on management succession, the Company’s sustainability strategy and performance, environmental and safety issues at the Company, ethics and business conduct of the Company, its political activities, and human resources practices. Further, the Committee shall carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

Membership

- The Committee will consist of no fewer than three directors.
- The Committee will be comprised entirely of independent directors, determined in accordance with New York Stock Exchange Listed Company Manual Section 303A.01 and the Company’s Corporate Governance Guidelines and at least one member will serve concurrently on the Audit Committee.
- Members of the Committee are appointed and removed by the Board, considering the recommendation of the Committee.

Structure and Operations

The Board will appoint the Chair of the Committee.

The Committee will meet at such times as it determines to be necessary or appropriate, but no fewer than (3) times per year. Such Committee meetings may be held in person or by telephone or other similar communications equipment by which all persons participating in the meeting can hear each other.

The Chair of the Committee will, in consultation with the other members, be responsible for calling such meetings, establishing the agenda thereof and supervising conduct.

The Committee shall keep minutes of all of its meetings showing all matters considered by it and the actions taken thereon and shall provide to the Board a report of each meeting at the next regular meeting of the Board.

A majority of the members of the Committee shall be present at any meeting of the Committee in order to constitute a quorum for the transaction of business at such meeting. The affirmative vote of a majority of the members of the Committee present at a meeting at which a quorum is present, or the written consent of all of the members of the Committee without a meeting, shall be the act of the Committee.

A representative of management will function as Committee support and be a liaison with management. The role of the management liaison will be to:

1. Work with Committee Chair and the Chief Executive Officer (the “CEO”) to establish an agenda for each meeting.
2. Prepare briefing and pre-meeting reading materials for Committee members.
3. Arrange for appropriate persons to present agenda items at Committee meetings or to be present for discussions with the Committee.

Goals and Responsibilities

To carry out its responsibilities, the Committee will

Board Functioning and Operations:

1. Recommend to the Board the Director candidate to be elected as Chairman of the Board, and when the role of Chairman/CEO are combined, recommend the candidate to be elected as Lead Independent Director.
2. Determine criteria for selecting new directors, including the qualifications, skills, diversity and other expertise that would be advantageous to add to the Board (“Director Criteria”).
3. Identify and screen persons qualified to become Directors consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s Corporate Governance Guidelines and described in the Company’s proxy statement.
4. As appropriate and in the sole discretion of the Committee, retain a search firm to assist in identifying director candidates and approve the firm’s fees and other retention terms.
5. Each year the Committee shall recommend to the Board for its approval the individual nominees for election as directors at the next annual meeting of the LP stockholders.
6. Recommend committee assignments to the Board.
7. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, review these guidelines at least once a year and recommend any changes to the Board.
8. Develop, initiate and manage the process of the annual evaluation of the Board and its committees, with feedback to be provided through the Lead Independent Director, and oversee the conduct of this annual evaluation.

9. Make recommendations to the Board regarding all elements of Board compensation and benefits.
10. Assess the effectiveness of the Committee, including the adequacy of the Committee's charter, at least annually and recommend any proposed changes to the Board for approval.
11. Consider and make recommendations to the Board regarding provisions of LP's Amended and Restated Bylaws, stockholder proposals and other corporate governance items that may arise from time to time.
12. Consider and make recommendations to the Board regarding the acceptance or rejection of the resignation of any director that is tendered as required under LP's Amended and Restated Bylaws for the failure to receive a majority of the votes cast at the annual meeting of stockholders.

Management Succession:

1. Manage the process that the Board uses in evaluation of the CEO.
2. Review management succession processes.
3. Manage the process the Board uses in selecting persons to be appointed as the Company CEO.

Sustainability:

1. Provide oversight and direction on the Company's sustainability strategy.
2. Review annually the Company's sustainability performance and progress towards goals.

Safety, Environmental and Product Quality:

1. Provide oversight and policy direction on safety, environmental and product quality policies and practices.
2. Review the implementation of Company safety programs and trends.
3. Review the environmental performance of the Company as it affects employees, communities, vendors and customers.
4. Refer to and work with the Finance and Audit Committee on environmental compliance issues that could have a material financial effect on the Company.
5. Review the implementation of Company product quality policies and standards, including claims and quality incident reports.

Ethics and Business Conduct; Legal Compliance:

1. Provide oversight of the Company's programs for ethics and business conduct.
2. Review processes for administering the Company's code of conduct and compliance program.
3. Review, at least annually, Company ethics and business conduct practices, trends, and issues and report the Committee's findings to the Board.
4. Provide oversight of the Company's compliance with federal and state laws, regulations and rules.

5. Review matters raised through LP's confidential hotline reporting service.

Political Activities:

Provide oversight of the Company's political activities and advocacy, including political fundraising and contributions.

Human Resources Practices:

1. Provide oversight and policy direction on diversity and employee satisfaction.
2. Review results and trends of the Company-wide employee satisfaction survey.
3. Review Company diversity and equal opportunity programs, trends, and issues.

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