



## **QUAKER HOUGHTON COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER**

This Charter has been adopted by the Board of Directors (the “Board”) of Quaker Chemical Corporation (the “Company,” also known as “Quaker Houghton”) to govern its Compensation and Human Resources Committee (the “Committee”), which shall have the authority, responsibilities, and specific powers described below.

### **PURPOSE**

The Committee’s purpose is (1) to oversee and review Total Rewards and Human Capital programs throughout the Company, and (2) to discharge the responsibilities of the Board relating to the compensation of the Company’s officers, including the Committee’s evaluation of, and approval of, or recommendations to the Board with respect to compensation plans, policies, and programs relating to the compensation of the Company’s officers.

### **COMMITTEE MEMBERSHIP**

The Committee shall consist of the number of members fixed from time to time by the Board, but shall at all times consist of not less than three members. The Committee shall have a chairperson who shall be appointed by the Board. Each member of the Committee shall be a member of the Board who meets the independence requirements of the New York Stock Exchange and, as applicable, the Securities and Exchange Commission.

The members of the Committee shall be appointed by the Board on the recommendation of the Board’s Governance Committee. The members of the Committee may be removed by the Board.

### **COMMITTEE DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

- (1) To review the company's Total Rewards and Human Capital programs to ensure alignment with business strategy, company culture and diversity and inclusion philosophy. Provide recommendations to the Board as required by the plan.
- (2) Collaborates to align strategic initiatives with all Board appointed committees.
- (3) The Committee reviews and approves matters affecting the CEO and the Executive Leadership Team including annual, short-term and long-term incentive programs, performance targets and achievements against objectives, and to make recommendations to the Board regarding the CEO's compensation.
- (4) To review and approve the design and structure of incentive-based compensation plans and equity-based plans.
- (5) To review and recommend to the Board for approval performance criteria for annual and long-term incentive plans.
- (6) Regarding any severance arrangements, change-in-control agreements, equity awards, or special or supplemental benefits in relation to an employment agreement, to make recommendations to the Board for the CEO and to approve, as recommended by the CEO, for all other officers.
- (7) Review and discuss with Management the Company's disclosures under "Compensation Discussion and Analysis" (the "CD&A"), and based on such review and discussion, make a recommendation to the Board that the CD&A be included in the Company's Annual Report on Form 10-K and, as applicable, the Company's proxy statement.
- (8) In consultation with Management, oversee regulatory compliance with respect to executive compensation matters, including overseeing the Company's policies on structuring compensation programs to pursue tax deductibility, and, as and when required, establish performance goals and certify the attainment of such goals.
- (9) To assure an annual executive succession review by Management with the Board.
- (10) As noted in Quaker Houghton's Recoupment Policy, the policy will be administered by the Committee and any determination made by the Committee will be final and binding on any affected individuals.

The Committee shall meet as required, but not less than three times a year, and shall make reports of those meetings to the Board.

The Committee shall have the sole authority, at the Company's expense, to engage compensation consultants and to obtain advice and assistance from internal or external legal, accounting or

other advisers, as the Committee deems advisable. In any such engagement, the Committee shall consider factors that could affect the independence or represent a conflict of interest on the part of any compensation consultant, independent legal counsel, or other adviser the Committee may retain and report thereon to the Board as required by Securities Exchange Commission rules and New York Stock Exchange listing standards.

The Committee shall review and reassess the adequacy of this Charter annually, and upon the completion of each such review, recommend any proposed changes to the Board for approval.

The Committee shall annually evaluate its own performance and report to the Governance Committee the conclusions of the Committee resulting from such review.

#### **WEBSITE**

This Charter shall be posted on the Company's website, and Quaker Houghton's annual report on Form 10-K shall state that a copy of this Charter is available on Quaker Houghton's website or in writing and that a copy of the same is also available to any shareholder who requests it.

Reviewed January 2024

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