

H.B. FULLER COMPANY AUDIT COMMITTEE CHARTER

Purpose

The Committee is appointed by the Board to assist the Board in monitoring:

- the integrity of the financial statements of the Company,
- the compliance by the Company with legal and regulatory requirements,
- the independence, qualifications and performance of the Company's internal and independent auditors,
- the adequacy of internal controls, and
- the adequacy of risk management policies and procedures.

Membership

- The Committee shall have a minimum of three directors as members.
- The members of the Committee shall (a) meet the independence requirements of the New York Stock Exchange (“NYSE”), and (b) otherwise satisfy the applicable requirements for audit committee service imposed by the Securities Exchange Act, as amended, and the rules and regulations promulgated thereunder, and the NYSE.
- At least one member shall be an “audit committee financial expert” in accordance with the rules of the Securities and Exchange Commission, and at least one member (who may also serve as the audit committee financial expert) shall have accounting or related financial management expertise. All other members of the Committee shall be financially literate.
- The Committee members shall not simultaneously serve on more than three audit committees of publicly traded corporations, unless the Board determines that such simultaneous service would not impair the ability of such member to serve effectively on the Committee, and the reasons for such determination shall be disclosed in the Company's annual proxy statement.
- The Board will appoint a Chairperson(s) and other members to this Committee annually.

Duties and Responsibilities

In addition to such other matters the Board or Corporate Governance Committee may assign, the Committee shall perform the following duties and responsibilities. In the event that any significant deficiencies or material weaknesses in the accounting or financial reporting of the Company are noted by the Committee, the Committee shall monitor the process of corrections and follow-up and report any unresolved issues to the Board for appropriate action.

Review of Financial Information and Disclosure

- Discuss with management the Company's regular earnings press releases (including the use of non-GAAP financial measures in such press releases), as well as the Company's approach to earnings guidance and other financial presentations provided to analysts, rating agencies and investors.
- Review a summary prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
- Review with the independent auditor, prior to completion of the independent auditor's annual audit of the Company's year-end financial statements, all critical accounting policies and practices used by the Company and alternative treatments of financial information within GAAP that would result in material differences from the current presentation. This review will include all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor.
- Obtain and review reports and other material written communications to management prepared by the independent auditor, such as any management letter or schedule of unadjusted differences and the independent auditor's assessment of management's annual report on the adequacy of the Company's internal controls. Discuss with the independent auditor any material issues raised in these reports or communications.
- Review the Company's annual audited financial statements and quarterly financial statements with management and the independent auditor, and also review the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q.
- Review the certifications of the Chief Executive Officer and Chief Financial Officer of the periodic reports of the Company as filed with the Securities and

Exchange Commission, including any reported significant internal control defects and acts of fraud.

- Review the annual report on Form 10-K with management and the independent auditor and make recommendations to the Board with respect to the inclusion of the annual audited financial statements in the annual report on Form 10-K.
- Prepare the report of the Committee required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement, and ensure that the Company discloses in such proxy statement the name of the member of the Committee who meets the "audit committee financial expert" requirements of federal law and applicable regulations.
- Review the Company's financial reporting processes and internal controls, based on consultation with the independent auditor and internal audit department. Such review shall include a consideration of 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 of the Company's internal controls and any special audit steps adopted in light of identified deficiencies.

Independent Auditor

- Be responsible for the appointment, compensation, oversight of the work of, and termination of the independent auditor. The Committee shall be responsible for the resolution of disagreements between management and the independent auditor regarding accounting and financial reporting. The independent auditor shall report directly to the Committee.
- Approve the scope of the independent auditor's annual engagement examination.
- Approve fees for all audit and permitted non-audit and tax services to be provided to the Company by the independent auditor, such approval to occur prior to the provision of such services, subject to de minimis exceptions for non-audit services that are approved by the Committee prior to completion of the independent auditor's annual audit of the Company's year-end financial statements.
- Receive periodic reports from the independent auditor regarding all relationships between the independent auditor and the Company related to or affecting the independent auditor's independence, discuss such reports with the independent auditor, and, if so determined by the Committee, take appropriate action to satisfy the Committee of the independence of the independent auditor.

- Discuss with the independent auditor its judgment about the accounting principles applied in the Company's financial reporting.
- Obtain from the independent auditor assurance that its annual audit of the Company's year-end financial statements was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended.
- Discuss with the independent auditor the matters required to be discussed pursuant to Auditing Standard No. 16, *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board.
- Obtain and review, at least annually, a report by the independent auditor describing: (i) the independent auditor's internal quality control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor, 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 independent auditor; and (iii) any steps taken to deal with any such issues. Discuss with the independent auditor any issues disclosed in such report that, in the judgment of the Committee, may have an impact on the competence of the independent auditor.
- Review and evaluate the lead audit partner of the independent auditor and assure the regular rotation of the lead audit partner, the concurring partner and other audit partners engaged in the independent auditor's annual audit of the Company's year-end financial statements, to the extent required by law.
- Discuss with the independent auditor its judgment about the qualifications, performance and cooperation of the internal audit department and management.
- Review with the independent auditor any audit problems or difficulties and management's response thereto.
- Set clear hiring policies for employees or former employees of the independent auditor.

Internal Audit

- Review and approve the appointment and replacement of the senior internal auditing executive, evaluate his or her performance and make recommendations regarding the effectiveness of the internal audit department to management.
- Review and discuss with the independent auditors the internal audit department responsibilities and staffing.

- Review the internal audit plan.
- Review significant internal audit reports with management.

Compliance

- Advise the Board with respect to the Company's (including subsidiaries and foreign affiliated entities) policies and procedures and compliance with applicable laws and regulations and with the Company's code of conduct.
- Review periodically with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
- Insure the Board establishes and maintains a code of business conduct and ethics, including procedures to verify compliance with such code and the receipt, retention and resolution of violations, including any complaints received by the Company regarding accounting, internal accounting controls, or auditing matters. These procedures must include the ability for an employee or other persons to report on a direct, confidential and/or anonymous basis to the Committee.
- Review and approve any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K).

Risk Management

- Review the Company's risk assessment and risk management policies and procedures to assess their adequacy and appropriateness in the context of the Company's business and operating environment.
- Discuss the Company's major litigation and financial risk exposures and the steps management has taken to monitor and control such exposures, it being understood that it is the job of management to assess and manage the Company's exposure to risk and that the Committee's responsibility is to discuss guidelines and policies by which risk assessment and risk management are undertaken.

Retirement Plan

- The Committee shall review the performance of retirement plan assets and determine whether actual funding meets actuarial requirements for such plans pursuant to the Company's established funding policy.

Governance

- The Committee shall review and reassess the adequacy of this charter at least once each year and recommend any proposed changes to the Board for approval.
- The Committee shall make regular reports to the Board.

While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Committee to conduct investigations or to assure compliance with laws and regulations and the Company's code of conduct.

In connection with the exercise of its duties and responsibilities, the Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Committee Meetings and Action

- The Committee shall meet at least quarterly with the Chief Financial Officer, the senior internal auditing executive and the independent auditor in separate executive sessions.
- The Committee shall meet periodically with the Vice President, Corporate Controller, and the Vice President, General Counsel.
- A majority of the Committee members will be a quorum for the transaction of business.
- The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
- Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee if all of the Committee members executed, either before or after the action is taken, a consent action and the consent is filed with the Corporate Secretary.
- The Committee may delegate to one or more members the authority to approve the provisions to the Company of audit and non-audit services by the independent auditor, provided that any such services are reported and ratified by the Committee at its next regularly scheduled meeting.
- The Chairman will report from time to time to the Board on Committee actions and on the fulfillment of the Committee's duties under its Charter.
- The Committee shall conduct an annual performance evaluation in accordance with the applicable regulations of the NYSE and report the results from such evaluation to the Board.
- The Committee Secretary will keep minutes of all Committee meetings, which will be distributed to all Board members.
- Staff support, including recordkeeping, will be provided by the internal audit department.

❖ *Last revised October 3, 2019*

❖ *Reviewed and approved October 1, 2020*