

ECOLAB INC.
AUDIT COMMITTEE CHARTER

Membership and Organization

The Audit Committee (the “Committee”) shall be comprised of not less than three directors. The Committee shall meet the independence, financial experience and other requirements established by law, the rules and regulations of the Securities and Exchange Commission (the “SEC”), and the New York Stock Exchange listing standards, as determined by the Board of Directors (the “Board”) of Ecolab Inc. (the “Corporation”), and possess the personal characteristics appropriate to the Committee’s role. The Committee members shall be appointed by the Board. The Committee may form and delegate authority to subcommittees as it deems appropriate.

Objective

The Committee shall meet regularly, but at least quarterly, to fulfill, and assist the Board’s oversight of, their responsibilities to monitor (1) the quality and integrity of the Corporation’s consolidated financial statements and Management’s system of internal control over financial reporting, (2) the qualifications, independence and performance of the independent accountants, (3) the role and performance of the internal audit function, and (4) the Corporation’s compliance with legal and regulatory requirements.

The Committee’s authorities and responsibilities as set forth herein are intended to assist it and the Board in its monitoring and oversight role. It remains the responsibility of Management to prepare complete and accurate financial statements in accordance with GAAP, to maintain effective design and operation of the system of internal control over financial reporting and assure compliance with laws and regulations. It remains the responsibility of the independent accountants to plan and conduct the annual audit and express their opinion on the consolidated financial statements and effectiveness of the Corporation’s system of internal control over financial reporting in accordance with applicable professional standards.

Authority

The Committee shall oversee the work of the other participants in the financial reporting and financial control process. To facilitate that role:

- It is expressly recognized that the independent accountants report directly to the Committee. The Committee has the sole authority and direct responsibility to select, appoint, retain, compensate, oversee, and where appropriate, terminate and replace the independent accountants for the purpose of preparing or issuing an audit report or related work. The Committee shall determine appropriate funding for the payment of (i) compensation to the independent accountants, (ii) compensation to any

advisers employed by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, and the Corporation shall provide such funding.

- The Committee (i) shall have unrestricted access to the Corporation's personnel and records and will be given the resources to discharge its duties, (ii) may conduct investigations into matters brought to its attention during the conduct of its duties and may meet with the Corporation's outside counsel and General Counsel, and retain for advice or assistance special legal, accounting or other consultants or advisers having special competence, as it determines necessary or appropriate to carry out its duties and at the Corporation's expense, and (iii) may advise the independent accountants, the Internal Audit Services Vice President and any other participant in the financial reporting and financial control process that they may at any time communicate directly with the Committee on a confidential basis.
- The Committee shall provide periodic reports about its activities to the Board.

Responsibilities

- (1) Financial Reporting: Oversee and receive presentations concerning the integrity of the consolidated financial statements and related disclosures made by Management, and Management's procedures to comply with laws and regulations governing such statements and disclosures. Without limitation, the Committee shall:
 - (a) Review, approve and preapprove, as applicable, the scope and extent of services to be provided by the independent accountants during the year, including their audit examination and staffing for the audit, audit-related and other permissible non-audit services and fees for such services. Except as prohibited by law, the Committee may delegate to a subcommittee (which may be made up solely of the Chair of the Committee) the authority to review, approve and preapprove such services and may adopt a policy for the preapproval of such services.
 - (b) Review factors related to the independence of the independent accountants. This shall include (i) ensuring receipt of communications from the independent accountants delineating all relationships between the independent accountants and the Corporation consistent with applicable Public Company Accounting Oversight Board ("PCAOB") requirements as may be modified or supplemented, (ii) reviewing audit and all other fees and considering whether the provision of services is compatible with maintaining the independence of the independent accountants, (iii) engaging in dialogue with the independent accountants

with respect to any disclosed relationships or services which may impact the objectivity and independence of the independent accountants, and (iv) evaluating such information to satisfy itself of the independent accountants' independence.

- (c) Meet to review and discuss with Management and the independent accountants, the audited annual consolidated financial statements, prior to filing the Form 10-K, and the quarterly financial statements, prior to filing the Form 10-Q, including reviewing the Corporation's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Without limiting the Committee, this review shall encompass (A) major issues regarding accounting and auditing principles and practices, (B) significant financial reporting issues, and judgments made in connection with the preparation of the consolidated financial statements, including, when applicable, analyses of the effects of alternative GAAP methods on the financial statements, (C) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements and (D) major difficulties or disagreements with Management which occurred in the course of the audit, as well as any other matter to be discussed with the independent accountants, pursuant to applicable PCAOB requirements as may be modified or supplemented.
- (d) Recommend to the Board, based on its review and discussions referred to in 1(b) – (c) whether the audited consolidated financial statements should be included in the Corporation's Annual Report on Form 10-K.
- (e) Periodically review tax plans and developments impacting the Corporation's tax rate.
- (f) Review a report from the independent accountants on their quality control procedures and any issues raised in most recent internal reviews, and governmental or professional authorities' investigations within the preceding five years.
- (g) If the year-end earnings press release is published prior to the Committee meeting envisioned in 1(c), or a quarterly press release is published prior to a scheduled Committee meeting, review and discuss with Management and the independent accountants the year-end or quarterly financial results as well as earnings press releases prior to the issuance of the earnings press release, including the type and presentation of information included in the release, as well as financial information and earnings guidance provided to analysts and ratings agencies. Such discussion may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee need not discuss in advance each instance in which the Corporation may

provide financial information or earnings guidance. In addition, the Committee may delegate to a subcommittee (which may be made up solely of the Chair of the Committee) the authority to review quarterly earnings press releases and earnings guidance.

- (h) Review and monitor the process Management has established to oversee the integrity of interim reporting and review and discuss the interim results with Management, and the quarterly review procedures with the independent accountants, prior to the issuance of the quarterly earnings press release. The Committee may delegate to a subcommittee (which may be made up solely of the Chair of the Committee) the authority to conduct this review.
 - (i) Review major changes to the Corporation's accounting principles, including critical accounting policies, as proposed by Management.
 - (j) Review periodically the impact of significant accounting or reporting developments which may affect the Corporation.
 - (k) Review periodically with Management the Corporation's major financial risk exposures and the steps Management has taken to monitor, manage and mitigate such exposures.
 - (l) Review and resolve any disagreements between Management and the independent accountants regarding financial reporting.
 - (m) Oversee the rotation of the lead, concurring and other audit partners as required by SEC rules.
- (2) Internal Accounting Control: Provide oversight regarding the Corporation's system of internal controls. Without limitation, the Committee shall:
- (a) Review and concur in the appointment and replacement of the Internal Audit Services Vice President.
 - (b) Review the activities, organizational structure, qualifications, and performance of the Internal Audit Services Department.
 - (c) Inquire of the Internal Audit Services Vice President and the independent accountants the extent to which individually each of their planned audit scopes can be relied on to detect material weaknesses in internal controls, the occurrence of fraudulent financial reporting.
 - (d) Review the Corporation's disclosure controls and procedures and internal control over financial reporting, including the process for the CEO and CFO quarterly certifications required by the SEC. Such review shall

include a consideration of major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles and any reports by the CEO and CFO regarding major issues as to the effectiveness of the Corporation's disclosure controls and procedures and internal control over financial reporting.

- (e) Review and discuss with Management and the independent accountants any areas of concern regarding the effectiveness of the Corporation's internal control over financial reporting, any additional actions taken in light of any significant deficiencies or material weaknesses, and the adequacy of disclosures about changes in internal control over financial reporting.
 - (f) Review and discuss (i) with Management (including the Internal Audit Services Vice President) the Corporation's annual report on internal control over financial reporting, and (ii) with the independent accountants their attestation of the report, prior to filing of the Corporation's Form 10-K.
- (3) Performance of Independent Accountants: Review and evaluate the qualifications and performance (including their compliance with independence requirements) of the independent accountants.
- (4) Corporate Compliance: Review the Corporation's procedures to maintain effective controls against employee conflicts of interest and fraud and to promote compliance with related laws. Without limitation, the Committee shall:
- (a) Review Management's program to monitor compliance with the Corporation's Code of Conduct and the Foreign Corrupt Practices Act.
 - (b) Review the policies and procedures in effect for the review of officer expenses and purchases.
 - (c) Set and periodically review hiring policies for employees or former employees of the independent accountants.
 - (d) Review annually with the compliance officer the implementation and effectiveness of the Corporation's compliance program with respect to legal and regulatory requirements, including its compliance and Code of Conduct reporting mechanisms; and at least annually, meet to review the implementation and effectiveness of the Corporation's compliance program with the chief compliance officer, who shall have the authority to communicate directly to the Committee, promptly, about actual and alleged violations of law or the Corporation's Code of Conduct, including any matters involving criminal or potential criminal conduct.

- (5) IT Cybersecurity: Oversee the Corporation's cybersecurity program and related risks.
- (6) Private Meetings: Meet privately on a regular basis with representatives of the independent accountants, Management (for example the Chief Financial Officer and the Chief Accounting Officer) and the Internal Audit Services Department.
- (7) Audit Committee Report: Oversee preparation of the report required by the SEC to be included in the Corporation's annual proxy statement.
- (8) Complaint Procedures: Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Corporation regarding potential misconduct, including regarding (i) accounting, internal accounting controls, auditing matters and federal securities law matters, and (ii) confidential anonymous submissions by employees of the Corporation of concerns regarding accounting, internal controls, auditing and federal securities law matters.

Charter Recommendation

The Committee shall annually review and assess the adequacy of the Committee Charter and make recommendations to the Board relating to the Committee's Charter.

Performance Review

The Committee shall perform an annual review of the performance of the Committee.

Updated as of August 2023