

## **RAYONIER INC.**

### **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

**As Amended February 16, 2023**

#### **PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) shall be to assist the Board of Directors (the “Board”) in:

- Overseeing Environmental, Social and Governance (“ESG”) matters significant to the Company
- Overseeing and evaluating the functioning of the Board and its committees
- Identifying and recommending qualified individuals for nomination as Board members

#### **MEMBERSHIP AND AUTHORITY**

The Committee shall consist of a minimum of three directors appointed annually by the Board, all of whom shall meet the independence requirements of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (“SEC”). Each member of the Committee shall serve until his or her successor is duly appointed or until his or her earlier resignation or removal by the Board. The Committee may designate and delegate duties to such standing or ad-hoc subcommittees as it deems necessary or desirable, provided that any such subcommittee is composed entirely of independent directors. The Committee may request that any director, officer or employee of the Company, or any other person whose advice and counsel are sought by the Committee, attend a Committee meeting or meet with any member of, or advisor to, the Committee.

#### **ENGAGEMENT OF ADVISORS**

The Committee shall have the sole authority to retain, compensate and terminate any search firm, compensation, legal, ESG or other advisor. The Committee may: (1) consider management recommendations regarding the appropriate advisors to retain and the terms and conditions of service and (2) authorize management to enter into contracts with advisors based on terms and conditions approved by the Committee.

#### **MEETINGS**

The Committee shall meet in person, telephonically or by video conference as often as it determines, but not less frequently than four times per year.

#### **AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities. The Committee may carry out additional duties and responsibilities as may be appropriate as delegated to it from time to time by the Board:

##### **Environmental, Social and Governance**

- Review ESG matters significant to the Company and oversee the formulation of ESG strategies and goals for the Company.

- Annually review and recommend to the Board any changes to the Company's Corporate Governance Principles.
- Review an annual disclosure to stakeholders on ESG matters.
- Periodically review and recommend to the Board any changes to documents and policies in the Company's corporate governance framework, including its Articles of Incorporation and Bylaws.
- Oversee the implementation of the Company's Corporate Governance Principles
- Oversee the Company's political activities and advocacy.

### **Board and Committee Functioning and Evaluation**

- Review, at least annually, the structure of the Board to assure that the proper skills and experience are represented, and advise the Board with respect to Board composition, procedures and committees.
- Oversee a process for annual evaluation of the effectiveness of the Board and its members and committees.
- Recommend to the Board director independence standards that are consistent with the requirements of NYSE and the SEC.
- The Committee shall review the Charter annually to assess its adequacy and shall propose any necessary amendments to the Board.
- Annually review and approve changes to the charters of the other Board committees.
- Annually review Board committee assignments and evaluate the Board's policy with respect to rotation of committee members and/or chairpersons.
- Oversee required proxy statement disclosures regarding Board leadership structure, director qualifications, and considerations of diversity.
- Prior to expiration of the term of the Lead Director or the independent Chairman, as the case may be, recommend a successor candidate to the Board.
- Periodically review the orientation and training needs of directors and recommend action to the Board, individual directors and management where appropriate.
- Make recommendations to the Board regarding limits on length of Board service and mandatory retirement age for Board members.
- Make recommendations on the frequency, content and structure of Board meetings, including the quality, sufficiency and currency of information furnished by management.
- Recommend to the Board as to whether to accept or reject the resignation of any incumbent director who, following his or her nomination as a director but failure to receive the affirmative vote of a majority of the votes cast with respect to his or her election in an uncontested election, tenders his or her resignation from the Board in accordance with the Company's Corporate Governance Principles.
- Recommend to the Board the suitability for continued service as a director any Board member who has, consistent with Board policy, offered to resign due to retirement from

or other change in the principal position he or she held when initially elected to the Board.

- Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404(a) of the SEC's Regulation S-K) in accordance with the Company's Policy and Procedures with Respect to Related Person Transactions.

#### **Nomination of Director Candidates**

- Determine the qualifications, qualities, skills and other expertise required to be a director of the Company, and develop criteria to be considered in selecting nominees for director.
- Periodically reevaluate the criteria for Board membership considering the Company's strategy, geographic markets, regulatory environment and other relevant business factors, as well as changes in applicable laws or listing standards.
- Identify, recruit, screen and recommend to the Board individuals to become Board members, including consideration of potential nominees recommended by management or shareholders.

#### **REPORTING**

The Committee shall report its actions and recommendations to the Board and shall conduct and present to the Board an annual performance evaluation.