

**THE ESTÉE LAUDER COMPANIES INC.**  
**Compensation Committee Charter**  
(Approved May 17, 2019)

The Compensation Committee (the "Committee") monitors developments and market conditions relating to executive compensation and recommends to the Board of Directors (the "Board") of The Estée Lauder Companies Inc. (the "Company") or sets compensation levels and systems for this group.

Committee Composition

The Committee consists of three or more members of the Board, including the Committee chair, a majority of whom the Board has determined to be "independent" in accordance with New York Stock Exchange ("NYSE") standards. In addition, at least two members of the Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Also, for so long as applicable, at least two members of the Committee must qualify as "outside directors" within the meaning of Treasury Regulation Section 1.162-27(e)(3) under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), solely for purposes of certifying that performance goals and other material terms were satisfied for the payment of compensation that is intended to satisfy the transition rule under the Tax Cuts and Jobs Act of 2017 in respect of "qualified performance-based compensation" under Section 162(m) of the Code.

Appointments to the Committee, and any changes in membership, shall be made by the Board.

Any action duly taken by the Committee or any subcommittee shall be valid and effective, whether or not the members of the Committee or subcommittee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Subcommittees

In discharging its responsibilities, the Committee is empowered to form and delegate authority to such subcommittees as it deems advisable, except to the extent that such delegation would be inconsistent with the Securities Exchange Act of 1934 or applicable NYSE rules.

The Committee has delegated to its Stock Plan Subcommittee authority for all decisions regarding awards to Executive Officers under the Company's share incentive plans for employees. This Subcommittee additionally reviews and approves awards to non-Executive Officers made under these plans and reviews reports from the Employee Equity Award Committee regarding awards made by that committee to non-Executive Officers under the plans.

## Committee Responsibilities

The Committee determines the compensation of the Executive Chairman, the Chief Executive Officer (the "CEO"), and the other Executive Officers. At the beginning of the fiscal year, the Committee develops and reports to the Board performance objectives for the Executive Chairman, the CEO and each of the other Executive Officers, including (a) corporate goals and objectives on which their bonus opportunities will be based under the Company's Executive Annual Incentive Plan, and (b) other standards and principles against which their performance will be evaluated for the fiscal year. The Committee communicates to the Executive Chairman and the CEO their respective performance objectives. With the Committee's concurrence, the CEO communicates performance objectives to each of the other Executive Officers.

At the end of the fiscal year, the Committee evaluates the performance of the Executive Chairman, the CEO and each of the other Executive Officers against their objectives and reports its evaluations to the Executive Chairman, the CEO, and the Board. The Committee reviews with the Executive Chairman and the CEO their respective performance evaluations. With the Committee's concurrence, the Executive Chairman and/or the CEO reviews a performance evaluation with each of the other Executive Officers.

The Committee also prepares an annual report for inclusion in the Company's Proxy Statement, confirming its review and discussion of the Company's "Compensation Discussion and Analysis" disclosure.

## Outside Advisers

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel, or other adviser ("Advisers"), and the Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Adviser retained by the Committee. The Committee will be directly responsible for the appointment, compensation, and oversight of the work of any Adviser retained by the Committee.

The Committee may select an Adviser only after taking into consideration all factors relevant to that person's independence from management, including the following: (i) the provision of other services to the Company by the person that employs the Adviser; (ii) the amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser; (iii) the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Adviser with a member of the Committee; (v) any stock of the Company owned by the Adviser; and (vi) any business or personal relationship of the Adviser or the person employing the Adviser with an Executive Officer of the Company.

### Committee Performance Evaluation

The Committee shall conduct an annual performance evaluation of the Committee.

### Committee Reports to the Board

The Committee shall report regularly to the Board regarding any issues that arise with respect to matters it oversees.