

# EUROPEAN WAX CENTER, INC.

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Effective as of August 4, 2021

### I. Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of European Wax Center, Inc., a Delaware corporation (the “Company”), shall:

- (a) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board, applicable law and the requirements of the Nasdaq Stock Market;
- (b) recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria, applicable law, the requirements of the Nasdaq Stock Market and any obligations under its contractual arrangements;
- (c) develop and recommend to the Board for approval corporate governance guidelines applicable to the Company; and
- (d) oversee the evaluation of the Board.

### II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the Nasdaq Stock Market and any other applicable regulatory requirements, subject to any exceptions and cure periods thereunder. However, the members of the Committee shall not be required to meet the independence requirements of the Nasdaq Stock Market during any period in which the Company is a “controlled company” within the meaning of the Nasdaq Stock Market’s listing standards, unless the Board otherwise determines not to rely on the Nasdaq Stock Market’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the Nasdaq Stock Market’s “controlled company” exemption, the members of the Committee shall meet the independence requirements of the Nasdaq Stock Market within the periods required by the Nasdaq Stock Market’s phase-in rules applicable to companies who cease to be “controlled companies.”

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees from time to time as it sees fit.

### **III. Meetings**

The Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. The Committee shall maintain minutes and records relating to those meetings. Committee actions may be taken by unanimous written consent.

### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board for approval the criteria for Board membership, including (i) any specific minimum qualifications that it believes must be met by a nominee for a position on the Board, (ii) any specific qualities or skills that it believes are necessary for one or more of the Board members to possess and (iii) the desired qualifications, expertise, experience and characteristics (including diversity) of Board members, with the goal of developing an experienced and, highly qualified Board, and periodically review these qualifications with the Board. The backgrounds of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.
2. Identify individuals qualified to become members of the Board or any committee thereof in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill vacancies on the Board or any committee thereof. As part of this process the Committee shall formally review each director's continuation on the Board every three years. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines, applicable law, the requirements of the Nasdaq Stock Market and any other criteria approved by the Board.
3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by stockholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures.
4. Review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board.
5. Review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-management directors and executive sessions of independent directors.

6. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Nasdaq Stock Market or any other applicable regulatory requirements.
7. Review and make recommendations to the Board with respect to any actual or potential conflict of interest involving a director or other circumstances that may adversely reflect upon a director, unless such actual or potential conflict of interest involves a related party transaction.
8. Review and recommend to the Board of Directors for approval the compensation of non-executive directors for their service to the Board of Directors.
9. Develop and recommend to the Board for approval a Chief Executive Officer (“CEO”) and executive officer succession plan (the “Succession Plan”), develop and recommend to the Board for approval an interim CEO succession plan in the event of an unexpected occurrence and, as the Committee deems appropriate, to review the Succession Plan from time to time with the CEO and any other executive officers and recommend to the Board for approval any changes to, or candidates for succession under, the Succession Plan.
10. Oversee the annual evaluation of the Board and its committees.
11. Develop, review and assess the adequacy of the Company’s corporate governance principles and guidelines annually and recommend to the Board any changes the Committee deems appropriate.
12. Oversee, develop and maintain the Company’s orientation programs for new directors and continuing education programs for directors.
13. Review and discuss as appropriate with management the Company’s disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Company’s Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
14. Periodically review the Company’s policies and practices regarding the Company’s environmental, social and governance (“ESG”) and sustainability strategies. Such review will include a review of the Company’s reporting on ESG and sustainability and risks related to ESG.
15. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
16. Review its performance annually.
17. Report regularly to the Board.

18. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

## **V. Resources**

The Committee shall have the authority, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the "Advisors") to assist it in carrying out its duties. The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisor retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.