

**Vestis Corporation**  
**(the “Corporation”)**

**NOMINATING, GOVERNANCE AND CORPORATE RESPONSIBILITY**

**COMMITTEE CHARTER**

**I. PURPOSE OF COMMITTEE**

The purpose of the Nominating, Governance and Corporate Responsibility Committee (the “Committee”) of the Corporation’s Board of Directors (the “Board”) is to:

- A. Identify individuals qualified to become directors and recommend that the Board select the candidates for all directorships to be filled by the Board or by the stockholders;
- B. Recommend to the Board members to serve on committees and review and recommend changes to the structure and operation of the Board’s committees;
- B. Review succession planning for the Chief Executive Officer (“CEO”);
- C. Develop the Corporation’s Corporate Governance Guidelines for approval by the Board, and review regularly and recommend updates to the Corporate Governance Guidelines to the Board, as appropriate;
- E. Oversee the organization of the Board to discharge its duties and responsibilities properly and efficiently, including the annual evaluation and assessment process for the Board, its committees and its individual members;
- F. Oversee the Corporation’s Environmental, Social and Governance (“ESG”) activities other than areas that are the responsibility of other committees of the Board; and
- G. Perform such other functions as the Board may assign to the Committee from time to time.

**II. COMMITTEE MEMBERSHIP**

The Committee shall be comprised of three or more members of the Board, each of whom shall be determined by the Board to be “independent” under the rules of the New York Stock Exchange.

The members of the Committee shall be appointed by the Board, shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal, and may be removed, with or without cause, by a majority vote of the Board.

### III. COMMITTEE STRUCTURE AND OPERATIONS

1. Each member shall be entitled to one vote. The Chairperson shall be selected by the Board and will chair all regular sessions of the Committee and set the agendas for Committee meetings. In the absence of the Chairperson of the Committee at a meeting, the Committee shall select another member to preside.

2. The Committee shall meet in person or telephonically periodically at least two times annually at a time and place determined by the Chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Chairperson. The Chief Executive Officer or any member of the Committee may call meetings of the Committee.

3. A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the Committee members present at any meeting at which there is a quorum shall be the act of the Committee.

4. In fulfilling its responsibilities, the Committee shall be authorized and entitled to delegate any or all of its responsibilities and powers to a subcommittee of the Committee consisting of one or more directors on the Committee or another committee of the Board. The Committee may terminate any such subcommittee and revoke any such delegation at any time.

5. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite such directors, members of management or other such persons to meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of its discussions to the extent appropriate. The Committee may also exclude from its meetings, or any portion thereof, any person it deems appropriate in order to carry out its responsibilities.

### IV. FUNCTIONS, POWERS AND RESPONSIBILITIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee will be given open access to the Corporation's directors, executive officers and other personnel, as well as books, records, and facilities, as may be appropriate or necessary to carry out its responsibilities.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose including, without limitation, experts on corporate governance. The Committee also shall have the sole authority to approve the fees payable to such counsel or experts and any other terms of retention.

#### Board Selection, Composition and Evaluation and CEO Succession

1. Establish criteria for identification and evaluation of new director candidates to serve on the Board.
2. Subject to the provisions of applicable law and any applicable rules of the Securities and Exchange Commission, identify and recruit individuals believed to be qualified as candidates to serve on the Board and recommend that the Board select the candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates and oversee the search and interview process for candidates. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board.
3. If a vacancy or newly created directorship on the Board and/or any Board committee occurs, identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy or newly created directorship either by election by stockholders or appointment by the Board.

The Committee shall have sole authority to retain and to terminate any search firm or other consultants to be used to assist it in identifying candidates to serve as directors of the Corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention. The search firm or any other experts or advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

4. Review the relationships between the Corporation and its management and each director and report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards.
5. Determine whether or not each director serving on a committee of the Board is independent, disinterested, a non-employee director or an outside director under the standards applicable to the committees on which such director is serving or may serve and report the results of its review to the Board.
6. Review and make recommendations to the Board, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
7. Review the Board's leadership structure and recommend changes to the Board as appropriate, regarding the appointment of an independent director for election as Chairperson of the Board or Lead Independent Director, as applicable.
8. Review and assess the suitability, contributions and independence of incumbent directors and make recommendations to the Board regarding whether members of the Board should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age limitations.
9. Evaluate candidates for nomination to the Board, including those recommended by shareholders on a substantially similar basis as it considers other nominees. In that connection, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate and as set forth in the Corporation's Corporate Governance Guidelines and as described in the Corporation's proxy statement.
10. Oversee evaluation of, at least annually, and as circumstances otherwise dictate, the Board and its committees.
11. Review all non-employee directors' new and existing outside directorships at public companies to avoid potential conflicts of interest, as well as to assist the Board in its determination of whether the aggregate number of directorships and attendant responsibilities held by a director would interfere with such director's ability to properly discharge his or her duties to the Corporation.

12. Develop and recommend to the Board for approval a CEO succession plan (the “Succession Plan”) and review the Succession Plan periodically with the Chief Executive Officer. Develop, oversee the recruitment (internal or external) of, and evaluate potential candidates for Chief Executive Officer and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
13. Review any director resignation letter tendered in accordance with the Corporation’s director resignation policy set out in the Corporation’s bylaws and Corporate Governance Guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.

#### Corporate Governance

1. Consider the adequacy of the certificate of incorporation and bylaws of the Corporation and recommend to the Board, as conditions dictate, that it propose amendments to the certificate of incorporation and bylaws for consideration by the stockholders.
2. Develop and recommend to the Board a set of corporate governance principles to be included in the Corporation’s Corporate Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
3. Consider policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
4. Periodically review and monitor director’s and officer’s indemnification and insurance matters.
5. Review and oversee director orientation and continuing education for new and continuing directors.
6. Determine on behalf of the Corporation whether or not to advance expenses or to provide indemnification under the certificate of incorporation, bylaws or otherwise, to a director, officer, employee or agent where claimed or requested in a particular case.

#### Committee Selection, Composition and Evaluation

1. Recommend members of the Board to serve on the committees of the Board, to ensure that committee membership complies with the requirements of

applicable laws and New York Stock Exchange listing standards, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, including the experience, availability and preferences of the directors, and where appropriate, make recommendations regarding the removal of any member of any committee.

2. Recommend members of the Board to serve as Chairpersons of the committees of the Board.
3. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
4. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

## ESG

1. Review the Corporation's corporate responsibility and sustainability efforts and oversee all ESG areas that are not specifically within the responsibility of another committee of the Board.

## V. REPORTS

The Committee shall:

- A. Report regularly to the Board: (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
- B. Maintain minutes or other records of meetings and activities of the Committee.

## VI. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

**Effective Date: February 19, 2026**