



ROLLINS, INC.
CHARTER OF THE
HUMAN CAPITAL MANAGEMENT AND COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

I. COMMITTEE PURPOSE

This Charter sets forth the purpose and responsibilities of the Human Capital Management and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Rollins, Inc. (the “**Company**”). The Committee is a standing committee of the Board and is responsible for assisting the Board in fulfilling its oversight responsibilities with respect to the Company’s executive compensation program and human capital management, including diversity and inclusion.

Except as expressly provided in this Charter, the Company’s Amended and Restated Bylaws, the Company’s Corporate Governance Guidelines, the listing requirements of the New York Stock Exchange (“**NYSE**”), applicable regulations of the Securities and Exchange Commission (“**SEC Rules**”) or applicable law (collectively, “**Governing Rules**”), the Committee may fix its own rules of procedure.

II. COMMITTEE COMPOSITION

The Committee shall be comprised of at least two (2) directors. Each Committee member shall satisfy the applicable independence requirements under the Governing Rules. One (1) of the Committee members shall be appointed by the Board to serve as Chair of the Committee.

III. AUTHORITY AND KEY RESPONSIBILITIES

1. Executive Compensation Strategy and Philosophy. The Committee shall annually review the Company’s overall executive compensation philosophy and strategy, including base salary, performance-based incentive compensation, and equity- based grants, to ensure that the strategy supports the Company’s compensation policy to (i) attract and retain qualified executives, (ii) motivate performance to achieve Company objectives, and (iii) align the interests of the Company’s executive officers with the long-term interests of the Company’s stockholders.
2. CEO Compensation and Performance Evaluation. The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the CEO and evaluate the CEO’s performance in light of such goals and objectives, and set the CEO’s compensation based on this evaluation.

3. Executive Officer Compensation and Performance Evaluation. The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Executive Officers and evaluate such Executive Officers' performance in light of such goals and objectives. The Committee shall determine the level of compensation to be paid to the Company's Executive Officers based on the annual evaluation.
4. Non-Employee Director Compensation. The Committee shall be responsible for reviewing the compensation of the Company's non-employee directors for service on the Board and its committees and recommending changes to the Company's director compensation program as appropriate, provided that any changes to the Company's non-employee director compensation program shall be approved by the Board.
5. Stock Plan Administration. The Committee shall have the authority to administer the Company's Stock Incentive Plan (the "**Plan**"), including approving grants of awards under the Plan and adopting or modifying policies that govern the Plan. The Committee may from time to time, in its discretion, delegate its authority under the Plan to another committee of the Board or to one or more directors.
6. Compensation-Related SEC Reporting. The Committee shall (i) annually review and discuss with management, the Company's Compensation Discussion and Analysis ("**CD&A**") required by the SEC Rules to be included in the Company's annual Proxy Statement and based on such review and discussion, recommend to the Board whether such CD&A should be included in such annual Proxy Statement, (ii) annually oversee the preparation of the Compensation Committee Report for inclusion in the Company's annual Proxy Statement; and (iii) review and approve the proposals regarding the stockholder advisory vote on executive compensation and the frequency of such vote required to be included in the Company's Proxy Statement. The Committee shall also review the results of such advisory votes and consider any implications.
7. Stock Ownership Guidelines. The Committee shall determine, or recommend to the Board for approval, stock ownership guidelines for the Company's CEO, Executive Officers, and other key executives and monitor compliance with such guidelines.
8. Retention of Advisors. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counselor or other advisor to assist the Committee in the performance of its duties, and shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel or other advisor so retained. Before selecting any compensation consultant, legal counsel or other advisors, the Committee will consider all the factors related to the independence of such advisors under the NYSE rules. The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation adviser, but rather shall retain the ability and obligation to exercise its own judgment in fulfillment of its duties. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisers.
9. Human Capital Management. The Committee shall oversee the development and management of the Company's human capital management strategy and policies, including but not limited to those policies and strategies regarding diversity, equity and inclusion.

10. Health and Benefit Plans and Defined Contribution Plan. The Committee shall oversee the Administrative Committees that have responsibility for the Health Benefit Plans and the Defined Contribution Plan.
11. Delegation of Authority. The Committee may, from time to time, in its discretion, form and delegate all or a portion of its authority to subcommittees; provided that such subcommittees must meet the Committee composition requirements set forth in this Charter or under any applicable federal or state laws.
12. Annual Charter Review and Committee Self-Evaluation. On an annual basis, the Committee shall (i) review, assess the adequacy of and approve this Charter, and (ii) perform an evaluation and assessment of the Committee and its performance in connection with its duties and responsibilities. The Committee shall recommend any proposed changes to the Charter to the Board for approval and report the results of such evaluation to the Board.
13. Other Duties. The Committee shall perform any such additional duties or responsibilities as the Board may deem necessary from time to time.

IV. COMMITTEE GOVERNANCE

The Committee shall meet as often as it determines necessary or appropriate to carry out its responsibilities. The Committee Chair may call Committee meetings and, in consultation with other Committee members, shall determine the frequency and length of Committee meetings and shall set agendas for such meetings consistent with this Charter. In the absence of a Committee Chair, a majority of the members of the Committee may call a meeting of the Committee.

The Committee shall maintain minutes of each Committee meeting to be prepared by a person designated by the Chair as the secretary of such meeting and shall be submitted to the Committee for approval. All minutes shall be filed with the records of the Company.

Approved 1/24/2022

Last Reviewed 2/14/2024