

Vestis Corporation
(the “Corporation”)

COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

I. PURPOSE OF COMMITTEE

The purpose of the Compensation and Human Resources Committee (the “Committee”) of the Corporation’s Board of Directors (the “Board”) is to:

- A. Review and approve appointments of the Chief Executive Officer, all direct reports to the Chief Executive Officer (other than administrative staff) and the Corporation’s other executive officers as defined under the Securities Exchange Act of 1934, as amended (the “Covered Management”);
- B. Discharge the responsibilities of the Board to the stockholders with respect to, and oversee the administration of, the Corporation’s compensation programs and compensation of the Corporation’s Covered Management;
- C. Make recommendations to the Board with respect to incentive compensation plans, including the annual incentive plan and equity-based plans;
- D. Review succession planning for Covered Management other than the Chief Executive Officer;
- E. Oversee the Corporation’s culture, human capital management and diversity, equity and inclusion (“DE&I”);
- F. Prepare any report and/or review any discussion and analysis of executive compensation for inclusion in the Corporation’s Form 10-K or annual proxy statement, in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and other regulatory bodies; and
- G. Perform such other functions as the Board may assign to the Committee from time to time.

II. COMMITTEE MEMBERSHIP

- A. The Committee shall be comprised of three or more members of the Board and each member shall be determined by the Board to be “independent” under the applicable rules of the New York Stock Exchange.
- B. 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.

- C. Additionally, it is expected that each member of the Committee (or each member of a designated sub-committee thereof consisting of two or more members) will be a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended; provided, however, that the foregoing requirement shall not apply at any such time as there exists a separate committee of the Board composed of two or more members where each member qualifies as a “Non-Employee Director” as described above.

III. COMMITTEE STRUCTURE AND OPERATIONS

- A. 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.
- B. The Committee shall meet in person or telephonically at least four times a year 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.
- C. 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.
- D. In fulfilling its responsibilities, the Committee shall be authorized and entitled to delegate any or all of its responsibilities and powers and authority to a subcommittee of the Committee; provided, however, that when appropriate, it is expected that any such subcommittee shall be composed solely of two or more members that have been determined to be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- E. 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. As part of its review and establishment of the performance criteria and compensation of Covered Management, the Committee should meet separately at least on an annual basis with the Chief Executive Officer, the Corporation’s principal human resources executive, and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present. The Corporation’s Chief Executive Officer should not attend any portion of a meeting while his performance or compensation is discussed unless specifically invited by the Committee. The Committee shall meet at least quarterly in executive session.

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 required or 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 related to the purposes of the Committee.

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 may, in its sole discretion retain, obtain the advice of and terminate any compensation consultant, independent legal counsel or other advisor for this purpose. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Corporation shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisers that will provide advice to the Committee (other than in-house legal counsel) taking into account such factors as may be required by the New York Stock Exchange from time to time. The Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, the Committee or its Chairman shall pre-approve any services to be provided to the Corporation or its subsidiaries by any of the Committee's compensation consultants.

A. Human Resources

1. Review, approve and recommend to the Board for election employees proposed for election as Covered Management.
2. Review and approve Covered Management succession policies, principles and procedures for all positions below the level of Chief Executive Officer.
3. Review and monitor the Corporation's DE&I policies and programs.
4. Review and monitor progress of programs regarding the Corporation's culture and human capital management, including learning & development, employee engagement survey feedback, turnover, human resources initiatives and corporate ethics.
5. Review and monitor the Corporation's labor relations.
6. Review the Corporation's disclosure on human capital in the Corporation's annual report on Form 10-K.

B. Compensation and Benefits

1. Review and recommend to the Board the compensation and benefits of outside directors.
2. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, including annual performance objectives, and oversee the annual evaluation the Chief Executive Officer of other members of Covered Management.
3. Evaluate the performance of the Chief Executive Officer in light of corporate goals and objectives and, based on such evaluation, review and approve the annual salary, bonus, equity compensation and other benefits, direct and indirect, of the Chief Executive Officer.
4. At least annually review and approve (and, if desired, make recommendations to the Board for approval of) the compensation of the other members of Covered Management, including annual salary, bonus, equity compensation and other benefits, direct and indirect.
5. In connection with compensation programs applicable to Covered Management: (i) review and approve (and, if desired, make recommendations to the Board for approval of) new executive compensation programs; (ii) review on a periodic basis the operations of the Corporation's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); (iii) establish and periodically review policies for the administration of executive compensation programs; and (iv) take steps to modify (and, if desired, make recommendations to the Board for approval of modification of) any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
6. Establish and periodically review policies in the area of Covered Management perquisites and expense accounts.
7. Review and approve employment, severance and change in control agreements and/or other special agreements or transactions to be entered into with Covered Management.
8. Review and discuss with management, on at least an annual basis, management's assessment of whether risks arising from the Corporation's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Corporation.
9. Review and approve the administration of the compensation and benefit plans for Covered Management.

10. Review and approve the terms and conditions for all sums deferred by directors and members of Covered Management.
 11. Consider the results of the shareholder advisory vote on “say-on-pay” and, at least once every six years, recommend to the Board for approval by shareholders the frequency of an advisory vote on executive compensation.
- C. Monitoring Incentive and Equity-Based Compensation Plans and Stock Transactions
1. Review and make recommendations to the Board with respect to the Corporation’s equity incentive plans and non-qualified plans, supervise the administration of these plans, approve grants and contributions made under these plans and monitor compliance by executives with the rules and guidelines of these plans.
 2. Review and make recommendations to the Board with respect to the design of the Corporation’s qualified and nonqualified profit sharing and retirement plans.
 3. Review and recommend to the full Board, or approve, all equity awards and equity-based awards, including pursuant to the Corporation’s equity-based plans. Review and approve the terms and conditions of proposed stock transactions between directors, officers or other employees and the Corporation, but excluding any broad stock repurchase program undertaken by the Corporation.
 4. Propose for approval by the Board and periodically review compliance with the Corporation’s stock ownership guidelines.
 5. Review and approve the Corporation’s incentive compensation recoupment/claw-back policy.
 6. Review the reconciliation of GAAP to non-GAAP financials for purposes of incentive plans.

V. REPORTS

- A. Produce the compensation committee report for inclusion in the Corporation’s proxy statement, in accordance with applicable rules and regulations. Review and discuss with management the “Compensation Discussion and Analysis” (CD&A), and, based on such review and discussion, recommend to the Board that the Compensation Discussion and Analysis be included in the Corporation’s proxy statement.
- B. 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.

C. 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: September 30, 2023