

## **Wingstop Inc. Compensation Committee Charter**

### **Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Wingstop Inc. (the “Company”) is to assist the Board in discharging its responsibilities regarding compensation of the Company’s executive officers and non-employee directors.

### **Composition**

The Committee shall consist of not less than two members of the Board. Each member of the Committee shall be determined by the Board to meet the applicable independence requirements of the Nasdaq Stock Market (“Nasdaq”). In addition, each Committee member shall be determined by the Board to qualify as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Each member of the Committee shall be appointed by and serve at the discretion of the Board, based on recommendations from the Nominating and Corporate Governance Committee of the Board. Any vacancies on the Committee shall be filled by the Board. The Board shall designate a Chairperson of the Committee.

### **Meetings and Operation**

The Committee will meet at least two times annually with additional meetings to be held when deemed necessary or desirable. Meetings may be called by the Chairperson of the Committee or at the request of the Board. The Chairperson will, in conjunction with appropriate members of the Committee and management, establish the meeting calendar and set the agenda for each meeting.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests. No executive officer of the Company, including the Chief Executive Officer, may be present during voting or deliberations on his or her compensation.

The Committee shall maintain minutes or other records of meetings and activities of the Committee. Following each of its meetings, the Committee shall report on the meeting and any Committee recommendations to the Board.

### **Responsibilities and Duties**

The Committee shall have the following responsibilities and duties:

1. Set the overall philosophy, strategy and policies for compensation of the Company’s executive officers and non-employee directors. The Committee shall have the authority to

determine the forms and amount of compensation appropriate to achieve the Company's strategic objectives, including salary, bonus, incentive or performance-based compensation, and equity awards. The Committee shall review its compensation strategy annually to confirm that it supports the Company's strategy and stockholders' interests.

2. Annually review and approve the Company's corporate goals and objectives relevant to the compensation of the Chief Executive Officer and the other executive officers, and evaluate the Chief Executive Officer's and the other executive officers' performance in light of those goals and objectives.
3. Annually review and determine, for the Chief Executive Officer and, considering the recommendation of the Chief Executive Officer, the other executive officers (1) the annual base salary level, (2) the annual incentive opportunity level and any related goals, (3) the long-term incentive opportunity level and any related goals, and (4) any supplemental benefits or perquisites, and also determine the amounts that will be paid by the Company to the Chief Executive Officer and the other executive officers related to such opportunities and goals.
4. Review and approve, for the Chief Executive Officer and other executive officers, any employment agreements, severance arrangements, change in control arrangements and other similar arrangements.
5. Review and make recommendations to the Board concerning the adoption, terms and operation of the Company's compensation plans for all non-employee directors, executive officers and other officers, including incentive-compensation plans and equity-based plans.
6. Grant equity awards under the Company's equity-based compensation plans; provided that the Committee may delegate to management the authority to grant awards to employees who are not directors or executive officers.
7. Interpret, administer and make appropriate determinations under any incentive-based compensation recoupment policy adopted by the Company.
8. Perform the administrative functions assigned to the Committee by the Board or pursuant to the provisions of any incentive-compensation plan, equity-based plan, employee stock purchase plan, or other qualified or non-qualified employee benefit plans.
9. Discuss and review whether the incentive compensation arrangements for the Company's executive officers promote appropriate approaches to the taking and management of risk and, specifically, do not encourage executive officers to take unnecessary and excessive risks.
10. Review and discuss with management the compensation tables and related narrative disclosure required to be included in the Company's annual proxy statement and annual report on Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC") from time to time. Review and discuss with management the compensation discussion and analysis, and based on such review and

discussion, recommend to the Board whether the compensation discussion and analysis should be included in the Company's annual proxy statement.

11. Oversee the preparation of the required report of the Committee to be included in the Company's annual proxy statement or annual report on Form 10-K with respect to the compensation discussion and analysis pursuant to the rules and regulations of the SEC.
12. No less frequently than every other year, review and recommend for approval by the full Board the compensation for members of the Board who are not employees of the Company, which may consist of cash and equity compensation, and review and recommend changes in such compensation and plans relating to director compensation including any equity awards.
13. Consider and recommend to the Board the frequency of an advisory vote on the Company's executive compensation and consider and assess the results of each such advisory vote in connection with the Committee's review of and determinations relating to executive compensation.
14. Establish stock ownership guidelines for executive officers and non-employee directors and monitor compliance.
15. Annually review and reassess the adequacy of this Charter and propose any changes deemed appropriate by the Committee to the Board for approval.
16. Annually evaluate and report to the Board on the performance of the Committee.
17. Perform any other responsibilities the Board specifically delegates to the Committee, in each case subject to the limitations on the Board or any committee thereof contained in the Company's Certificate of Incorporation or Bylaws or the Delaware General Corporation Law, as each is in effect from time to time.

### **Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. Any actions taken pursuant to any such delegation shall be reported to the Committee at its next scheduled meeting.

### **Resources and Authority of the Committee; Advisors**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of any outside counsel, advisors or other experts, including any compensation consultant, as it deems appropriate to carry out its duties, without seeking approval of the Board or management.

In selecting any counsel, compensation consultant or other advisor (other than in-house legal counsel) to advise the Committee, the Committee must take into consideration any specific

independence factors identified in the Nasdaq listing standards then in effect, provided however that the Company may avail itself of any exemption or phase-in period from such requirement available to it under the rules of the Nasdaq. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with SEC rules and regulations. A compensation consultant retained by the Committee shall not perform other services for the Company unless such services are preapproved by the Committee and the Committee is updated regularly as to the services being provided by such consultants.

*Effective: December 1, 2022*  
*Supersedes: December 8, 2021*