

Wingstop Inc.
Nominating and Corporate Governance Committee Charter

(Adopted on May 20, 2015)
(Revised on August 25, 2022)

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Wingstop Inc. (the “Company”) is to assist the Board in fulfilling its responsibilities relating to (1) identifying individuals qualified to become members of the Board of the Company, (2) reviewing the independence and qualifications of candidates and recommending for the Board’s election the Board member nominees, (3) developing and recommending to the Board policies and practices relating to corporate governance, including the Corporate Governance Guidelines, (4) overseeing planning for the succession of senior management and Board members of the Company, and (5) leading the Board in complying with its Corporate Governance Guidelines, including with regard to an annual evaluation of the Board and its committees.

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”).

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

Meetings and Operations

The Committee will meet at least once during each fiscal quarter 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.

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 the Committee’s recommendations to the Board.

Responsibilities and Duties

The following are the responsibilities and duties of the Committee:

Nominating

1. Discuss succession planning for the Board and key leadership roles on the Board and its committees and review the succession plan with the Board.
2. Recommend to the Board for approval the qualifications, qualities, skills, expertise, characteristics, experience and other criteria required for Board membership.
3. Assess on an annual basis (and as necessary) whether the qualifications, qualities, skills, expertise, characteristics, experience and other criteria established by the Board are currently represented on the Board as a whole and in individual Board members.
4. Identify potential individuals whose qualifications and skills reflect those desired by the Board, and evaluate and recommend to the Board all nominees for Board membership, including recommendations submitted by stockholders and nominees to fill interim vacancies and newly created directorships.
5. Annually recommend to the Board nominees for election by the stockholders at each annual meeting of stockholders and also recommend to the Board any person to be elected to fill a vacancy on the Board.
6. Recommend to the Board directors to serve as committee members and a chairperson for each committee.
7. Consider and recommend to the Board the action to be taken with respect to any resignation or offer to resign tendered by a director in accordance with the Corporate Governance Guidelines.

Corporate Governance

8. Develop and make recommendations to the Board with respect to corporate governance policies and principles, including developing and recommending to the Board a set of Corporate Governance Guidelines for the Company.
9. Oversee compliance with Corporate Governance Guidelines. Annually review the adequacy of the Corporate Governance Guidelines.
10. Develop and recommend to the Board for approval director independence standards consistent with those required by the listing standards of Nasdaq and review Board and committee composition at least annually to ensure compliance with Nasdaq rules and other applicable regulatory requirements. In so doing, the Committee shall conduct a review of the independence of all members of the Board for the purposes of determining which Board members are deemed independent and which are not.

11. Oversee director orientation and continuing education.
12. Develop procedures for stockholders and other interested parties to communicate with the Board.
13. Review and recommend to the Board from time to time appropriate changes to the structure, duties, size, membership and functions of the Board and its committees (including the chairpersons appropriate for each such committee) based on the Company's strategy, current trends, emergent needs, seniority, experience and other relevant considerations.
14. Review and recommend to the Board from time to time appropriate changes to the responsibilities of the various committees of the Board and whether or not any changes to such responsibilities are necessary or desirable and/or whether or not any new standing or special committees should be created or existing committees discontinued.

Evaluations and Other

15. Develop, administer and oversee an annual performance review of the Board that includes input from all directors. Work with the other committees to ensure an effective and consistent process for annual committee performance evaluations.
16. Oversee the Company's succession planning process and periodically evaluate potential successors to the position of CEO and other positions within the Company's senior management team.
17. Consult with the CEO in recommending to the Board an emergency succession plan in the event of the unexpected departure, disability or death of the CEO or other key members of the Company's senior management team.
18. Periodically review and assess the Company's sustainability and environmental, social and governance ("ESG") policies, goals, and initiatives, making recommendations as appropriate based on such review and assessment.
19. Review and discuss with management the operational, regulatory and reputational risks and impacts of ESG on the Company and the Company's management of such risks and impacts.
20. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
21. Periodically review the Board's committee structure and charters and, if the Committee deems it prudent, recommend that the board create additional standing or special committees.
22. Annually evaluate and report to the Board on the performance of the Committee.

23. 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

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 search firm to be used to identify Board member candidates, as it deems appropriate to carry out its duties, without seeking approval of the Board or management. The Committee shall evaluate whether any search firm or other advisor retained or to be retained by it has any conflict of interest in accordance with the rules and regulations of the Securities and Exchange Commission.

Supersedes: November 20, 2019