

## **Wingstop Inc. Technology Committee Charter**

### **Purpose**

The purpose of the Technology Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Wingstop Inc. (the “*Company*”) is to assist the Board in its oversight of (1) the Company’s technology strategy and significant technology investments in support of its evolving global business needs, (2) cybersecurity and technology-related risks and management efforts to monitor and mitigate those risks, (3) the Company’s information technology strategy and (4) the Company’s response to technology-based threats and opportunities. The Committee’s role is one of oversight.

### **Composition**

The Committee shall consist of not less than three 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.

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 Operations**

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.

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:

### ***Technology Strategy and Investments***

1. Review with management the information technology strategy of the Company in light of the Company's evolving global business needs.
2. Review management's utilization of budgeted resources allocated to technology strategy and investments, assess the sufficiency and allocation of budgeted resources and (i) report the Committee's assessment, (ii) submit the Committee's recommendations to the Board and (iii) report to the Board with respect to the budget and resources and expenditures authorized by the Committee that are within the financial parameters authorized by the Board.
3. Review, approve and report to the Board management's proposed specific expenditures relating to the Company's technology investments that (i) exceed the limits on management established by the Company's Delegation of Authority and (ii) are within the financial parameters authorized by the Board in connection with its review and approval of expenditures for the Company's technology strategy.
4. Monitor significant new technology developments (including software initiatives) and new technology investments, including technical and market risks associated with technology development and investment.
5. Monitor and oversee the Company's review of future trends in technology that may affect the Company's strategic plans, including overall industry trends and new opportunities and threats occasioned by new technologies, especially disruptive technologies.
6. Review with management the Company's technology-related performance metrics and achievements.

### ***Cybersecurity and Technology-Related Risk Management***

7. In coordination with the Audit Committee, oversee risk management with respect to cybersecurity. The Committee may, as it deems appropriate, participate in joint meetings with the Audit Committee regarding risk management with respect to cybersecurity or other appropriate matters.
8. Review with management the Company's technology investments and infrastructure associated with risk management, including policies relating to information security, disaster recovery and business continuity.
9. Review with management the effectiveness of the Company's cybersecurity program and all major changes and improvements pertaining to the Company's cybersecurity controls and plans.

10. Receive reports on the Company's technical security architecture.
11. Review with management the Company's technology-related policies and guidelines, including policies and guidelines addressing data privacy and the Company's creation, collection, storage, use, transmission, and disposal of data.
12. Review management's utilization of budgeted resources allocated to cybersecurity, assess the sufficiency and allocation of budgeted resources and (i) report the Committee's assessment, (ii) submit the Committee's recommendations to the Board and (iii) report to the Board with respect to the budget and resources and expenditures authorized by the Committee that are within the financial parameters authorized by the Board.
13. Review, approve and report to the Board management's proposed specific expenditures relating to the Company's investments in cyber security and technology-related risk management that (i) exceed the limits on management established by the Company's Delegation of Authority and (ii) are within the financial parameters authorized by the Board in connection with its review and approval of the Company's budget.
14. Review with management and report to the Board with respect to the root cause and remediation efforts with respect to all material cybersecurity incidents.
15. Review with management and report to the Board with respect to technology aspects of business continuity planning.
16. Review with management the effectiveness of the Company's escalation protocols with respect to prompt reporting of cybersecurity incidents to management, the Committee and the Board.
17. In coordination with the Audit Committee, review periodic internal reports to management with respect to information technology and cybersecurity issues prepared by the internal audit department and management's response along with the status of prior outstanding recommendations.

***General***

18. To report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.
19. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
20. Annually evaluate and report to the Board on the performance of the Committee.
21. 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 delegations 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 outside counsel, advisors, accountants or other experts, as it deems appropriate to carry out its duties, without seeking approval of the Board or management.

*Effective: December 1, 2022*

*Supersedes: May 26, 2021*