

CAVA GROUP, INC.

PEOPLE, CULTURE AND COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The People, Culture and Compensation Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board of Directors”) of CAVA Group, Inc. (the “Company”) by fulfilling the Committee’s responsibilities and duties outlined in this Charter.

II. STRUCTURE AND OPERATIONS

Membership Requirements

It is expected that the Committee will be composed of three or more members of the Board of Directors, but in no event shall the Committee be composed of less than two members of the Board of Directors, each of whom shall be determined by the Board of Directors to meet the criteria for independence set forth under the applicable rules of the New York Stock Exchange (the “NYSE”), subject to an election by the Company to rely on the transition periods applicable to initial public offerings or as may otherwise be permitted by NYSE rules.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors. Each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

Chair

Unless a chair of the Committee (the “Chair”) is selected by the Board of Directors, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership. The Chair will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chair, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that when appropriate to satisfy the requirements of Section 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), any such subcommittee shall be composed solely of two or more members who have been determined to be “Non-Employee Directors” within the meaning of Rule 16b-3 under the Exchange Act.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any employee, other than directors, executive officers (for the purpose of this Charter, the term “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Exchange Act) and members of the Executive Leadership Team (to the extent such members are not executive officers, the “Additional ELT Members”) of the Company under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of the Company’s jurisdiction. In the event of such delegation, at each meeting of the Committee, the delegated officer(s) shall report to the Committee the awards made since the prior meeting.

III. MEETINGS

It is expected that the Committee will meet at least three times annually and as necessary to fulfill its responsibilities. The chair of the Board of Directors or any member of the Committee may call meetings of the Committee. The same procedural rules concerning notice of meetings, actions by unanimous written consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as they apply to meetings of the Board of Directors under the Company’s certificate of incorporation or bylaws.

As part of its review and establishment of the performance criteria and compensation of executive officers and the Additional ELT Members, the Committee should meet separately with the Chief Executive Officer (“CEO”), the Chief People Officer, and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and shall deliberate and vote with respect to such officers’ compensation without such officers being present.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, unless the committee shall consist of two members, in which event one member shall constitute a quorum, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions are expected to 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 may also carry

out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

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, legal counsel or other adviser to the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, 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 taking into consideration all factors relevant to such adviser's independence from management, including the factors required by the NYSE from time to time.

It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

Setting Compensation for Directors, Executive Officers and Additional ELT Members

1. Establish and approve, or recommend to the Board of Directors, the compensation philosophy for directors, executive officers and Additional ELT Members of the Company.
2. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board of Directors), determine and approve the CEO's compensation level based on this evaluation, including annual salary, bonus, equity-based incentives and other benefits, direct and indirect.
3. Review and approve corporate goals and objectives relevant to the compensation of executive officers (other than the CEO) and Additional ELT Members, including any annual performance objectives, and approve, or recommend to the Board of Directors for approval, their compensation, including annual salary, bonus, equity-based incentives and other benefits, direct and indirect.
4. In connection with executive compensation programs:

- (i) review and approve, or recommend to the full Board of Directors, new or modified executive compensation programs;
 - (ii) review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are effective in achieving their intended purpose(s);
 - (iii) establish and periodically review policies for the administration of executive compensation programs; and
 - (iv) take steps to modify any executive compensation program to enhance the alignment of payments and benefits with executive and corporate performance and the Company's business strategy.
5. Review and approve the list of companies to be included in any compensation peer group used to benchmark pay levels based on criteria the Committee deems appropriate.
6. Review and recommend to the Board of Directors the form and amount of director compensation.
7. Review and approve or recommend to the Board of Directors, any employment or service-related contracts or transaction involving current or former directors, executive officers, and Additional ELT Members of the Company, and any related compensation, including consulting arrangements, employment contracts, severance or termination arrangements.

Monitoring Incentive and Equity-Based Compensation Plans

8. Review and approve, or recommend to the Board of Directors, the Company's long-term incentive plans and, to the extent subject to the approval of the Board of Directors, incentive-compensation plans, and administer the plans in accordance with their terms or oversee the activities of the individuals responsible for administering those plans, as applicable.
9. Review and approve, or recommend to the Board of Directors, all equity-based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to Section II of this Charter.
10. Monitor compliance by executive officers and Additional ELT Members with the rules and guidelines of the Company's equity-based plans.
11. Review and approve any stock ownership guidelines for directors, executive officers and Additional ELT Members, as applicable, and any "clawback" policy of the Company and monitor compliance therewith.

People and Culture

12. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the CEO, Additional ELT Members, and other executive officer positions and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.
13. Review and discuss with management the Company's human capital management strategies, policies, practices and initiatives, including those relating to inclusion and diversity, culture and employee engagement, workplace environment and safety, talent recruitment, development, and retention, and such other matters relating to the Company's people and teams as the Committee may deem appropriate from time to time.
14. Review and discuss with management public disclosures relating to human capital management to be included in documents required to be filed with the SEC or a sustainability report or similar document.

General

15. Consider, on at least an annual basis, whether risks arising from the Company's compensation policies and practices for all employees, including executive officers and Additional ELT Members, are reasonably likely to have a material adverse effect on the Company.
16. Oversee the Company's submission to a stockholder vote of matters relating to compensation, including any applicable advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans, and amendments to such plans and discuss the results of any applicable advisory votes on executive compensation with respect to the Company's named executive officers.
17. Review and monitor any employee retirement, profit sharing and benefit plans.
18. Establish and periodically review policies in the area of senior management perquisites.
19. Consider policies and procedures pertaining to expense accounts of senior executives.

Reports

20. Review and discuss with management the "Compensation Discussion and Analysis" (the "CD&A") to the extent required to be included in the Company's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the Securities and Exchange Commission (the "SEC") and, based on that review and discussion, determine whether or not to recommend to the Board of Directors that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.
21. To the extent applicable, prepare the compensation committee report on executive officer compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

22. Report regularly to the Board of Directors including:
- (i) following meetings and unanimous written consents of the Committee; and
 - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

23. Maintain minutes or other records of meetings and activities of the Committee.

V. EVALUATION

It is expected that 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 periodically review and reassess the adequacy of this Charter and recommend to the Board of Directors any proposed changes to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Effective Date: November 9, 2023