

# SAVERS VALUE VILLAGE, INC.

## NOMINATING, GOVERNANCE & SUSTAINABILITY COMMITTEE CHARTER

September 19, 2023

### I. Purpose

The Nominating, Governance & Sustainability Committee (the “Committee”) of the Board of Directors of Savers Value Village, Inc., a Delaware corporation (the “Company”), shall

- (a) identify individuals qualified to become members of the Board of Directors of the Company (the “Board”), consistent with criteria approved by the Board;
- (b) recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria and any obligations under its contractual arrangements;
- (c) develop and recommend to the Board for approval corporate governance guidelines applicable to the Company;
- (d) oversee the evaluation of the Board; and
- (e) oversee the environmental, social and governance (“ESG”) strategies and initiatives of the Company.

### II. Organization

The Committee shall consist of at least three directors. The members of the Committee are not required to meet the independence requirements of the New York Stock Exchange (the “Exchange”) during any period in which the Company is a “controlled company” within the meaning of the Exchange’s listing standards, unless the Board determines otherwise. If the Company ceases to be a “controlled company” or the Board determines not to rely on the Exchange’s “controlled company” exemption, all members of the Committee shall meet the independence requirements of the Exchange within the periods required by the Exchange’s phase-in rules applicable to companies that cease to be “controlled companies.”

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees from time to time as it sees fit, provided that the subcommittees are composed entirely of directors

who satisfy the applicable independence requirements of the Exchange and any other applicable regulatory requirements.

### **III. Meetings**

The Committee shall meet at least four times per year, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

- (a) Develop and recommend to the Board for approval the criteria for Board membership, including as to director independence and diversity, and periodically review these qualifications with the Board.
- (b) Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of stockholders or to fill vacancies on the Board. As part of this process, the Committee shall formally review each director's continuation on the Board prior to their renomination. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines and any other criteria approved by the Board.
- (c) Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by stockholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures.
- (d) Review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board.
- (e) Review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-management directors and executive sessions of independent directors.

- (f) Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Exchange or any other applicable regulatory requirements.
- (g) Oversee the annual evaluation of the Board and its committees.
- (h) Develop, review and assess the adequacy of the Company's corporate governance principles and guidelines annually, oversee compliance with the guidelines and recommend to the Board any changes the Committee deems appropriate.
- (i) Develop and maintain the Company's orientation programs for new directors and continuing education programs for directors.
- (j) Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
- (k) Review and make recommendations to the Board regarding stockholder proposals. Review information and trends about the Company's major shareholders and their priorities, particularly with respect to their corporate governance policies and ESG; oversee shareholder and stakeholder engagement.
- (l) Review the Company's strategies, policies, targets, commitments and other material considerations in relation to ESG topics, monitor ESG trends, and review the Company's performance against such strategies, policies, targets, commitments and considerations.
- (m) Review with management the Company's periodic ESG reports and disclosures, together with the controls and procedures related thereto.
- (n) Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
- (o) Review its own performance annually.
- (p) Report regularly to the Board.
- (q) Perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems appropriate.

## **V. Director Diversity**

Potential director candidates should contribute to the Board's overall diversity, with diversity being defined to mean a variety of personal and professional experiences, education, perspectives and backgrounds. In its efforts to recruit director candidates, the

Committee will specifically direct any individuals assisting with recruitment to include potential candidates with diverse characteristics, including gender and racial diversity, to ensure that the Committee has considered a full array of qualified and diverse candidates.

## **VI. Resources**

The Committee shall have the authority, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the “Advisors”) to assist it in carrying out its duties. The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisor retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.