



COMPENSATION, NOMINATION, AND GOVERNANCE COMMITTEE CHARTER

Originating Department:	Legal
Approved By:	Board of Directors of Krispy Kreme, Inc.
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KRISPY KREME, INC.

COMPENSATION, NOMINATION, AND GOVERNANCE COMMITTEE CHARTER

Adopted as of December 10, 2025

I. PURPOSE

The Compensation, Nomination, and Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Krispy Kreme, Inc. (the “**Company**”) to:

- assist the Board in discharging its responsibilities relating to executive compensation and oversight of the executive compensation plans, policies and programs of the Company;
- identify and recommend to the Board individuals qualified to serve as directors of the Company;
- advise the Board with respect to the size, structure, composition, and functioning of the Board and its committees;
- review the Company’s Corporate Governance Principles and recommend changes to the Board as appropriate; and
- oversee the evaluation of the Board and senior management performance.

II. COMPOSITION

The Committee shall consist of no fewer than two members. Each of the directors serving on the Committee shall be “independent” under the definition of independence of the Nasdaq Stock Market (“**Nasdaq**”) and shall be qualified to serve on the Committee pursuant to the requirements of Nasdaq, as determined by the Board.

Each member should possess the qualifications necessary to carry out the responsibilities of the Committee, including possessing analytical abilities, reputation, ethical standards, communication skills, and experience. The members of the Committee, including the Chair of the Committee (the “**Chair**”), shall be appointed by the Board. The members of the Committee may be removed by the Board in its complete discretion, provided that any such changes are made in a manner consistent with the composition requirements set forth in the Company’s By-Laws. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, and making regular reports to the Board.

III. COMMITTEE MEETINGS

The Committee shall meet at least two times a year, or more frequently as the Committee considers necessary. The Chair, any member of the Committee, or any member of the Board may call meetings of the Committee upon notice given at least forty-eight hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. Meetings may be held in person or by conference call. A majority of the Committee members shall constitute a quorum. Except

when the meeting solely relates to nominating and corporate governance responsibilities, the Chief Executive Officer and the Chief People Officer of the Company may attend meetings and from time to time other executives may be invited to participate, provided that the Chief Executive Officer may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs. The Chief Legal Officer or the Chief Legal Officer's designee will serve as the Secretary and minutes of all meetings of the Committee shall be prepared. The Committee will meet in executive session without management present at each meeting unless the Chair deems otherwise. The Chair will report regularly to the Board regarding the Committee's activities.

IV. DUTIES AND RESPONSIBILITIES

Although the Committee may also have other duties as may be assigned to it by the Board from time to time, the general recurring activities of the Committee in carrying out its role are described below.

Responsibilities Relating to Compensation

1. Review the overall compensation philosophy of the Company and review all officer compensation policies and programs to determine whether they are properly coordinated and achieve the intended objectives. For purposes of this Charter, "officers" are as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended, and any other employee of the Company or any of its subsidiaries who, due to the nature of their role or responsibilities, the Committee deems appropriate to include within its purview.
2. Provide that the compensation philosophy, policies and programs reflect principles of pay for performance and collaboration with a view to align the interests of the Company's officers with those of the stockholders, enabling the Company to: (a) attract and retain exceptional talent; (b) nurture the company culture and values; and (c) encourage the permanent quest for improving results.
3. Approve compensation structures to compensate officers including any special arrangements outside of the normal operation of the programs.
4. Review the criteria and sources for benchmarking, assessing performance, and determining remuneration levels for officers.
5. Annually review individual and corporate goals and objectives relevant to the Chief Executive Officer's compensation and the Chief Executive Officer's performance in light of those goals and objectives, and recommend to the Board the Chief Executive Officer's compensation level based on this evaluation. In determining the Chief Executive Officer's recommended compensation, the Committee will consider the Company's financial performance, including the value of similar packages of Chief Executive Officers at comparable companies and historical compensation levels.
6. Annually review and approve individual goals and objectives relevant to the compensation of the Company's officers other than the Chief Executive Officer, evaluate performance in light of those goals and objectives, and set compensation levels based on this evaluation.

In determining officer compensation levels, the Committee will consider the recommendations of the Chief Executive Officer, the Company's financial performance, the value of similar packages of executives at comparable companies, and historical compensation levels.

7. Review and make recommendations to the Board with respect to the Company's incentive compensation and equity-based compensation plans that are subject to Board approval.
8. Review and make amendments to benefit plans for officers, short- and long-term incentive and other compensation arrangements that are required by law or that are determined necessary or advisable by the Committee or its delegate from a tax, administrative, or regulatory perspective.
9. Review and approve the design of other benefit plans, such as health, welfare, retirement, and life insurance benefits, pertaining to officers.
10. Review, consider, and approve awards under the incentive and equity-based compensation plans that contemplate administration by the Committee, other than grants to non-employee directors, which shall be approved by the Board.
11. Review and approve any employment and severance arrangements for officers, including employment agreements and change-in-control provisions in plans or agreements.
12. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") and Nasdaq rules require to be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and approve the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
13. Assess the results of the most recent stockholder advisory vote on executive compensation.
14. Oversee the assessment of the risks related to the Company's compensation plans, policies, and practices applicable to officers and employees, and review the results of this assessment.
15. At least every three years, review and make recommendations to the Board with respect to the compensation of all non-employee directors.
16. Annually review compliance with the Company's stock ownership guidelines, if applicable.
17. Review and approve any clawback policy allowing the Company to recoup compensation paid to employees.
18. At least annually, assess whether the work of compensation consultants involved in determining or recommending officer or director compensation has raised any conflict of

interest that is required to be disclosed in the Company's annual report and proxy statement.

19. Oversee the Company's engagement efforts with stockholders on the subject of executive compensation.

Responsibilities Relating to Nominating and Corporate Governance

1. Develop and periodically review criteria and qualifications to be reviewed and approved by the Board for director nominees.
2. Assist the Board by identifying individuals qualified to become directors consistent with the criteria approved by the Board and recommend to the Board, for the next annual meeting of stockholders, the director nominees to be elected or appointed to the Board and as necessary to fill vacancies and newly created directorships.
3. Assess the performance of incumbent directors, and consider attendance, participation, independence, and other relevant factors in determining whether to recommend such directors for reelection to the Board.
4. Establish procedures for the Committee's consideration of director candidates recommended by the Company's stockholders.
5. Make recommendations to the Board regarding director membership on each of the Board committees and the filling of any vacancy on Board committees.
6. Make recommendations to the Board concerning the size, structure, composition (including independence and qualifications), and functioning of the Board and its committees.
7. Oversee the evaluation of the performance of the Board, its committees, and Company officers and report such evaluation to the Board.
8. At least annually, oversee the development of succession plans for officers other than the Chief Executive Officer, including the roles, skills, knowledge, and experience required by the Company's business in the future and the plans in place to develop such officers and build up required capabilities.
9. Develop and recommend to the Board governance principles applicable to the Company, and annually review these principles and recommend changes to the Board as appropriate.
10. Review and assess at least annually the results of proxy research reports and corporate governance scores assigned by leading proxy advisory firms for the Company, and report to the Board on such reports and scores.
11. Review directorships at other for-profit organizations offered to directors and senior executives.

12. Oversee the orientation process for new directors.

Other Responsibilities

1. Evaluate the Committee's performance and assess the adequacy of this Charter on an annual basis and recommend changes to the Board as appropriate.
2. Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.

V. OUTSIDE ADVISERS; SUBCOMMITTEES

The Committee shall have the authority, in the Committee's sole discretion, to retain or obtain the advice of such consultants, outside counsel, and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, Chief Executive Officer, or officer compensation. The Committee will be directly responsible for the appointment, compensation, and oversight of the work of any consultants, outside counsel, and other advisers retained by the Committee, and will receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisers and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee will assess the independence of consultants, outside counsel, and other advisers (whether retained by the Committee or management) that provide advice regarding compensation matters to the Committee, in accordance with Nasdaq listing standards (including prior to selecting or receiving advice from such advisers). The Committee shall also have the authority to request management to perform studies and to furnish other information, to obtain advice from external legal, accounting, compensation, search firms, or other advisers, and to make such decisions or recommendations to the Board based thereon as the Committee deems appropriate.

The Committee shall have the authority to make recommendations to the boards of directors of the Company's subsidiaries with respect to such of the above matters as the Committee deems appropriate.

The Committee at its discretion and as appropriate from time to time may delegate duties and responsibilities to a member of the Committee or to a subcommittee.