

**JACK IN THE BOX INC.  
NOMINATING & GOVERNANCE  
COMMITTEE CHARTER  
Amended and Restated February 26, 2021**

**A. AUTHORITY**

The Board of Directors (the “Board”) of Jack in the Box Inc. (the “Corporation”) by resolution dated February 14, 1997, established the Nominating & Governance Committee (the “Committee”).

This Charter is intended to be one component of the flexible governance framework within which the Board, assisted by its committees, oversees the affairs of the Corporation; it is not intended to establish by its own force any additional fiduciary duties.

**B. PURPOSE**

The Committee is appointed by the Board to assist the Board by: (1) identifying individuals qualified to become Board members, and recommending to the Board the director nominees for each annual meeting of shareholders; (2) recommending to the Board any changes to Corporation’s bylaws or the Corporate Governance Principles and Practices to be adopted by the Board; (3) leading the Board in its annual review of Board performance, committee performance and individual director performance; (4) recommending director nominees for each committee; (5) assisting the Board with fulfillment of its corporate governance duties as more fully described in Section D below; and (6) overseeing the establishment and implementation of the Corporation’s insider trading compliance program.

**C. COMMITTEE MEMBERSHIP**

The Committee will consist of at least two directors. The members of the Committee will meet the independence requirements of the Nasdaq Stock Market and such other independence standards as may be established by the Board from time to time.

The members and the Chair of the Committee will be appointed by the Board on an annual basis and will serve until their successors are duly appointed and qualified, or until their earlier resignation or removal. If a Chair is not appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Board may remove a Committee member from the Committee or appoint a new member or Chair of the Committee at any time with or without cause.

**D. COMMITTEE RESPONSIBILITIES**

**1. Director Selection Criteria and Policies**

The Committee may adopt policies regarding qualities and characteristics desired in Board and Committee members consistent with such criteria as may be approved by the Board of Directors. The Corporation believes it is well served when its directors (a) possess a variety of experiences and backgrounds, (b) evidence leadership in their particular fields, (c) demonstrate the ability to

exercise sound business judgment, and (d) provide business and financial expertise.

## **2. Director Recruitment**

The Committee will actively seek individuals qualified to become directors and will discuss possible Board candidates as needed. The Committee will consider any nominations of director candidates validly made by stockholders in accordance with the Corporation's Bylaws, Corporate Governance Principles and Practices, and applicable laws and regulations. However, if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board. The Committee may adopt policies pursuant to which it may review and consider director candidates recommended by stockholders. The Committee will have the authority to retain a search firm to help identify director candidates, and may approve or delegate to management approval of the search firm's fees and other retention terms.

## **3. Board and Committee Nominations**

The Committee will recommend to the full Board for its approval (i) nominees to stand for election to the Board at each annual meeting of shareholders, (ii) candidates to be considered for Board positions in the event of vacancies, and (iii) committee membership and chair assignments.

## **4. Majority Voting – Director Resignation**

If an incumbent director fails to receive the required vote for re-election in an uncontested election as provided in the Company's Bylaws and Corporate Governance Principles and Practices, he or she shall submit his/her resignation to the Committee. The Committee shall determine whether to accept or reject the director's resignation or whether such other action is appropriate, and shall submit its recommendation to the Board for its consideration.

## **5. Board Leadership Structure**

Annually, and upon appointing a new Chief Executive Officers, the Committee will assess the leadership structure of the Board and, if appropriate, recommend a non-executive Chairman of the Board or Lead Director to the other independent directors for approval.

## **6. Size of the Board**

The Committee will periodically review and recommend to the Board the size of the Board.

## **7. Conflicts of Interest**

The Committee will review potential conflicts of interest of prospective and existing Board members.

## **8. Director Education**

The Committee will recommend Corporate Governance-related orientation and continuing education to Board members from time to time.

## **9. Recommend Governance Principles and Practices**

The Committee will periodically review and reassess the adequacy of the Corporate Governance Principles and Practices of the Corporation and recommend any proposed changes to the Board for approval.

## **10. Corporation Bylaws**

The Committee will review and recommend to the Board changes to the Corporation's Bylaws as needed.

## **11. Performance Evaluation of the Board, Committees and Directors**

The Committee will receive comments from all directors regarding the performance of the Board, and will provide the Board annually with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Committee will review the structure and performance of the various Board committees and the performance of individual directors in connection with its review of the Board. In years where applicable, the Committee will undertake a thorough review of any long-tenured director's offer of resignation and such director's continued effectiveness and appropriateness for service, and then make a recommendation to the full Board on accepting or rejecting the offer of resignation.

## **12. Review of Public Company Directorships Held by Officers**

Officers of the Corporation holding a position of senior vice president or above must receive approval from the Committee to serve as outside directors of other publicly held companies. Such officers of the Corporation shall not be permitted to accept such directorships without the prior approval of the Committee.

## **13. Political and Charitable Contributions**

The Committee will exercise oversight of the Corporation's political and charitable contributions.

## **14. Insider Trading Compliance Program**

The Committee will periodically review and reassess the adequacy of the Corporation's insider trading compliance program and recommend any proposed changes to the Board for approval. The Committee will periodically review the operation of the insider trading compliance program.

## **15. D&O Insurance Program**

The Committee will annually review the Corporation's Directors and Officers Insurance Program.

## **16. Recommendation of Officers for Election and Designation as Executive Officers**

The Committee will annually recommend officers for election by the Board, and recommend designation of Section 16 and "executive officers."

## **17. Charter and Committee Performance**

The Committee will (a) review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; (b) approve its annual agenda of activities; and (c) review its own performance.

## **18. Exchange Listing Requirements**

The Committee will oversee a review, at least annually, of the Corporation's compliance with the corporate governance listing requirements of the Nasdaq Stock Market, and report to the Board regarding the same.

## **19. Risk Oversight**

The Committee will discuss with management and report to the Board risk management issues related to the matters overseen by the Committee. Specifically, the Committee will discuss and report to the Board the Corporation's major risk exposures and management's risk monitoring and mitigation activities in connection with:

- a. corporate governance;
- b. director succession planning;
- c. political and charitable contributions;
- d. insider trading; and
- e. reputational risk, including environmental social and governance risks and opportunities faced by the company and its core business activities.

The Committee will assess the Board's role in risk oversight and recommend appropriate disclosures for approval by the Board.

## **20. Environmental, Social, and Governance ("ESG") and Sustainability Oversight**

In a manner the Committee deems appropriate, the Committee shall:

- a. review the overall adequacy of, and provide oversight with respect to, the Company's ESG and sustainability strategy, initiatives, and policies, including communications with employees, investors, and other stakeholders of the Company with respect to such ESG and sustainability matters, and
- b. review assessments of the effectiveness of management's ESG and sustainability strategy, initiatives, and policies.

The Committee shall periodically report to the Board on ESG and sustainability matters.

## **21. Rights Plans**

The Committee (or full Board) will review periodically the Corporation's charter documents, including but not limited to its anti-takeover provisions, including the adoption of a stockholders rights plan or "poison pill." As part of a review of the stockholder rights plan, the Committee shall determine whether the adoption of a plan will be in the best interest of the Corporation and its stockholders. The Committee shall recommend to the Board any changes to the charter documents for any anti-takeover provisions and the adoption of a stockholder rights plan, if any, as the Committee deems advisable and shall report its conclusions to the

Board.

## **22. Consideration of Proposals**

The Committee shall review and make recommendations to the Board with respect to any proposal properly presented by a shareholder for inclusion in the Company's annual proxy statement and any proposal properly presented by a shareholder for consideration at any annual or special meeting of stockholders in accordance with the Corporation's Bylaws, except that (a) proposals relating to executive compensation will be reviewed by the Compensation Committee and (b) the Committee may, as appropriate in light of the subject matter of any proposal, refer stockholder proposals to any other committee of the Board for purposes of such review and recommendations.

## **23. Access to Consultants and Others**

The Committee has the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, at the expense of the Corporation.

### **E. COMMITTEE MEETINGS AND ACTION**

1. A majority of the Committee members, but not less than two, will be a quorum.
2. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
3. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if all of the Committee members execute, either before or after the action is taken, a consent, either in writing or by electronic transmission, and the consent is filed with the minutes of the Committee.
4. The Chair will make regular reports to the Board.
5. The Committee may form and delegate authority to subcommittees when appropriate.
6. The Committee Secretary (who will be the Corporate Secretary, or his or her designee) will give notice, if required, and keep minutes of all Committee meetings.
7. The Committee will meet at least two times per year and at such other times as may be requested by its Chair.
8. The Committee Secretary and the management liaison (currently, the Assistant Secretary) will prepare a preliminary agenda. The Chair will make the final decision regarding the agenda.
9. The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.
10. The Committee Secretary should coordinate submission of all materials to the Committee members.
11. The Committee may perform any other activities consistent with this Charter, the Corporation's Bylaws, and governing law as the Board deems necessary or appropriate.
12. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set for the Committee members, shall be nonetheless duly authorized actions of the Committee for all corporate purposes.