

# **BATH & BODY WORKS, INC.**

## **Nominating and Governance Committee Charter**

Adopted as of March 10, 2022

### **Purpose**

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) is:

- To recommend criteria for the selection of candidates to the Board and its committees, and identify and recommend to the Board candidates who are qualified to serve on the Board and, together with the Chair of the Board, its committees, consistent with such criteria;
- To consider and review the qualifications of any individual nominated for election to the Board by stockholders;
- To propose a slate of candidates for election as directors at each Annual or Special Meeting of Stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- To oversee the evaluation of the Board;
- To review the Company’s actions in furtherance of its corporate social responsibility, including environmental, social and governance (“**ESG**”) and philanthropic initiatives, including the impact of Company procedures and processes on associates, citizens and communities; and
- To develop and recommend to the Board, and to review from time to time, a set of corporate governance principles for the Company and to monitor compliance with such principles.

### **Membership**

The Committee shall consist of not fewer than two directors, each of whom must meet the independence requirements of the New York Stock Exchange and the criteria set forth in the Company’s corporate governance principles. The Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. The Board shall hold the power of appointment and removal of the members of the Committee and shall also designate its chair (the “**Committee Chair**”).

### **Authority and Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

### *Board/Committee Nominees*

- Oversee searches for and identify qualified individuals for membership on the Board, ensuring that the initial pool of candidates for any Board vacancy consists of at least one woman and one person of color;
- Have sole authority to retain or terminate any search firm to be used to identify candidates for nomination to the Board, as well as other independent advisors to the Committee, and to approve any such firm's or advisor's fees and other retention terms;
- Develop and recommend to the Board criteria and procedures for the selection and evaluation of new individuals to serve as directors and committee members with a commitment to have at least 50% of the Board be diverse;
- Review and periodically make recommendations to the Board regarding the composition, size, structure, practices, policies, and activities of the Board and its committees;
- Recommend individuals for membership on the Board and, in consultation with the respective committee chairs and the Chair of the Board, recommend committee assignments to the Board;
- Work with the Chair of the Board and the committee chairs on the agenda-setting process;
- Periodically review the composition of the Board, and, together with the Chair of the Board, annually review the composition of its committees and review at least every three years its committee chairs, in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
- Work cooperatively with the Human Capital and Compensation Committee on governance issues relating to the evaluation of the Chief Executive Officer's performance and compensation structure and the evaluation of the performance and compensation structure for each other "officer" of the Company (within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934);

### *Evaluating the Board and its Committees*

- Oversee the periodic evaluation of the performance of the Board and its committees, and recommend ways to improve such performance;
- Periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment

required of directors and make such recommendations to the Board as it may deem advisable;

#### *Director Orientation and Continuing Education*

- Design and oversee orientation programs for new Board members and any necessary or desirable continuing education programs for existing directors;

#### *Corporate Governance Matters*

- Together with the Chair of the Board, periodically review, evaluate, and recommend to the Board any necessary or desirable amendments to the Certificate of Incorporation or the Bylaws of the Company relating to issues of corporate governance;
- Together with the Chair of the Board, periodically review and reassess the adequacy of the Company's corporate governance principles and recommend any proposed changes to the Board;
- Be responsible for any tasks assigned to it in the Company's corporate governance principles;
- Together with the Chair of the Board, at least annually review, evaluate and recommend to the Board any necessary or desirable amendments to this Charter;
- Stay abreast of developments in the area of corporate governance generally to ensure that the Company remains current in its governance policies;

#### *ESG*

- Review periodically the Company's programs, policies and strategies relating to corporate social responsibility, including ESG and philanthropic initiatives, and, as appropriate, review reports in order to monitor progress in those areas, and report to the Board on such matters.

#### *Reporting to the Board*

- Undertake such other matters as may be delegated to it by the Board;
- Periodically report on its activities to the Board; and
- At least annually, evaluate its own performance and report to the Board on such evaluation.

#### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. The Committee

Chair, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

The Committee is authorized (without seeking Board approval) to retain special legal, accounting or other advisors and may request any officer or associate of the Company or the Company's outside counsel to meet with any members of, or advisors to, the Committee. The Company shall provide funding, as determined by the Committee, for payment of compensation to any advisors retained by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to subcommittees or the Committee Chair when it deems it to be appropriate and in the best interests of the Company, provided that periodic reports by the parties receiving any such delegation are made to the full Committee in accordance with the terms of the delegation.