



LAMB WESTON HOLDINGS, INC.
COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER
Effective December 13, 2023

Purpose

The Compensation and Human Capital Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Lamb Weston Holdings, Inc. (the “Company”) to assist the Board in fulfilling its responsibilities related to leadership development and compensation of the Company’s executive officers, other employees and directors.

The Committee has the authority and responsibilities described in this Committee Charter (the “Charter”). This Charter has been adopted by the Board.

Committee Membership

The Committee will be comprised of at least three directors who shall meet the independence requirements established by the New York Stock Exchange (“NYSE”). In particular, in determining whether a director is eligible to serve on the Committee, the Board will also consider all factors specifically relevant to determining whether the director has a relationship to the Company that is material to the director’s ability to be independent from management in connection with the duties of a Committee member or that would impair the director’s ability to make independent judgments about the Company’s executive compensation. These factors include, but are not limited to: (a) the source of compensation of the director, including any consulting, advisory or other compensatory fee paid by the Company to the director and (b) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

In addition, each of the Committee members shall qualify as “non-employee directors” for purposes of Rule 16(b)-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Board must affirmatively determine that a director satisfies the foregoing independence requirements before appointment to the Committee and at least annually thereafter. The members of the Committee will be appointed and replaced by the Board based on the recommendations of the Nominating and Corporate Governance Committee. The Board shall designate a member of the Committee as Committee Chair.

The Committee may delegate its responsibilities to subcommittees comprised of one or more Committee members or to selected members of management, subject to requirements of the Company’s Bylaws and applicable laws, regulations and the terms of shareholder-approved plans.

Meetings

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter.

The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting.

The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the Committee members will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's Certificate of Incorporation or its Bylaws.

The Committee Chair will supervise the conduct of the meetings and will have other responsibilities as the Committee may specify from time to time.

The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting, unless specifically invited by the Committee. If a Committee member is excused from a meeting, or recuses herself or himself from a meeting, in either case to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, then such member's absence shall not affect the validity of any action taken at a meeting where a quorum is otherwise present.

Committee Authority and Responsibilities

The Committee's purpose and responsibilities include to:

- Establish and oversee implementation of a total rewards philosophy for the Company's executive officers.
- Review and, after discussing with the Board, approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and, together with the other independent directors, at least annually evaluate the performance of the Chief Executive Officer in light of those goals and objectives. Based on that evaluation, the Committee, together with the other independent directors, shall determine and approve the compensation level of the Chief Executive Officer.

- In the event the Board has appointed an Executive Chairman, review and, after discussing with the Board, approve corporate goals and objectives relevant to the compensation of the Executive Chairman and, together with the other independent directors, at least annually evaluate the performance of the Executive Chairman in light of those goals and objectives. Based on that evaluation, the Committee, together with the other independent directors, shall determine and approve the compensation level of the Executive Chairman.
- Review and approve all compensation elements for the Company's executive officers and equity awards of other officers subject to Section 16 of the Exchange Act in addition to the Chief Executive Officer and the Executive Chairman (if any), and any employment agreements, change-in-control agreements, severance or retention agreements for the Company's executive officers, including the Chief Executive Officer and the Executive Chairman (if any).
- Review and approve, or when shareholder approval is required, make recommendations to the Board for approval, incentive compensation plans for the Company's executive officers and establish incentive compensation pursuant to these approved plans.
- Review and approve, or when shareholder approval is required, make recommendations to the Board for approval, all equity-based plans for employees generally and establish equity-based programs pursuant to these approved plans.
- Approve all grants of equity-based awards and determine the terms and conditions of such awards.
- Review and approve a peer group against which to inform the competitiveness of and compare compensation programs for the Company's executive officers.
- Establish and monitor compliance with stock ownership guidelines for the Company's executive officers.
- Review and discuss with the Board whether the Company's compensation programs for employees generally are designed in a manner that creates incentives for employees to take inappropriate or excessive risk and whether any compensation policies and/or practices are reasonably likely to have a material adverse effect on the Company.
- Review and approve the implementation and execution of any claw back policy allowing the Company to recoup compensation paid to executive officers and other employees.
- Review directly, or with the full Board, succession plans for all executive officer positions.
- Review and oversee matters related to human capital management, including, talent acquisition, development, retention, and diversity, equity and inclusion.

- Review and make recommendations to the Board with respect to the compensation of non-employee directors, which may include proposals related to stock ownership guidelines for non-employee directors.
- Review the results of any shareholder advisory votes regarding the Company's executive compensation and recommend to the Board how to respond to such votes.
- Review and discuss with management the Company's annual Compensation Discussion and Analysis ("CD&A") and other compensation-related disclosures to be included in the Company's annual proxy statement. The Committee will determine, based on the review and discussion, whether to recommend to the Board that the CD&A be included in the Company's annual proxy statement. The Committee will also prepare the disclosure of the Committee report required by Rule 407(e)(5) of the Securities and Exchange Commission to be included in the Company's annual proxy statement over the names of the Committee members.
- Report regularly to the Board following meetings of the Committee.
- Annually review and evaluate its own performance and compliance to this Charter, as well as periodically assess the adequacy of this Charter, recommending any changes to the Board for approval.
- Perform any other duties and responsibilities that are consistent with the Committee's purpose, the Company's Certificate of Incorporation and Bylaws, and governing law, as the Board or the Committee deems necessary or appropriate.

Committee Resources and Authority

To assist the Committee in the performance of its functions, the Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee will be directly responsible for the appointment, compensation, oversight of the work and termination of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Committee shall have sole authority to retain (and terminate) compensation consultants to assist in the evaluation of executive officer and director compensation and the sole authority to approve the fees and other retention terms of such compensation consultants.

The Company must provide for appropriate funding, as determined by the Committee, to support the Committee's activities and for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The compensation consultant, independent legal counsel and any other adviser retained by the Committee shall be ultimately accountable to the Committee.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee or receive advice from a compensation consultant, legal counsel or other adviser

(other than in-house legal counsel or any compensation consultant, legal counsel or other adviser whose role is limited to activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K) only after taking into consideration all factors relevant to that person's independence from management. Such factors shall include the following:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any Company stock owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.