



LAMB WESTON HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
Effective December 13, 2023

Purpose of the Committee

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Lamb Weston Holdings, Inc. (the “Company”) to assist the Board by:

- identifying qualified candidates for membership on the Board, consistent with criteria approved by the Board,
- proposing a slate of director nominees for election by the stockholders at each annual meeting,
- proposing candidates to the Board to fill vacancies,
- considering and making recommendations to the Board concerning the appropriate size, functions and policies of the Board,
- recommending to the Board the structure, size, membership and functions of the various committees of the Board,
- developing and recommending to the Board corporate governance principles for the Company,
- assessing the independence of Board members,
- overseeing the evaluation of the Board and management, and
- overseeing the Company’s environmental, social and governance (“ESG”) strategy (as further described below).

The Committee has the authority and responsibilities described in this Committee Charter (the “Charter”). This Charter has been adopted by the Board. The Committee may, in its discretion, delegate specific duties and responsibilities to a subcommittee or an individual Committee member to the extent permitted by the rules of the New York Stock Exchange.

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 and any other requirements imposed by the Company’s Bylaws and applicable law, regulations and rules, as such

requirements are interpreted by the Board in its business judgment. The members of the Committee will be appointed and replaced by the Board. The Board shall designate a member of the Committee as Committee Chair.

Committee Meetings

The Committee shall 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 shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time.

The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of 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.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities and carry out its duties as required by law, including, without limitation, appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any other advisors retained by the Committee. The Committee shall have the sole authority to engage and terminate any search firms to identify director candidates, including the sole authority to approve the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities. In the performance of its duties, the Committee and its members will have unrestricted access to management.

Committee Authority and Responsibilities

Nominating Function

- The Committee will consider the appropriate skills and characteristics required of Board members, including background, board skill needs, diversity and business experience.

The Committee will consider factors such as diversity on the basis of race, color, national origin, gender, religion, disability, sexual orientation and professional experience. As such, when evaluating candidates for nomination as new directors, the Committee will include, and have any search firm that it engages include, qualified candidates with a diversity of gender and race or ethnicity in the pool from which the Committee selects director candidates.

- The Committee will review whether potential Board members, including those nominated by stockholders, meet the Board's membership criteria and recommend qualified candidates to the Board – as part of the Company's annual meeting process and when vacancies on the Board exist.
- The Committee will evaluate whether an incumbent Board member should be nominated for re-election to the Board upon expiration of such Board member's term, based upon the Board's membership criteria and such other factors as the Committee deems appropriate.
- The Committee will review and make recommendations to the Board on the independence of Board members and candidates.
- The Committee will review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's Bylaws, and evaluate and recommend to the Board whether such resignation should be accepted.

Governance Function

- The Committee will review and recommend to the Board corporate governance principles for the Company. Among other things, the Committee's review will address the size, functions and policies of the Board, as well as the structure, size, membership and functions of the various committees of the Board.
- The Committee will review and reassess the adequacy of the corporate governance principles on an annual basis and recommend any proposed changes to the Board for approval.
- The Committee will approve and oversee a process for annual self-evaluations by the Board and its committees. The results of the self-evaluation will be discussed with the full Board on an annual basis.
- The Committee will monitor directors' compliance with the Company's stock ownership guidelines.
- The Committee will oversee a new director orientation process and continuing education for directors.

- The Committee will develop and recommend to the Board for approval a Company policy for the review and approval of related party transactions and review such policy at least annually and recommend any proposed changes for Board approval.
- The Committee will consider questions of possible conflicts of interest of Board members and senior executives.
- The Committee will periodically review the Company's charitable and direct and indirect political contributions.
- The Committee will review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
- The Committee will oversee policies and programs related to the Company's corporate ESG strategy. The Committee will regularly review updates on the Company's performance against its ESG strategy and ESG targets, which includes carbon emission and water stewardship, and oversee risks related to such matters.

General

- The Committee will make regular reports to the Board.
- The Committee will annually review its own performance.
- The Committee will review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
- The Committee may 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.