

# CHINOS GLOBAL HOLDINGS LLC

## Compensation Committee Charter

### I. PURPOSES

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Chinos Global Holdings LLC (the “Company”), in accordance with the Amended and Restated Limited Liability Company Agreement of the Company, dated as of September 10, 2020, as may be amended from time to time (the “LLC Agreement”), to: assist the Board in overseeing the Company’s employee compensation policies and practices, including recommending to the Board the compensation of the Company’s Chief Executive Officer (“CEO”) and other members of the Company’s senior management; and reviewing, approving and recommending to the Board for its adoption, incentive compensation and equity compensation policies and programs.

### II. COMMITTEE MEMBERSHIP

**Composition.** Subject to the terms of the LLC Agreement, the Committee shall consist of one or more directors, as determined by the Board. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation or removal from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time.

**Chair.** The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

### III. AUTHORITY

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes, subject to the terms of the LLC Agreement.

The Committee shall have the sole discretion to retain or obtain advice from, oversee and terminate any compensation consultant, legal counsel or other adviser to the Committee and be directly responsible for the appointment, compensation and oversight of any work of such adviser retained by the Committee, and the Company will provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such adviser.

#### **IV. COMMITTEE MEETINGS**

The Committee shall meet on a regularly scheduled basis as necessary to fulfill its responsibilities.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. Any member of the Board, whether or not a member of the Committee, may attend Committee meetings, but only Committee members are entitled to a vote at the meeting. The Committee may meet in executive session as it deems appropriate.

The Committee may also act by unanimous written consent of its members. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet periodically with the CEO and any other executives the Committee deems appropriate to discuss and review the performance criteria and compensation elements applicable to senior management.

#### **V. DELEGATION**

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law, applicable rules and regulations and the LLC Agreement.

In addition, the Committee may, by resolution approved by a majority of the Committee, delegate to management the administration of the Company's incentive compensation and equity-based compensation plans, to the extent permitted by law and the LLC Agreement, and as may be permitted by such plans and subject to such rules, policies and guidelines (including limits on the aggregate awards that may be made pursuant to such delegation) as the Committee shall approve, provided that the Committee or the Board shall determine and approve the awards made under such plan to any member of senior management.

#### **VI. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate, and the Committee shall undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time:

##### **Compensation Oversight**

1. **Compensation Philosophy.** Oversee the overall compensation philosophy and compensation programs for the Company, CEO and other members of senior management.

2. **Corporate Goals.** Establish, review and approve, and recommend to the Board for its approval, the corporate goals and objectives relevant to the compensation of the CEO and other executive officers, including annual and long-term performance goals and objectives.
3. **Employment Agreements.** Review and approve, and recommend to the Board to approve, any employment, compensation, benefit or severance agreement with any executive officer.
4. **Evaluate Performance and Approve Executive Officer Compensation.** Evaluate at least annually the performance of the CEO and other executive officers (also taking into account the CEO's evaluation of other members of senior management) against corporate goals and objectives including annual performance objectives and, based on this evaluation, determine and recommend to the Board, the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites) for the CEO and other members of senior management based on this evaluation.
5. **Compensation Programs.** Review on a periodic basis the Company's management compensation programs and recommend to the Board for approval any appropriate modifications or new plans, programs or policies.
6. **Equity Plans.** Review approve and recommend to the Board the adoption of any equity-based compensation plan for employees of or consultants to the Company and any modification of any such plan.
7. **Equity Plan Administration.** Administer the Company's equity-based compensation plans for employees of and consultants to the Company as provided by the terms of such plans, including authorizing all awards made pursuant to such plans, subject to the terms and conditions of such plans.
8. **Non-Equity Plans.** Review, approve and recommend to the Board the adoption of any non-equity-based incentive compensation plan for employees of or consultants to the Company and any material modification of any such plan and review at least annually the awards made pursuant to such plans.
9. **Benefit Plans.** Review, approve and recommend to the Board the adoption of any employee retirement plan, and other material employee benefit plan, and any material modification of any such plan.
10. **Compensation Consultants.** With respect to any compensation consultant who has been engaged by the Committee to make determinations or recommendations on the amount or form of executive or director compensation: (a) annually, or from time to time as the Committee deems appropriate, assess whether the work of any such compensation consultant (whether retained by the compensation committee or management) has raised any conflicts of interest; and (b) review the engagement and the nature of any additional services provided by such compensation consultant to the Committee or to management, as well as all compensation provided to such consultant.
11. **Director Compensation.** Establish external director compensation. Review the form and amount of external director compensation at least annually and make recommendations thereon to the Board.

## **Succession Planning, Self-Evaluation and Reporting**

12. **Leadership and Succession Planning.** Periodically review and report to the Board on the succession plans and leadership development for the CEO position and other executive officer positions.
13. **Charter Review.** The Committee periodically reviews the Committee's compliance with this charter and recommend to the Board such amendments of this charter as the Committee deems appropriate. The Committee may not amend this Charter, other than to make *de minimis* or administrative changes, without Board approval.
14. **Reporting.** The Committee shall report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

Adopted by the Board on December 14, 2020.