

FLOWERS FOODS, INC.

COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of Flowers Foods, Inc. (the “Company”) is to carry out the responsibilities delegated by the Board, including (a) overseeing the review and determination of executive compensation; (b) produce a compensation committee report on executive compensation for inclusion in the Company’s proxy statement for its annual meeting of shareholders in accordance with applicable rules and regulations; and (c) oversee the Company’s human capital management activities and disclosures of such activities in its public filings and reports.

II. Composition

Size. The size of the Committee will be determined by the Board, but it must always have at least three members.

Qualifications. Each Committee member must satisfy the independence requirements set forth in the rules of the New York Stock Exchange. Desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits, and human resources. In addition, each member (a) must be a “non-employee director” for purposes of applicable law, and (b) should not be a party to any interlocking arrangement that would need to be disclosed in the Company’s proxy statement under applicable regulation.

In determining whether a member is eligible to serve on the Committee, the Board will consider all factors specifically relevant to determining whether the member has a relationship to the Company that is material to the member’s ability to be independent from management in connection with the duties of a Committee member or that would impair the member’s ability to make independent judgments about the Company’s executive compensation. These factors will include, but are not limited to:

- the source of compensation of the member, including any consulting, advisory or other compensatory fee paid by the Company to the member; and
- whether the member is affiliated with the Company, a Company subsidiary or an affiliate of a Company subsidiary.

Appointment. The Board selects Committee members and the Committee Chair. Each Committee member will receive director’s fees (which includes all forms of compensation paid to directors of the Company for service as a director or member of a committee), provided, that, additional director fees may be paid to Committee members to compensate them for the significant time and effort they expend in performing their duties as Committee members. The Committee Chair and each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

III. Duties and Responsibilities

1. Executive Compensation Policies and Programs. The Committee will develop and implement the Company's compensation policies and programs for executive officers.
2. Executive Officer Compensation. The Committee will review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and the other executive officers of the Company. The Committee will evaluate the performance of the executive officers in the light of those corporate goals and objectives and set compensation levels for these executive officers based on those evaluations and any other factors as it deems appropriate.
3. Incentive Compensation Plans. The Committee will make recommendations to the Board with respect to the approval, adoption and amendment of all cash and equity-based incentive compensation plans in which any executive officer of the Company participates and with respect to all non-qualified incentive plans. Where required by applicable law, shareholder approval will be sought for equity-compensation plans.
4. Compensation Plan Administration. The Committee will administer the Company's equity-based incentive compensation plans and only such other plans adopted by the Board that expressly contemplate in writing administration by the Committee. The Committee, or a subcommittee, will approve all grants of stock options and other equity-based awards, subject to the terms and conditions of applicable plans. The Committee's administrative authority will include the authority to approve the acquisition by the Company of shares of the Company's stock from any plan participant, provided, that, nothing herein will permit the Committee to issue or purchase the Company's equity securities except as permitted in accordance with the terms and conditions of the applicable compensation plans. Nothing herein will grant or be deemed to grant responsibility for the administration of the Company's defined benefit and defined contribution pension plans to this Committee.
5. Clawback Policies. The Committee will review and oversee the administration of any Company clawback policies requiring the recoupment of incentive compensation and recommend amendments to any such policies from time to time as appropriate.
6. Corporate Responsibility Metrics Reporting. Management should periodically report to the Committee on any performance metrics or milestones related to corporate responsibility objectives for any awards.
7. Employment Agreements and Severance Arrangements. The Committee should review and approve any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any executive officer of the Company. The Committee should review and approve any severance or other termination payments proposed to be made to any executive officer of the Company.
8. Board Reports. The Committee should report its activities to the Board in such manner and at such times as the Committee or the Board deem appropriate.

9. Risk Oversight. The Committee will oversee risks related to the duties and responsibilities of the Committee. As part of this responsibility, the Committee will review and discuss 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 or practices are reasonably likely to have a material adverse effect on the Company.
10. Human Capital Management. The Committee will oversee, review and discuss with management the Company's human capital management activities, policies, targets, objectives and disclosure thereof in its public filings and reports, which may include, but are not limited to, matters relating to talent management and development, talent acquisition and retention, workplace and employment practices, including labor and health and safety standards, employee engagement and inclusion, and steps taken to ensure compensation programs are administered in a non-discriminatory manner and otherwise in compliance with applicable laws.
11. Stock Ownership Guidelines. The Committee should determine the applicable stock ownership guidelines that apply to senior executives and monitor compliance with such guidelines.
12. Say-on-Pay Vote Disclosure. The Committee will review the outcome of each shareholder advisory vote on Say-on-Pay and, based on this review, recommend to the Board any action that the Company should take in response to the results of such shareholder advisory vote and the disclosure of such response in the Company's Compensation Discussion and Analysis (the "CD&A") in the Company's annual report on Form 10-K and proxy statement relating to the Company's annual meeting of shareholders.
13. Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

IV. Meetings

The Committee will meet in person, telephonically or by video conference 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 Board 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. The Committee will conduct its business as provided in the Company's 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. In the absence of the Committee Chair at any duly called meeting of the Committee at which a quorum is present, the Committee, by majority vote of those members present, will designate one of the present members to serve as Acting Committee Chair for the meeting.

The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisers, 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. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting.

The Committee may, from time to time, determine that information or materials distributed or presented, or the specifics of deliberations held, at a Committee meeting would harm the Company if shared outside the Board and should be accessed by Board members only. If the Committee makes such a determination, the Committee must specifically identify the material to be protected and mark it as "Sensitive Committee Material." Sensitive Committee Material may not be disclosed in any way outside the Board, except as required by applicable law or by the affirmative vote of a majority of the Board. The designation of material as Sensitive Committee Material will be as narrow as possible and may not interfere in any way with the Committee's duty under this Charter and applicable law and regulations to provide a report to the Board.

V. Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee unless prohibited by applicable law, rule, regulation, or the Company's Articles of Incorporation or Bylaws; provided, however, that such subcommittee always be comprised of at least two Committee members.

VI. Resources and Authority

The Committee will have appropriate resources and authority to discharge its responsibilities. 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 and termination of any compensation consultant, independent legal counsel or other adviser retained by the Committee, and will have sole authority to retain and terminate compensation consultants, independent legal counsel or other advisers engaged to assist in the evaluation of director or executive officer compensation and the sole authority to approve the fees and other retention terms of such advisers. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.

The Committee may select or receive advice from a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration whether the work of such consultant or advisor would raise a conflict of interest according to the independence factors stated by the New York Stock Exchange, as well as any other factors the Committee determines to be relevant. The Committee shall ensure that any disclosure required by the rules and regulations of the Securities and Exchange Commission or the New York Stock Exchange related to the foregoing is included in the Company's proxy statement.

VII. Compensation Committee Report

The Committee, with the assistance of the Company's management and any outside advisers the Committee deems appropriate, will (a) review and discuss with management the Company's disclosures under the CD&A and, based on this review, make a recommendation to the Board as to whether it should include the CD&A in the Company's annual report on Form 10-K and proxy statement relating to the Company's annual meeting of shareholders, and (b) produce a Compensation Committee Report for inclusion in the Company's annual report on Form 10-K and proxy statement relating to the Company's annual meeting of shareholders, all in accordance with applicable rules and regulations.

VIII. Annual Review

At least annually, the Committee will (a) review this Charter and recommend any changes to the Board and (b) evaluate its own performance in the manner prescribed by the Nominating/Corporate Governance Committee and report the results of this evaluation to the Board.

November 15, 2024