

# FLOWERS FOODS, INC.

## NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

### I. Purpose

The purpose of the Nominating/Corporate Governance 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 Company’s director nominations process, (b) developing and recommending corporate governance principles applicable to the Company including any changes to the Company’s Corporate Governance Guidelines, and (c) overseeing the evaluation of the Board and management.

### 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 will be “independent” under the rules of the New York Stock Exchange. Desirable qualifications for Committee members include experience in corporate governance, business management, personnel or human resources management, corporate responsibility, corporate and securities law, and organizational behavior.

**Selection.** The Board selects Committee members and the Committee Chair. 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. **Identify New Director Candidates.** The Committee will identify and screen individuals believed to be qualified to become Board members (including, without limitation, potential director candidates brought to the attention of the Committee by the Board) and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee will consider such factors as it deems appropriate, consistent with the factors in the Company’s Corporate Governance Guidelines. The Committee will also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company’s Bylaws or otherwise.
2. **Evaluate Incumbent Directors.** The Committee will evaluate whether an incumbent director should be nominated for re-election to the Board as part of its selection process upon expiration of such director’s term. The Committee will use the same factors established for new director candidates to make its evaluation and will also take into account the incumbent director’s performance as a Board member and such other factors as the Committee deems appropriate.

3. Evaluate Board Composition. The Committee will evaluate the composition of the Board to assess the skills, qualifications and experience of the Board as a whole, as well as the skills, qualifications and experience that the Board may find valuable in the future, and review, at least annually, with the Board.
4. Evaluate Resignations. The Committee will evaluate and make any recommendations to the Board regarding any resignations tendered by directors pursuant to provisions of the Company's Corporate Governance Guidelines.
5. Develop Corporate Governance Guidelines. The Committee will develop and recommend to the Board corporate governance guidelines applicable to the Board and the Company's employees. At least annually, the Committee should review those guidelines and recommend changes as, in its business judgement, it deems appropriate.
6. Review Possible Conflicts of Interest. The Committee will consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest.
7. Determination of Director Independence. The Committee will annually review and evaluate the relevant facts, circumstances and relationships of all current and potential directors and make a recommendation to the Board regarding the independence of each director.
8. Review Director Compensation. The Committee will develop the Company's compensation policies for Board members. In accordance with the Company's corporate governance guidelines, the Committee will periodically review director compensation in relation to other comparable companies and in light of such other factors as the Committee may deem appropriate.
9. Review Company's Stock Ownership Guidelines. The Committee will periodically review the Company's Stock Ownership Guidelines applicable to non-employee directors and will monitor compliance with such guidelines.
10. Administer Evaluations. The Committee will oversee the evaluation of the Board and its committees.
11. Review Developments. The Committee should review external developments in corporate governance matters generally and recommend action to management and the Board where appropriate.
12. Board Reports. The Committee should report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate.
13. Corporate Responsibility Matters. The Committee will oversee certain corporate responsibility matters, including:
  - corporate responsibility activities, programs and public disclosure related to governance matters;
  - framework and processes for shareholder engagement on corporate responsibility

- initiatives; and
  - social matters and community engagement unrelated to human capital management.
14. Risk Management. The Committee will oversee risks related to the duties and responsibilities of the Committee.
  15. Succession Planning. The Committee will, at least annually, engage in succession planning for the Board, including Board and committee leadership positions, and report its findings and recommendations, if any, to the Board.
  16. Board Size. The Committee should periodically review and make recommendations to the Board regarding the size of the Board.
  17. Director Orientation and Continuing Education. The Committee should (a) develop and oversee a Company orientation program for new directors and a continuing education program for current directors, (b) periodically review these programs, and (c) update them as necessary.
  18. 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. Each 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 which the Committee may designate 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 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. 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.

#### **VI. Resources and Authority**

The Committee will have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee will have the sole authority to engage search firms to assist in the identification of director candidates and the sole authority to set 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.

#### **VII. Annual Review**

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

November 15, 2024