



**Compensation and Human Capital
Committee Charter
(Revised February 16, 2023)**

Committee Purpose

The Compensation and Human Capital Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Carter's, Inc. (together with its subsidiaries, the "Company") to:

- Discharge the Board's responsibilities relative to the compensation of the Company's Chief Executive Officer ("CEO"), the Company's other Executive Officers, as defined in the rules and regulations of the Securities and Exchange Commission ("SEC"), and the members of the Board (each member, a "Director");
- Oversee the Company's succession planning for the CEO and the other Executive Officers;
- Oversee certain of the Company's other human capital management strategies, and
- Engage in such other matters as may from time to time be specifically delegated to the Committee by the Board.

Committee Responsibilities and Authority

Compensation Philosophy:

Review, on an annual basis, the Company's philosophy, strategy and practices relative to compensation of Executive Officers and Directors in order to support the Company's objectives and align with stockholders' interests.

CEO, Executive Officer and Director Compensation

CEO Compensation: Establish the total compensation opportunity for the CEO, including annual base salary, incentive compensation, and any supplemental benefits, perquisites and other compensation. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the CEO, competitive market data pertaining to chief executive officer compensation at comparable companies, and such other factors as it shall deem relevant.

Establish the annual performance goals and objectives for the CEO, including short- and long-term incentive compensation performance goals.

Evaluate the CEO's performance relative to the performance goals established by the Committee and set the CEO's total compensation based on such evaluation, which will also take into consideration the Board's annual CEO performance assessment and such other factors as the Committee shall deem relevant. The CEO shall not be present at any discussion of their compensation.

Other Executive Officer Compensation: Establish the total compensation opportunity for the other Executive Officers, including annual base salary, incentive compensation, and any supplemental benefits, perquisites and other compensation for the other Executive Officers. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the Executive Officer conducted by their manager, competitive market data pertaining to executive officer compensation at comparable companies, and such other factors as it shall deem relevant.

Establish the annual performance goals and objectives for the Executive Officers.

Together with the CEO, evaluate each other Executive Officer's performance relative to the performance goals established by the Committee and set such other Executive Officer's total compensation based on such evaluation which will also consider the Executive Officer's annual performance assessment conducted by their manager and such other factors as it shall deem relevant. No Executive Officer shall be present at any discussion of their compensation.

Director Compensation: Review, on an annual basis, and make recommendations to the Board as to the form and amount of compensation for the Company's Board and Committee members which may consist of cash and equity compensation. Such review shall take into consideration the compensation paid to non-management directors of comparable companies and the specific duties of each director. Directors who are Company employees shall not be compensated for their additional service.

Review Clawback Provisions: Review and approve any adoption or amendment of a "clawback" policy that allows the Company to recoup incentive compensation.

Succession Planning

CEO Succession Planning: In support of the Board's responsibility for CEO succession planning, develop a succession plan for the Chief Executive Officer, present the CEO succession plan, and periodic updates to the CEO succession plan, to the Board for its review and consideration, and assist the Board in implementing the CEO succession plan. As part of this process, periodically the Committee will review the leadership development process for the CEO and other Executive Officer positions.

Succession Planning for Key Executive Officers: Review and discuss with the CEO and, as appropriate, other members of the Company's management, the succession plans for any Executive Officer who has been identified as a potential successor in the CEO succession plan. Together with the CEO, periodically present the succession plans for such Executive Officers to the Board for its review.

Succession Planning for Other Executive Officers: Review and discuss with the CEO and, as appropriate, other members of the Company's management, the succession plans for all other Executive Officers.

Emergency Succession Planning for CEO and Other Executive Officers: Review and discuss, with the CEO and, as appropriate, other members of the Company's management, an emergency succession plan in the event of the unexpected departure, disability or death of the CEO or any Executive Officer who has been identified as a potential successor in the CEO succession plan.

Assistance from Management and Advisors: The Committee may engage with members of management, including the CEO, and outside advisors for advice and assistance in developing, implementing, reviewing, and presenting the CEO succession plan and the succession plan for other Executive Officers.

Human Capital Management

Assist the CEO and the Board in developing and periodically evaluating potential candidates for key positions at the Company.

Periodically review the Company's succession planning processes and systems for positions at the Vice President level and above, including processes to identify, develop, and retain talented personnel.

Periodically review reports on the Company's compensation, workforce, and workplace management as the Committee may request from time to time.

Periodically consider incentive compensation performance goals related to metrics other than financial performance metrics, including those that relate to important strategic areas, including, for example, innovation, growth, corporate social responsibility, and human capital management, including succession planning, workforce development and composition.

Periodically review the compensation levels and benefits provided to front-line employees working in the Company's retail stores, distribution centers and offices and discuss these practices with the Company's management.

Oversee Incentive Plans and Employment Agreements

Administer the Company's Incentive and Equity-Based Compensation Plans: Make recommendations to the Board with respect to the adoption, administration, amendment, and termination of incentive compensation plans and equity-based plans that are subject to Board approval. Review, approve and administer the incentive compensation plans in which any Executive Officer participates and all equity-based plans. The Compensation Committee may delegate responsibilities to administer and make grants under such plans to management to the extent contemplated by the documents governing such plans, except to the extent such delegation would be inconsistent with applicable law or regulation, applicable listing rules, or this or any other Committee charter of the Company. The Compensation Committee may approve awards (with or without ratification of the Board) as may be required to comply with applicable tax rules.

Approve Employment Agreements and Severance Packages for Executive Officers: Review and approve severance arrangements for the CEO and other Executive Officers, including change-in-control provisions, plans or agreements, and, to the extent that any such agreements are entered into, employment agreements for the CEO and other Executive Officers.

Oversee Employee Benefits: Monitor all general compensation programs, including equity incentives, the Company's 401(k) plan, any pension plan, and other benefit programs and prerequisites provided to the Company's employees. However, responsibility for day-to-day administration of the employee benefit plans and the investment of any assets will be the sole responsibility of Company personnel and its advisors.

Review Retirement Plans: Review and approve any Company employee retirement plan and perform other duties that the Board deems appropriate with respect to retirement plans and legacy pension plans, if any.

Oversee Stock Ownership Guidelines: Review and approve stock ownership requirements applicable to the CEO and other Executive Officers. Review and recommend to the Board for its consideration stock ownership guidelines for non-management Directors. Review on an annual basis compliance with such stock ownership requirements and make recommendations as appropriate.

Assess Risks of Compensation Policies

Review the Company's compensation policies and practices. Discuss and review whether the incentive compensation arrangements for the Company's Executive Officers promote appropriate approaches to the taking and management of risk and, specifically, do not encourage Executive Officers to take unnecessary and excessive risks.

SEC Matters

Committee Report and Compensation Discussion and Analysis: Prepare an annual Compensation Committee Report as required by the SEC rules to be included in the Company's proxy statement stating that the Committee has reviewed and discussed the Compensation Discussion and Analysis (CD&A) with management and, based on the review and discussions, the Committee recommended to the Board that the CD&A be included in the Company's proxy statement. Oversee the preparation of the compensation tables and related narrative disclosures required to be included in the Company's annual proxy statement in accordance with SEC rules and regulations.

"Say on Pay" Votes: Recommend to the Board the frequency of the Company's advisory vote on executive compensation and the proposals to be included in the Company's proxy statement. The Committee shall assess the results of the Company's most recent advisory vote on executive compensation.

Investigations and Administrative Matters

Perform or oversee investigations related to the Committee's functions or assigned to the Committee by the Board.

Establish and monitor an annual calendar of issues and functions to guide the activities of the Committee.

Perform or oversee administrative functions assigned to the Committee by the Board or pursuant to the provisions of any incentive-compensation plan, equity-based plan, employee stock purchase plan, or other qualified or non-qualified employee benefit plans.

The preceding list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties, in each case subject to the limitations on the Board or any committee thereof contained in the Company's Certificate of Incorporation or Bylaws or the Delaware General Corporation Law, as each is in effect from time to time.

Committee Authority

Delegation of Authority: The Compensation Committee may delegate any of its responsibilities to a subcommittee of one or more members of the Committee, unless otherwise prohibited by applicable laws or New York Stock Exchange listing standards. The Committee may terminate any such subcommittee and revoke any such delegation at any time.

Retain Outside Advisors: The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor (each an "advisor") and terminate the services of any such advisor. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any advisor retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. The Committee may select an advisor only after taking into consideration all factors relevant to that person's independence from management, including the following: (1) the provision of other services to the Company by the adviser's employer; (2) the amount of fees received from the Company by the adviser's employer, as a percentage of the total revenue of the employer; (3) the policies and procedures of the adviser's employer that are designed to prevent conflicts of interest; (4) any business or personal relationship of the adviser with a member of the compensation committee; (5) any stock of the Company owned by the adviser; (6) any business or personal relationship of the adviser or the adviser's employer with an executive officer of the Company; and (7) such as other factors as the Committee may consider

appropriate in the discharge of its duties. A compensation consultant retained by the Committee shall not perform other services for the Company unless such services are pre-approved by the Committee and the Committee is updated regularly as to the services being provided by such consultant.

Committee Composition

Number of Directors

The size of the Committee is set from time to time by the Board, but will always consist of at least three directors, all of whom are independent.

Director Independence & Qualifications

Each director serving on the Committee must meet the following criteria for independence: (1) An "Independent director" as defined by the New York Stock Exchange listing standards for compensation committee members; (2) A "non-employee director" as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "1934 Act"); (3) An "outside director" as defined for purpose of Section 162(m) of the Internal Revenue Code of 1986. In assessing the independence of Committee members, the following must be considered: (1) the source of compensation of the director, including any consulting, advisory, or other compensatory fee paid by the Company to the director; and (2) whether the director is affiliated with the Company or any of its subsidiaries or affiliates.

Board Appointment

The members of the Committee are appointed by the Board based on the recommendation of the Nominating and Corporate Governance Committee. Each appointed Committee member will be subject to annual reconfirmation and may be removed with or without cause by a majority vote of the Board at any time. Any vacancies on the Committee shall be filled by the Board.

Committee Chair

The Board shall designate one member of the Committee as the Committee Chair. If the Board does not designate a chair, the members of the Committee shall designate a chair by majority vote. From time to time, the Chair may establish such rules that are necessary and proper to conduct the business of the Committee.

Committee Meetings and Procedures

Committee Meetings

Number of Meetings: The Committee will convene at least quarterly, either in-person or virtually, with additional meetings as appropriate.

Set Meeting Agenda: The Chair of the Committee will, in consultation with other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing the agenda for the meetings and conducting the meetings of the Committee.

Maintain Meeting Minutes: The Committee shall maintain minutes or other records of meetings and activities of the committee. The Committee must file the minutes of all Committee meetings in the Company records.

Rules and Procedures of Meetings: Meetings of the Committee will be governed by the same rules that govern regular Board meetings, action by written consent, notice, waiver of notice, and voting requirements.

Meeting Quorum: A majority of the members shall constitute a quorum. Each committee member shall have one vote and actions at meetings may be approved by a majority of the members present.

Executive Sessions: Unless the Committee determines otherwise, the Committee shall hold an executive session at each regularly scheduled meeting. The Committee may meet in executive session with management, advisors, and independent consultants, as it deems necessary or appropriate.

Third Party Attendance at Meetings: The Committee may, at the discretion of the Chair, invite any director, member of management of the Company and such other persons as it deems appropriate to carry out its responsibilities, to attend the Committee's meetings. Executive Officers shall not be present at any discussion of their compensation.

Review and Reporting

Annual Charter Review: The Committee shall review and reassess the adequacy of this charter at least annually and will submit any recommended changes to the charter to the Board for approval.

Committee Performance Review: The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes and its effectiveness.

Reporting to the Board: Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee.

Discussions with Executive Officers: The Committee may meet with the CEO, Executive Officers, and other corporate officers of the Company as the Committee may deem appropriate to discuss matters related to the discharge of the Committee's duties, and such other topics as the Committee may deem appropriate from time to time.