



Nominating and Corporate Governance Committee Charter (Revised February 16, 2023)

Committee Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Carter’s, Inc. (together with its subsidiaries, the “Company”) to:

- oversee and advise the Board with respect to corporate governance matters;
- assist the Board in identifying and recommending qualified Board candidates;
- make recommendations to the Board on Board committee assignments;
- oversee the evaluation of the Board; and
- oversee the company's environmental, social, and corporate governance (ESG) initiatives and programs.

Committee Responsibilities and Authority

Recommend the Selection of New Board Members

Develop Criteria for Selection: Develop and recommend to the Board criteria for the selection of Board members. Criteria should include considerations such as character, judgment, diversity, prior experience, independence, demonstrated leadership, skills, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be desirable as a member of any committees of the Board, and the candidate's willingness to devote substantial time and effort to Board responsibilities.

Board Diversity: The Committee is committed to actively developing a diverse Board by expanding board recruitment efforts to identify individuals from a variety of different backgrounds and skillsets.

Identify Candidates: Identify candidates who are qualified to become Board members under the criteria set forth in the Company's Corporate Governance Principles. Aid in attracting such qualified candidates to the Board and recommend such candidates to fill vacancies on the Board.

Oversee Shareholder Nomination Process

Maintain and Update Procedures for Shareholder Nominations: Maintain and, as needed, update procedures for shareholders to recommend Board candidates for the Committee's consideration. Shareholders may also nominate directors for election at the Company's annual shareholders meeting by following the provisions set forth in the Company's Bylaws, whose qualifications the Committee will consider.

Review Board Memberships: Review the continued appropriateness of Board membership for any director who fails to receive the required vote for re-election at the annual meeting of shareholders and recommend action to be taken, if any, to the Board.

Oversee the Board Evaluation Process

Annual Board Evaluation: Oversee the annual evaluation of the Board's effectiveness.

Recommend Incumbent Directors for Re-Election: Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for re-election to the Board. Evaluate and recommend termination of membership of individual directors in accordance with the Company’s Bylaws, for cause or for other appropriate reasons.

Review Director Resignation: Review and recommend to the Board an appropriate course of action in response to the resignation of existing Board members.

Advise on Board Structure

Review Board and Committee Structure: Make recommendations to the Board concerning the size, structure and composition of the Board and its committees. Review the composition of each committee of the Board and make recommendations to the Board regarding the creation of additional committees or the elimination of committees of the Board.

Review Leadership Structure: Review the leadership structure of the Board and recommend changes to the Board as appropriate. Make a recommendation to the independent directors regarding the appointment of the Lead Independent Director.

Advise on Corporate Governance Matters

Review and Monitor Corporate Governance Matters: Consider matters of corporate governance and periodically review the Company's governance policies. Recommend to the Board modifications to the policies as appropriate. Monitor regulatory developments relating to corporate governance and make recommendations to the Board, as appropriate.

Maintain and Evaluate Corporate Governance Principles: Maintain and periodically, and in no event less than annually, evaluate the Company's Corporate Governance Principles and submit any recommended changes to the Board. In conducting this evaluation, the Committee shall consider the annual review of the Corporate Governance Principles by the members of the Board.

Review Other Governance Documents: Review the Company's Bylaws and Certificate of Incorporation. Submit any recommended changes to the Board for its consideration.

Monitor Director Compliance

Conflicts of Interest: Monitor compliance with the Company's Code of Ethics and the Corporate Governance Principles regarding potential director conflicts of interest. Monitor, from time-to-time, outside activities of and consider questions of possible conflicts of interest of directors and senior executives.

Corporate Social Responsibility

Oversee Corporate Social Responsibility/Environmental, Social, and Corporate Governance: Monitor and oversee the Company's environmental, social, and corporate governance (“ESG”) initiatives, policies, and performance and corporate social responsibility activities. Make recommendations to the Board on ESG initiatives and practices. Review the Company’s annual Corporate Social Responsibility report.

Review Political Contributions and Lobbying Policies and Practices: Review the Company's policies related to political contributions and lobbying.

Other Responsibilities

Perform Other Duties: 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.

Committee Authority

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

Retain Advisors: The Committee has sole authority to (i) retain and terminate any search or similar firm to be used to identify potential Board candidates, and (ii) approve the search firm's fees and other retainer terms. In addition, the Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors as the Committee solely deems appropriate to perform its duties and responsibilities. The Company will provide appropriate funding, as determined by the Committee, for compensation to any advisors that the Committee chooses to engage and for payment of ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

Committee Composition

Number of Directors and Independence

The size of the Committee is set from time to time by the Board, but will always consist of at least three directors. Each member shall be "independent" in accordance with applicable law, including the rules and regulations of the U.S. Securities and Exchange Commission and the rules of the New York Stock Exchange.

Board Appointment

The members of the Committee are appointed by the Board based on the recommendation of this 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's 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 of the Committee 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, in 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.

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 this 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.