

**LEVI STRAUSS & Co.**

**CHARTER OF THE NOMINATING, GOVERNANCE AND CORPORATE CITIZENSHIP COMMITTEE  
OF THE BOARD OF DIRECTORS**

**AMENDED AND RESTATED BY THE BOARD OF DIRECTORS ON NOVEMBER 21, 2019**

**Role**

The Nominating, Governance and Corporate Citizenship Committee (the “Committee”) assists the Board of Directors (the “Board”) of Levi Strauss & Co. (the “Company”) in fulfilling its oversight responsibilities on corporate governance matters, including identifying and recommending nominees to the Board, reviewing the size, structure, composition, and functioning of the Board and its committees, as well as identifying and evaluating chief executive officer (“CEO”) candidates, as may be required from time to time. The Committee also assists the Board with oversight and review of corporate citizenship and sustainability matters that may have a significant impact on the Company.

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

The Committee may retain special legal, search, consulting or other advisors for the Committee, and shall have the sole authority to approve the search firms’, consultants’ or other advisors’ fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities.

The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent registered public accounting firm to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

To implement the Committee’s role, the Committee shall be charged with the following functions and processes, with the understanding that the Committee may supplement or (except as otherwise required by law or the applicable rules) deviate from these activities as appropriate under the circumstances:

**Board of Directors, Committees and Management**

1. Review periodically and recommend to the Board the characteristics of the candidates being sought.
2. Review annually with the Board the Board’s composition in light of directors’ skills, experience, independence and availability of service to the Company, and recommend to the Board nominees for each annual election of directors and to fill any vacancies on the Board.
3. Identify, evaluate and recommend individuals qualified to be directors.
4. Retain and terminate any search firm to be used to identify director candidates, with sole authority to approve the search firm’s fees and other retention terms.

5. Review and, subject to the following sentence, approve (i) the continued Board membership of any director who has made a significant change in his or her occupation or is approaching retirement age and (ii) the service of directors on other boards, as contemplated by the Corporate Governance Guidelines. If the Committee determines that a change in occupation, retirement status or service on another board may adversely impact the director's service on the Board, the Committee shall make a recommendation to the Board.

6. Review the results for the election of directors at the most recent annual meeting of stockholders, including analyzing the facts and circumstances that may have contributed to the voting results, and make a recommendation to the Board regarding the future status of any director that received a yes vote significantly below 100% at such stockholder meeting.

7. If the Chairperson of the Board is not independent pursuant to the standards of the stock exchange that lists the Company's stock, review periodically and make recommendations to the Board regarding whether the Board should appoint a lead independent director and, if so, the nominee for the position.

8. Review periodically and make recommendations to the Board regarding the selection of, and succession process for, the chair of the Board.

9. Review periodically and make recommendations to the Board regarding the size, structure, processes and practices of the Board and its committees.

10. Recommend to the Board nominees for appointment to each committee of the Board and for the chair of each committee, taking into account applicable independence standards required by the SEC and the stock exchange that lists the Company's stock.

11. Communicate with management periodically regarding materials and information provided to the Board and review the processes and procedures used to provide information to the Board and its committees.

12. Oversee orientation and education programs for directors.

13. Review periodically and make recommendations to the Board regarding self-evaluation practices for the Board and each committee, as well as oversee the conduct of these evaluation processes.

14. Review annually and make recommendations to the Board regarding annual objectives for the chair of the Board and the performance of the chair of the Board.

15. Retain and terminate any search firm to be used to identify and evaluate CEO candidates, as may be required from time to time, with sole authority to approve the search firm's fees and other retention terms.

16. Review and make recommendations to the Board regarding the adequacy of any CEO candidate.

17. Review annually and make recommendations to the Board regarding the CEO corporate goals and objectives. Oversee the evaluation process for the CEO, including an

evaluation of the CEO's performance, and coordinate with the Compensation Committee in the determination of the compensation of the CEO.

18. Review periodically and make recommendations to the Board regarding compensation, benefits, expense reimbursement, indemnification and insurance arrangements for directors, including compensation arrangements for the chair and the committee chairs.

### **Corporate Citizenship and Sustainability**

1. Review corporate citizenship and sustainability initiatives and targets to assist the Company in appropriately addressing its responsibilities as a global corporate citizen.

2. Review developments in legislation, regulation, litigation, emerging issues and best practices in the fields of corporate citizenship and sustainability that are identified by management or the Committee.

3. Review with management the impact of the Company's business operations and business practices with respect to issues such as environment, health and safety, corporate citizenship, public policy and community involvement.

4. Review with management the Company's policies (e.g., Global Sourcing and Operating Guidelines), as well as the Company's work with industry organizations and non-governmental organizations. Receive from management relevant sustainability reports involving the Company or other industry leaders or competitors.

5. Review with management the Company's key public policy positions and the manner in which the Company conducts significant public policy and government relations activities.

### **Corporate Governance**

1. Review periodically the Company's corporate governance principles and arrangements, including those reflected in the certificate of incorporation, by-laws, Corporate Governance Guidelines and "change in control" or comparable provisions in compensation and other employee plans or agreements, and recommend any proposed changes to the Board for approval, in consultation with the other committees of the Board as appropriate in specific cases.

2. Review and make recommendations to the Board regarding developments under or changes proposed in the valuation policy or other existing or proposed arrangements relating to stock transfers, voting or ownership, in consultation with the other committees of the Board as appropriate in specific cases.

3. Review and recommend to the Board for approval or disapproval any requests for consents or waivers under the Corporate Governance Guidelines for directors, stockholders or members of their families, in consultation with the Audit Committee as appropriate in specific cases.

4. Review and approve, in accordance with the policies adopted by the Board, any related party transaction. This shall include, but not be limited to, any loans by the Company to employees and any compensation arrangement for any executive officer involving any subsidiary,

special purpose or similar entity, with consideration of the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit the Company.

5. Establish policies and procedures as necessary to facilitate stockholder communications with the Board.

## **Operations**

1. The Committee shall review this Charter periodically and recommend any proposed changes to the Board for approval. The Committee shall also evaluate its performance periodically. Any such reviews shall occur at least as frequently as required by the standards of the stock exchange on which any of the Company's capital stock is listed.

2. The Committee shall meet at least two times each year and may meet in person, by telephone, video conference or similar means of remote communication. As provided by the Company's by-laws, a majority of the members of the Committee shall constitute a quorum, and all matters shall be determined by a majority vote of the members present.

3. As provided by the Company's by-laws, the Committee may act without a meeting so long as all members consent in writing or by electronic transmission.

4. Except to the extent prohibited by applicable law, the Committee is authorized to form subcommittees consisting of one or more members of the Committee, and to delegate any of its responsibilities to such a subcommittee.

5. The Committee shall communicate periodically with management regarding materials and information provided to the Committee in view of the Committee's responsibilities as described in this Charter.

6. The Committee shall report its activities to the full Board on a regular basis.

7. The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent taking action without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

## **Composition and Qualification**

1. The Committee shall have a minimum of three directors, all of whom shall meet the independence requirements of the SEC and any stock exchange on which the Company's capital stock is listed, any other governing or regulatory body as may be applicable and the independence requirements of any other organization or body that the Company may, in its discretion, choose to follow, in each case as may be in effect from time to time. The fact that a Board member may own stock in the Company shall not by itself be considered an "interference" with independence.

2. The Board shall appoint the Committee members and a Chairperson on the recommendation of the Committee and such Committee members shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the membership

of the Committee at its discretion. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

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