

**LEVI STRAUSS & Co.**

**CHARTER OF THE FINANCE COMMITTEE OF  
THE BOARD OF DIRECTORS**

**AMENDED AND RESTATED BY THE BOARD OF DIRECTORS ON DECEMBER 7, 2023**

**Statement of Purpose**

The Finance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Levi Strauss & Co. (the “Company”). The purpose of the Committee is to assist the Board in the Board’s oversight of the Company’s financing strategies and execution, financial condition, capital structure, equity and debt financings, capital expenditures, cash management, banking activities and relationships, investments, credit arrangements, financial transactions and planning, stockholder financial matters, real estate transactions and other financial matters.

**Organization**

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, in its sole discretion, select, retain, oversee and terminate special legal, accounting or other advisors to the Committee. 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 shall be directly responsible for the oversight of any such consultant or advisor.

Except as explicitly prohibited by this Charter, the requirements of the stock exchange that lists the Company’s stock or other applicable law, the Committee may request that any officer or other employee of the Company or the Company’s outside counsel or independent registered public accounting firm attend a meeting of the Committee or 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. The Board shall retain the right to act on all such matters without limiting the Committee’s authority, subject to compliance with applicable law and stock exchange listing requirements.

**Financing Activities**

1. Review periodically the Company’s capital structure, investment policies, financing needs and long-term financing strategy.
2. Review periodically the impact of the Company’s financing and other operating plans on its credit ratings and funding costs.

3. Review and make recommendations to the Board regarding the Company's financing arrangements including the terms, timing and nature of short- and long-term debt and equity transactions.

4. Review periodically the Company's and its subsidiaries' plans for issuances of securities and other proposed equity financings including redemptions or repurchases of any of its outstanding securities.

5. Review and approve new debt issuances and credit arrangements up to \$400 million in principal amount without the need for full Board approval and make recommendations to the Board regarding transactions exceeding \$400 million in principal amount.

6. Make all determinations required to be made by the Board under bond indenture, credit agreement or other financing documents to the extent permitted under these documents.

7. Review periodically the Company's banking relationships, credit rating agency relationships and compliance with credit agreement and bond indenture covenants.

### **Financial Transactions and Planning**

1. Review periodically the Company's strategies, policies and performance relating to foreign exchange, interest rate risk management, financial risk management, liquidity management, counterparty risk, hedging and derivatives transactions, in consultation with the Audit Committee of the Board as appropriate in specific cases.

2. Review periodically the investment policies, investment performance and funding status of the Company's pension, savings and deferred compensation plans, in consultation with the Compensation and Human Capital Committee of the Board as appropriate in specific cases.

3. Review and approve mergers, acquisitions, disposals, joint ventures, partnerships, investments in third parties in accordance with and as appropriate under the by-laws of the Company and transaction approval policies adopted by the Board. The Committee shall also review, as appropriate, the performance of such transactions.

4. Review and approve capital expenditures up to \$100 million without the need for full Board approval and make recommendations to the Board regarding capital expenditures exceeding \$100 million. The Committee shall also review annually the Company's capital expenditures and, as appropriate, the performance of key capital expenditure projects.

5. Review periodically the Company's strategies, policies and performance relating to its retail fleet and real estate.

6. Review periodically and discuss with management the Company's overall hedging strategy and the use of swaps and other derivative instruments by the Company or any of its subsidiaries for hedging risks pursuant to the Company's hedging policy, or otherwise. The execution and day-to-day application of the hedging policy will be delegated to management. The Committee will have the authority to review, supervise and approve, at least annually, decisions by the Company or any of its subsidiaries to enter into swaps, including those that may not be subject to clearing and exchange trading and execution requirements in reliance on the "end-user exception" under the Commodity Exchange Act and the Dodd-Frank Act, or other rules and regulations promulgated from time to time.

## **Stockholder Matters**

1. Review periodically and make recommendations to the Board regarding dividends, stock repurchases or other sources of stockholder liquidity in view of the Company's financial condition, credit agreements, other contractual restrictions, other legal restrictions on distributions or other relevant factors.

2. Consult with the other committees of the Board as appropriate in specific cases in connection with tax planning strategies, valuation policy, "change in control" or comparable provisions in compensation or other employee plans or agreements and other existing or proposed arrangements relating to stock transfers, voting or ownership.

## **Operations**

1. Review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall also evaluate its performance annually. The Committee chair shall report the Committee's conclusions to the Board and may make recommendations for improvement to the Board.

2. Meet as needed, and may meet in person, by telephone, video conference or similar means of remote communication. As provided by the Company's bylaws, 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 at a meeting duly called and held (or where only two members are present and constitute a quorum, by unanimous vote). Any member of the Committee may call meetings of the Committee.

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. The decisions made pursuant to any such delegated authority shall be reported to the full Committee at its next scheduled meeting.

5. Report its activities to the Board on a regular basis and deliver such other periodic reports to the Board as it deems useful from time to time.

6. Communicate periodically with management regarding materials and information provided to the Committee in view of the Committee's responsibilities as described in this Charter.

7. 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. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record and shall be approved at a subsequent meeting of the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

8. Carry out such other duties that may be delegated to it by the Board from time to time and such other functions as necessary or appropriate in its opinion under applicable law,

the Company's by-laws, the corporate code of the Company's state of incorporation, as well as rules and regulations of the Securities and Exchange Commission (the "SEC"), the stock exchange that lists the Company's stock or other regulatory authorities.

## **Composition**

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 any of 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 Committee chair on the recommendation of the Nominating, Governance and Corporate Citizenship 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 replace or remove a Committee member from the membership of the Committee at any time at its sole discretion with or without cause. 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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