

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 DECEMBER 7, 2023

Statement of Purpose

The Nominating, Governance and Corporate Citizenship 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 fulfilling its oversight responsibilities on corporate governance matters, including developing and recommending to the Board corporate governance guidelines applicable to the Company, identifying and recommending to the Board qualified nominees for election to fill any vacancies on 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 assists the Board with oversight and review of corporate citizenship and sustainability matters that may have a significant impact on the Company.

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 retain, oversee and terminate 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 shall not be required to implement or act consistently with the advice or recommendations of its consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Except as explicitly prohibited by this Charter, stock exchange listing requirements or other applicable law, 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. 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.

Board of Directors, Committees and Management

1. Review periodically and recommend to the Board the characteristics of the candidates being sought (the "Director Criteria"), which shall reflect at a minimum any requirements of applicable law or stock exchange listing requirements.

2. Review annually with the Board the Board's composition in light of directors' integrity, strength of character, judgment, skills, experience, diversity (including, among other things, race, ethnicity, cultural background, age, gender, sexual orientation and areas of expertise), 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, screen and recommend individuals qualified to be directors, consistent with the Director Criteria.

4. Recommend to the Board whether to accept any resignation tendered by a director, including any resignation tendered by a director who has not received the votes required for re-election in any uncontested election for directors.

5. Recommend to the Board policies related to tenure as a director, such as the retirement policy for directors.

6. Consider any director candidates recommended by stockholders of the Company pursuant to the criteria set forth in the Corporate Governance Guidelines, the Company's by-laws and as described in the Company's proxy statement. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Board.

7. 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.

8. 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.

9. 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.

10. If the chair 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.

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

12. Review annually and make recommendations to the Board regarding the size, structure, composition, processes and practices of the Board, its committees and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board.

13. 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 Securities and Exchange Commission (the “SEC”), the stock exchange that lists the Company’s stock and any other applicable law. Such advice and recommendations shall be consistent with the Company’s organization documents.

14. 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.

15. Oversee orientation and education programs for directors.

16. Review periodically self-evaluation practices for the Board and each committee, as well as oversee the conduct of any Board evaluation processes. The Committee chair shall report the Committee’s conclusions to the Board and may make recommendations to the Board regarding changes that the Committee deems appropriate for consideration by the Board.

17. Review annually and make recommendations to the Board regarding annual objectives and the performance of the chair of the Board and the lead independent director (if any).

18. 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.

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

20. 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 and Human Capital Committee in the determination of the compensation of the CEO.

21. Review and make recommendations to the Board regarding stockholder proposals submitted to the Company for consideration at the annual meeting of stockholders.

22. Review and recommend to the Board Section 16 of the Securities Exchange Act of 1934 officer determinations with respect to the Company’s executive officers.

23. 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 SEC, the stock exchange that lists the Company’s stock or other regulatory authorities.

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 and solicit input from the Compensation and Human Capital Committee, where appropriate.
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. Periodically review and have oversight over the Company's corporate policies, programs, progress reports and, in coordination with other committees of the Board, significant publications relating to ESG matters and make recommendations on such matters to the full Board, as appropriate.
5. Periodically review the scope of the oversight of ESG among the standing committees of the Board and the Board.
6. In coordination with other committees of the Board, review with management, legislative and regulatory developments affecting ESG disclosures, as appropriate.
7. 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 and oversee 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. The Committee shall review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable.
3. Develop and review not less frequently than annually the Corporate Governance Guidelines. The Committee shall make recommendations to the Board with respect to changes to the Corporate Governance Guidelines.
4. 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.

5. Review and approve, in accordance with the policies adopted by the Board, any related party transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis. 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.

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

Operations

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

2. 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 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, in its sole discretion, to form subcommittees consisting of one or more members of the Committee, and to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to such a subcommittee.

5. 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. Report its activities to the full Board on a regular basis.

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. This Charter shall be placed on the Company's website.

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 requirements of applicable law, 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 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, at its sole discretion, may remove a Committee member from the membership of the Committee at any time 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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