

Wingstop Inc.
Nominating and Corporate Governance Committee Charter

(Adopted on May 20, 2015)
(Revised November 20, 2019)

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Wingstop Inc. (the “Company”) in fulfilling its responsibilities relating to (1) identifying individuals qualified to become members of the Board of the Company, (2) reviewing the qualifications of candidates and recommending for the Board’s selection the Board member nominees, (3) developing and recommending to the Board corporate governance guidelines, (4) overseeing planning for the succession of senior management and Board members of the Company, and (5) leading the Board in complying with its corporate governance guidelines.

Composition

The Committee shall be comprised of not less than two members of the Board. All Committee members shall meet the applicable independence requirements of the Nasdaq Stock Market (“Nasdaq”).

Each member of the Committee shall be appointed and serve at the discretion of the Board, based on recommendations from the Committee. Any vacancies on the Committee shall be filled by the Board. The Board shall designate a Chairperson of the Committee.

Meetings and Operations

The Committee shall meet at least two times annually with additional meetings to be held when deemed necessary or desirable. Meetings may be called by the Chairperson of the Committee or at the request of the Board. The Chairperson will, in conjunction with the members of the Committee and appropriate members of management, establish the meeting calendar and set the agenda for each meeting.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

The Committee shall maintain minutes or other records of meetings and activities of the Committee. Following each of its meetings, the Committee shall report on the meeting to the Board.

Responsibilities and Duties

The following are the responsibilities and duties of the Committee:

Nominating

1. Recommend to the Board for approval the qualifications, qualities, skills, expertise, characteristics, experience and other criteria required for Board membership.
2. Identify potential individuals whose qualifications and skills reflect those desired by the Board, and evaluate and recommend to the Board all nominees for Board membership, including recommendations submitted by stockholders and nominees to fill interim vacancies and newly created directorships. Retain any search firm to be used to identify director candidates, and exercise sole authority to select such search firm and approve its fees and other retention terms, and to terminate such search firm.
3. Annually recommend to the Board nominees for election by the stockholders at each annual meeting of stockholders and also recommend to the Board any person to be elected to fill a vacancy on the Board.
4. Recommend to the Board directors to serve as committee members and a chairperson for each committee.

Corporate Governance

5. Develop and make recommendations to the Board with respect to corporate governance policies and principles, including developing and recommending to the Board a set of Corporate Governance Guidelines for the Company.
6. Oversee compliance with Corporate Governance Guidelines. Annually review the adequacy of the Corporate Governance Guidelines.
7. Consider and recommend to the Board the action to be taken with respect to any resignation or offer to resign tendered by a director in accordance with the Corporate Governance Guidelines.
8. Develop and recommend to the Board for approval director independence standards consistent with those required by the listing standards of Nasdaq and review Board and committee composition at least annually to ensure compliance with Nasdaq rules and other applicable regulatory requirements. In so doing, the Committee shall conduct a review of the independence of all members of the Board for the purposes of determining which Board members are deemed independent and which are not.
9. Oversee director orientation and continuing education.
10. Develop procedures for stockholders and other interested parties to communicate with the Board.
11. Review and recommend to the Board from time to time appropriate changes to the structure, duties, size, membership and functions of the Board and its committees (including the chairpersons appropriate for each such committee) based on the Company's

strategy, current trends, emergent needs, seniority, experience and other relevant considerations.

12. Review and recommend to the board from time to time appropriate changes to the responsibilities of the various committees of the Board and whether or not any changes to such responsibilities are necessary or desirable and/or whether or not any new standing or special committees should be created or existing committees discontinued.

Evaluations and Other

13. Develop, administer and oversee an annual performance review of the Board that includes input from all directors. Work with the other committees to ensure an effective and consistent process for annual committee performance evaluations.
14. Oversee the Company's succession planning process and periodically evaluate potential successors to the position of CEO and other positions within the Company's senior management team.
15. Consult with the CEO in recommending to the Board an emergency succession plan in the event of the unexpected departure, disability or death of the CEO or other key members of the Company's senior management team.
16. Review with the Board its plan relating to succession of the Board members of the Company.
17. Periodically review and assess the Company's sustainability, environmental, and social responsibility policies, goals, and initiatives, making recommendations as appropriate based on such review and assessment.
18. Periodically review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
19. Periodically review the Board's committee structure and charters and, if the Committee deems it prudent, recommend that the board create additional standing or special committees.
20. Annually evaluate the performance of the Committee.
21. Perform any other activities consistent with this Charter, the Company's certificate of incorporation and bylaws, and applicable laws, as the Committee deems appropriate or as requested by the Board.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. Any actions taken pursuant to any such delegation shall be reported to the Committee at its next scheduled meeting.

Resources and Authority of the Committee

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of any search firm to be used to identify Board member candidates, as it deems appropriate to carry out its duties, without seeking approval of the Board or management. The Committee shall evaluate whether any search firm or other advisor retained or to be retained by it has any conflict of interest in accordance with the rules and regulations of the Securities and Exchange Commission.