

## **Tractor Supply Company Compensation and Human Capital Committee Charter**

### **Status**

The Compensation and Human Capital Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Tractor Supply Company (the “Company”).

### **Membership**

The Committee shall have at least three members. Each member of the Committee shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules of The Nasdaq Global Select Market (“Nasdaq”). At least two members of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act.

Members should possess sufficient skills and knowledge to fulfill the responsibilities of the Committee, including familiarity with various components of executive compensation and Company strategy and culture. The members of the Committee and its Chairperson shall be recommended by the Corporate Governance and Nominating Committee and approved by the Board. The Board may remove any member from the Committee at any time with or without cause.

### **Purpose**

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s (A) human capital programs, policies and practices, including those related to talent recruitment, retention, development, engagement and succession as well as those related to promoting a safe, dynamic and productive work environment free of discrimination, harassment and retaliation, supported by our Mission and Values, where everyone is treated with respect and which fosters different perspectives, ideas and innovative thinking, and (B) compensation philosophy, policies and programs to ensure they reflect the Company’s commitment to equal pay principles and a values-based culture.

### **Duties and Responsibilities**

The Committee shall have the following authority and responsibilities and such other responsibilities as the Board may delegate or assign to the Committee from time to time:

#### **Executive Compensation**

- Review and approve the Company’s executive compensation philosophy and strategy.
- Review and approve the peer group and other data sources for benchmarking pay of Chief Executive Officer (“CEO”) and direct reports to CEO, as well as other key leaders as determined from time to time by the Committee in its discretion (together, “Executive Leadership Team”) and review Executive Leadership Team pay competitiveness relative to industry benchmarks.
- Review Executive Leadership Team pay relative to the Company’s and the executives’ performance.
- Review internal equity among the Executive Leadership Team and with the entire Company (in terms of salary increase budgets for the Company).
- Approve the compensation of the Executive Leadership Team.

- Consider the results of the most recent advisory vote on executive compensation by the Company's stockholders (the "Say on Pay Vote"). It is understood that the results of the Say on Pay Vote are not to be binding on the Board (or Board committees), will not overrule any decisions made by the Board (or Board committees) and will not create any duty for the Board (or any Board committee) to take any action in response to the outcome of the vote. The Board and Committee retain the flexibility to make determinations regarding compensation matters whether or not they align with the advisory vote.
- Oversee communications with stockholders and proxy advisory firms on (1) executive compensation matters and (2) human capital matters.
- Approve the short-term incentive plan design, including all performance measures and goals required to earn short-term incentive compensation, with respect to the Executive Leadership Team.
- Approve any long-term incentive awards, including all terms and conditions of such awards, granted to the Executive Leadership Team.
- Certify performance results applicable to short-term and long-term incentive plans and approve the corresponding payouts or vesting features under these plans to members of the Executive Leadership Team.
- Review and approve employment offers to new or promoted members of Executive Leadership Team.
- Approve any new or materially amended employment contracts, change-in-control agreements and severance arrangements and other compensatory benefits for the current and prospective Executive Leadership Team.
- Approve any changes to Executive Leadership Team benefits and perquisites.
- Review and approve any changes to other executive compensation policies and practices, including clawback policies.
- Determine stock ownership guidelines and monitor compliance with such guidelines.
- Review and approve any other payments that are deemed compensation under applicable rules of the SEC.

#### Compensation and Benefit Plans

- Review and approve all equity awards to employees, except to the extent the Board or the Committee has delegated authority to the Committee's Chairperson or other persons to grant long-term incentive awards to persons other than persons subject to Section 16 of the Exchange Act, consistent with applicable law, the provisions of the applicable long-term incentive plan, and pre-approved equity grant guidelines (any exceptions to such guidelines to be approved by the Committee).
- Determine whether and how to take material nonpublic information into account when determining the timing and terms of stock option awards.
- Administer the company's incentive compensation plans and equity-based plans in accordance with the terms of the plan.
- Periodically review and approve general employee compensation and benefit plan changes (the Committee has the authority to approve an amendment to a defined contribution plan

as long as the amendment does not increase the Company's annual contribution to such plan by more than 1% of covered compensation payable to eligible participants during the previous plan year).

- In the case of incentive compensation or equity-based plans, programs or arrangements requiring Board or stockholder approval under applicable state or federal laws, regulations or rules, or stock exchange listing standards, submit the Committee's recommendations for consideration and action to approve, amend, or terminate such plans, programs or arrangements, to the Board, and subsequently to stockholders as required.
- Review the company's compensation plans, practices and policies for executive officers to assess whether such plans, practices and policies are reasonably likely to have a material adverse effect on the Company.
- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

#### Proxy Reporting and Disclosure

- Review and discuss with management the Company's Compensation Discussion & Analysis ("CD&A"), and based on that review and discussion, recommend to the Board whether the CD&A should be included in the Company's annual proxy statement or Form 10-K, as applicable.
- Prepare the Compensation Committee Report in accordance with all applicable rules and regulations of the SEC for inclusion in the Company's annual proxy statement or Form 10-K, as applicable.
- Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- Review and make recommendations to the Board regarding disclosure in the annual proxy statement or Form 10-K related to compensation-related risks and their impact on the Company.
- Review and make recommendations to the Board regarding the Company's response to any stockholder proposals related to compensation and human capital matters submitted for inclusion in the annual proxy statement.

#### Outside Director Compensation

- Periodically review outside director compensation for service on the Board and committees of the Board.
- Recommend any changes to such outside director compensation for approval by the Board.

#### Succession Planning

- Develop and recommend to the Board for approval a succession plan covering short-term, long-term and emergency planning for the CEO (the "Succession Plan") and annually review the adequacy of the Succession Plan.

- Oversee the Company’s succession planning process below CEO.
- Annually receive and review reports from the Company’s Chief Human Resources Officer (the “CHRO”) on succession plans for the organization.

#### Human Capital Programs and Practices

- Oversee the Company’s strategies and programs related to talent recruitment, development, retention, and engagement.
- Annually receive and review CHRO reports on leadership development plans for the organization.
- Oversee the Company’s strategies and programs related to promoting a safe, dynamic and productive work environment free of discrimination, harassment and retaliation, supported by our Mission and Values, where everyone is treated with respect and which fosters different perspectives, ideas and innovative thinking.

#### External Advisers

The Committee will have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a “Committee Adviser”) as it deems appropriate to assist with the execution of its duties and responsibilities. The Committee will be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and will receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser. To the extent required by applicable Nasdaq rules, the Committee will assess the independence of any Committee Adviser (other than in-house legal counsel) taking into account the factors specified in such rules. It is the Committee’s intent that communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take reasonable steps to preserve the privileged nature of those communications.

#### Committee Meetings and Action

The Committee shall meet at least four times per year, and at such other times as may be requested by its Chairperson. The Chairperson, in consultation with the other members of the Committee, shall set the length of each meeting and the agenda of items to be addressed at each upcoming meeting. The Chairperson shall ensure that the agenda and related materials for each upcoming meeting of the Committee are circulated to each member of the Committee as well as, if appropriate, any other invitees in advance of the meeting. The Committee may meet in person or by video conference, conference call or similar means of remote communication by means of which all persons participating in the meeting can hear each other, as needed to conduct the business of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business. Each Committee member shall have one vote, and actions may be approved by the affirmative vote of a majority of the members present. The Committee may also act by unanimous written consent. All relevant discussions, deliberations, and actions of the Committee will be documented in meeting minutes and generally reported to the Board at its next meeting. Meetings will be attended by the Committee members. Upon invitation by the Committee Chairperson, meetings may also be attended by members of the Company’s management and Committee Advisers; provided that the CEO or other Senior or Executive Officers would not be present during the Committee’s voting or deliberations on the compensation of such officer. The Committee may meet in executive session, without management present, on any matter it deems appropriate, at its

discretion. In addition, outside directors who are not Committee members may attend, in a non-voting capacity, Committee meetings, or designated portions thereof, with the permission of the Committee Chairperson.

**Oversight of Committee Matters**

- The Committee shall have unrestricted access to members of management and all information relevant to its responsibilities.
- The Committee shall report regularly to the Board on its meetings and review with the Board significant issues and concerns that arise at Committee meetings.
- The Committee may form and delegate authority to subcommittees or officers of the Company when appropriate, subject to applicable law and the requirements of Nasdaq.
- The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter and report to the Board on such evaluation, and shall assess the adequacy of the reporting and information provided by management to support the Committee's oversight responsibilities.
- The Committee shall, on an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- The Committee shall perform any other activities consistent with this Charter, the Company's By-Laws and governing law, including any laws that may require certain actions by the Committee that come into effect after the date of this Charter, as the Committee or the Board deems necessary or appropriate.

Approved February 10, 2026