

**CHARTER OF THE  
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF  
THE BOARD OF DIRECTORS  
OF  
CARROLS RESTAURANT GROUP, INC.**

**Revised December 11, 2023**

**Statement of Policy**

This Charter governs the operations of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Carrols Restaurant Group, Inc. (the “Company”). The Charter shall be reviewed and reassessed, at least annually, by the Committee and shall be approved by the Board.

The purpose of the Committee is to provide that the Board and its committees are appropriately constituted to meet their legal obligations to the stockholders and the Company. To this end, the Committee is responsible for (i) identifying and nominating individuals qualified to become Board and committee members, (ii) maintaining that the requisite number of Board members are independent and that all the members of the Audit Committee of the Board, the Compensation Committee of the Board and the Committee are independent as required, (iii) developing and recommending to the Board a set of corporate governance principles applicable to the Company and (iv) generally addressing corporate governance issues for the Board.

**Membership**

The Committee shall consist of no fewer than two (2) members, each of whom is an independent director of the Board and shall be appointed by the Board in compliance with Article II, Section 7 of the Company’s Amended and Restated Bylaws, as amended from time to time. Each member of the Committee shall serve until his or her successor has been duly elected and qualified. The Board shall also designate one of the members of the Committee to serve as the chairperson of the Committee (the “Chair”).

Each member of the Committee shall be “independent” within the meaning of the applicable listing rules of The NASDAQ Stock Market (“NASDAQ”), as amended from time to time. The composition and responsibilities of the Committee also shall be consistent with the rules, regulations and guidance of the Securities and Exchange Commission, as amended from time to time.

**Meetings**

The Committee shall meet at least once per year and shall hold any additional meetings as may be called by the Chairman of the Board or the Chief Executive Officer of the Company. The Committee may meet via video or telephone conference calls with all Committee members or act by unanimous written consent of its members. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee shall act only upon approval

of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. Senior members of the management of the Company or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary.

The Chair shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the members of the Committee prior to each meeting. The Committee shall keep a separate book of minutes of its proceedings and actions. The Chair shall cause a draft of the minutes from each meeting to be prepared and circulated to the Committee to ensure an accurate final record, and the minutes shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the Board. The Committee shall report regularly to the Board as to its activities and make such recommendations and findings as it deems appropriate. The Committee may form one or more subcommittees, each of which shall take such actions as shall be delegated by the Committee.

### **Scope of Powers and Functions**

The Committee shall have such powers and functions as may be assigned to it by the Board from time to time; however, such functions shall, at a minimum, include the following, as well as any functions as shall be required of nominating or corporate governance committees by NASDAQ Listing Standards:

1. to develop and recommend to the Board qualification standards and other criteria for selecting new directors, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a nominee, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess, and periodically reassess the adequacy of such qualification standards and other criteria and submit any proposed changes to the Board for approval. The current standards and criteria for Board membership are attached to this Charter as Exhibit A;
2. to identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommend to the Board such individuals as nominees to the Board for its approval;
3. to review any candidate recommended by the stockholders of the Company in light of the Committee's criteria for selection of new Board members. As part of this responsibility, the Committee shall be responsible for conducting, subject to, and within the parameters of, 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 Committee;
4. to establish the procedures by which such stockholder candidates will be considered by the Committee;

5. to recommend to the Board the appointment, removal, rotation and reassignment of Board committee members;
6. to establish guidelines for the Board in connection with the removal of members of the Board;
7. to annually evaluate and make recommendations to the Board on the overall effectiveness of the Board and its committees. In discharging this responsibility, the Committee shall solicit comments from all members of the Board and report to the Board on the results of the evaluation. The evaluation may also include, among other things, a review of the structure, size, composition, development and processes of the Board and its committees, and the performance of individual members;
8. to review the desirability of term limits for directors and recommend to the Board policies in this regard from time to time;
9. to monitor the Company's compliance in the areas of corporate governance pursuant to NASDAQ Listing Standards and best practices, in order to report and identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect regulatory integrity, the business operations, performance and public image of the Company;
10. to establish director retirement policies;
11. to have the authority, in its sole discretion, to select, retain, obtain the advice and assistance of, and terminate any outside consultant, director search firm, legal counsel or other advisor as the Committee deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter, including, without limitation, with respect to the identification of candidates and nomination of members to the Board. The Committee shall set the compensation, and oversee the work, of any outside consultant, director search firm, legal counsel or other advisor retained by the Committee, and shall receive appropriate funding from the Company to compensate such party. The Committee may also request that any other officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee;
12. to adopt policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents;
13. to oversee the Company's compliance with ethics policies and consider matters of corporate governance;
14. to oversee the Company's policies, goals and initiatives related to sustainability and environmental, social and governance (ESG);

15. to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and periodically review and reassess the adequacy of the corporate governance guidelines and recommend any proposed changes to the Board for approval;
16. to review periodically the Company's Code of Business Ethics and Conduct, Code of Ethics for Executives and Principal Financial Employees and any similar Company codes and policies, and, based on such periodic review, recommend changes to the Board as deemed appropriate;
17. to oversee the process for the orientation of new directors and for the continuing education of Board members; and
18. to perform a periodic self-evaluation performance appraisal.

## **EXHIBIT A**

### **Board Membership Criteria**

The Committee believes that it is in the best interests of the Company and its stockholders to obtain highly qualified and accomplished individuals to serve on the Board.

At a minimum, the Committee seeks candidates who possess the following qualifications:

- the highest personal and professional ethics, integrity and values;
- the ability to exercise sound judgment;
- the ability to make independent analytical inquiries and question the consensus view in the boardroom when deemed appropriate;
- the willingness and ability to devote adequate time, energy and resources to diligently perform board and board committee duties and responsibilities; and
- a commitment to representing the long-term interests of stockholders.

In addition to the minimum qualifications set forth above, the Committee shall consider the following factors when evaluating a potential director candidate:

- whether the individual possesses specific industry expertise and familiarity with general issues affecting the Company's business;
- whether the person would qualify as an "independent" director under the rules of the Securities and Exchange Commission and Nasdaq; and
- whether the nominee, if elected, will improve the diversity of the Board (including, without limitation, the diversity of the race, ethnicity, gender, age and other differentiating attributes of its members) and assist in achieving a mix of professional backgrounds, experiences, knowledge, abilities, views and perspectives that enhance the Board's ability to effectively fulfill its responsibilities.