



SWEETGREEN, INC.

**CHARTER OF THE NOMINATING, ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE

The purpose of the Nominating, Environmental, Social and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Sweetgreen, Inc. (the “*Company*”) is to:

- help the Board oversee the Company’s corporate governance functions and develop, update as necessary and recommend to the Board the governance principles applicable to the Company;
- identify, communicate with, evaluate and recommend candidates qualified to become Board members or nominees for directors of the Board consistent with criteria determined by the Board or the Committee for appointment, election or reelection to the Board at each annual stockholders’ meeting and as necessary to fill vacancies and newly created directorships;
- oversee the Board’s committee structure and composition;
- oversee the Company’s environmental, social and governance (“*ESG*”) activities;
- oversee the evaluation of the Board;
- develop and recommend to the Board for adoption the corporate governance guidelines and any codes of conduct applicable to the Company, periodically reviewing such guidelines and any codes of conduct and recommending changes to the same from time to time as appropriate; and
- otherwise take a leadership role in shaping the corporate governance of the Company.

COMPOSITION

The members of the Committee, including the chair of the Committee (the “*Chair*”), will be members of the Board appointed by, and will serve at the discretion of, the Board. In the absence of a designated Chair, the Committee may designate the Chair by majority vote of the Committee members, provided that the Board may replace any Chair designated by the Committee at any time. The Chair will chair all regular sessions of the Committee. In the absence of the Chair, the Committee shall select another member to preside.

Members shall serve until their successors are duly elected and qualified or their earlier resignation, removal, retirement, disqualification or death. The Board may remove or replace any member of the Committee, with or without cause. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute

resignation or removal from the Committee. The Committee will consist of at least two members of the Board. Each member of the Committee will satisfy: (i) the independence and other requirements imposed by applicable law and stock exchange listing requirements; and (ii) any other qualifications determined by the Board.

AUTHORITY

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. If the Committee concludes that it must retain or terminate, as applicable, legal, accounting or other outside advisors or experts, it may do so and determine compensation terms for those advisors at the Company's expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company's personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

The Chair shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of director search firms (including negotiation and execution of their engagement letters) and (2) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more members of the Board (whether or not he, she or they are on the Committee) to the extent allowed under applicable law and stock exchange listing requirements. By delegating an issue to the Chair or a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to the Chair or a subcommittee, doing so will not limit or restrict future action by the Chair or subcommittee on any matters delegated to it. Any action or decision of the Chair or a subcommittee will be presented to the full Committee at its next scheduled meeting or as soon as thereafter as practicable. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

RESPONSIBILITIES

The Committee's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities. The Committee shall have the following responsibilities; provided, however, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements. The Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time. The Board will 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.

1. Director Nominations. The Committee will identify and evaluate candidates, including nomination of incumbent directors for reelection and nominees recommended by stockholders to serve on the Board, with such stockholder recommendations to be evaluated on the same basis as other nominees. The Committee will use criteria approved by the Board as set forth in the Corporate Governance Guidelines, including consideration of the potential conflicts of interest, director independence, diversity, and other requirements. The Committee will monitor and evaluate the composition, organization, and size of the Board. The Committee will also have the power and authority to establish any policies, requirements, criteria, and procedures relating to its activities, and will make recommendations to the Board regarding nominees for director at the next annual meeting and as necessary to fill vacancies and newly created

directorships. The Committee's power and authority includes establishing policies and procedures to facilitate stockholder communications with the Board. The Committee will also have the power and authority to make any disclosures required by applicable law exercise its authority.

2. Board Committee Nominations. The Committee will oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee will evaluate individual directors' interests, and prospective director independence, experience and the independence and requirements imposed by applicable law and stock exchange listing requirements and recommend to the entire Board annually the chairmanship and membership of each committee.

3. Board and Committee Assessment. The Committee will periodically review the performance of the Board, including (together with such committees) the Board committees. As appropriate, the Committee will make recommendations of the Board for areas of improvement. The Committee will also consider the independence of directors and the requirements imposed by applicable law and stock exchange listing requirements.

4. Stockholder Communications. The Committee shall periodically review and make recommendations to the Board regarding the Company's process for stockholder communications with the Board and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

5. Continuing Education. The Committee may institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate.

6. Corporate Governance Guidelines and Code of Business Conduct and Ethics. The Committee will periodically review and assess the Company's Corporate Governance Guidelines (the "*Corporate Governance Guidelines*") and the Company's Code of Business Conduct and Ethics (the "*Code of Conduct*"), and, as appropriate, will recommend changes to the Board for its consideration. The Committee will oversee and monitor compliance with the Corporate Governance Guidelines.

7. Possible Conflicts of Interest. The Committee shall consider, review and make determinations regarding possible conflicts of interest of executive officers and directors as set forth in the Code of Conduct, including reviewing, as necessary, any executive officer's or director's request to accept a directorship position with another company.

8. Leadership Structure. The Committee shall consider the Board's leadership structure, including the separation of the chair of the Board and Chief Executive Officer roles, whether the chair of the Board is also an employee director or a non-independent director, and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate. The Committee shall also review and discuss the narrative disclosure regarding the Board leadership structure and role in risk oversight to be included in any public filing with the Securities and Exchange Commission ("*SEC*").

9. ESG Oversight and Steering Committee. The Committee shall generally oversee and discuss with management the Company's ESG practices, including those related to diversity, equity and inclusion, that are expected to have a significant impact on the Company's performance, business activities or reputation. In furtherance of these responsibilities, the Committee shall: (i) periodically receive reports and provide feedback on the Company's ESG strategy, initiatives, goals or targets, and policies, (ii) review and monitor the operational, regulatory and reputational risks and impacts of ESG on the Company and provide insight and guidance with respect to the Company's management of such risks and impacts, (iii) review and

discuss reports from management regarding the Company's progress toward its key ESG objectives, and (iv) provide input and guidance with respect to communications with employees, investors, and other stakeholders, as appropriate, regarding the Company's position on or approach to ESG matters.

10. Procedures for Information Dissemination. The Committee will periodically review the processes and procedures used by the Company to provide information to the Board and its committees and the scope of such information and make recommendations to the Board management for improvement as appropriate.

11. Committee Self-Assessment; Charter Review. The Committee will evaluate its performance at least annually and the adequacy of this Charter periodically as the Committee deems appropriate, or as frequently as may be required by the SEC and stock exchange listing standards.

12. Governance Developments. The Committee shall evaluate current and emerging trends and best practices in corporate governance and stockholder engagement, and review and recommend to the Board any changes to the Company's governance documents, disclosures and other actions related thereto.

13. General Authority. The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

MEETINGS AND MINUTES

The Committee will hold regular or special meetings whenever its members deem a meeting necessary or appropriate to perform their duties and responsibilities under this Charter. The Committee will determine where and when to meet.

The Committee may include in its meetings other directors, members of management, the Company's outside counsel or other advisors, or any other person whose presence the Committee believes to be necessary or appropriate in order to carry out its responsibilities. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Notwithstanding the foregoing, the Committee may, as it deems appropriate in order to carry out its responsibilities, exclude from its meetings any persons, including but not limited to, any non-management director who is not a member of the Committee. Unless otherwise determined by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. From time to time, or when requested by the Board, the Chair of the Committee will report to the Board.

The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent (which may include electronic consent); when it does so, those actions will be filed in the minute book.

PUBLICATION

The Company shall make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, shall publish it on the Company's website.

Last Amended: November 28, 2023