Aramark

Corporate Governance Guidelines

Current as of August 18, 2026

Table of Contents

Corporate Governance Guidelines

Page

A. Director Qualification Standards 1
1. Selection of Directors 1
2. Independent Directors 1
3. Board Determination of Independence 2
4. Additional Committee "independence" considerations 2
5. Additional Director Qualifications 3

B. Director Responsibilities 4
1. Board Meetings 4
2. Conduct of Meetings 4
3. Executive Sessions of Directors 4
4. Annual Meeting of Stockholders 5

C. Director Access to Management and Independent Advisors 5
1. Board Access to Management 5
2. Director Access to Independent Advisors 5
3. Funding for Committee Advisors 5

D. Director Compensation 5
1. Compensation Generally 5
2. Other Compensation 6
3. Stock Ownership 6

E. Director Orientation and Continuing Education 6

F. Management Succession 6

G. Annual Performance Evaluations 6
1. Board Evaluation 6
2. Evaluation of Chief Executive Officer 7

H. Financial Reporting 7

I. Board Committees 7
1. Number and Independence of Committees 7
2. Selection of Committee Members 7
3. Responsibilities 7

J. Board Size 7

K. Positions on Boards of Other Corporations and Other Activities 8

L. Chairman and Chief Executive Officer 8

M. Lead Director 8

N. Communications with Non-Management Directors 8

The Board of Directors (the "Board") of Aramark ("Aramark") has adopted the following Corporate Governance Guidelines (the "Guidelines") to assist the Board in the exercise of its responsibilities and to serve the best interests of Aramark and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and Aramark's Amended and Restated Certificate of Incorporation, as it may be amended from time to time (the "Charter"), by-laws and other corporate governance documents. The Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of Aramark or as required by applicable laws and regulations.

A. Director Qualification Standards

1. *Selection of Directors*

The Board is responsible for nominating directors, subject to any obligations and procedures governing the nomination of directors to the Board of Directors that may be set forth in any stockholders agreement to which Aramark is a party. In nominating a slate of directors, the Board's objective, with the assistance of the Nominating, Governance and Corporate Responsibility Committee (the "Nominating Committee"), is to select individuals with skills and experience that can be of assistance in operating Aramark's business. The Nominating Committee will consider candidates proposed by members of the Nominating Committee, other directors, management and Aramark stockholders. Stockholders may nominate directors for election at the Annual Meeting of Stockholders by following the provisions set forth in Aramark's bylaws. When reviewing the qualifications of potential director candidates, the Nominating Committee should consider (a) whether individual directors possess the following personal characteristics: integrity, education, accountability, business judgment, business experience, reputation and high performance standards and (b) all other factors it considers appropriate, which may include accounting and financial expertise, industry knowledge, corporate governance background, executive compensation background, age, gender and ethnic and racial background, civic and community relationships, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, and the size, composition and combined expertise of the existing Board. All candidates will be evaluated in the same manner regardless of who recommended such candidate. The Board as a whole should strive to possess the following core competencies: accounting and finance, management, crisis response, industry knowledge, leadership and strategy/vision, among others.

2. *Independent Directors*

The Board shall have a majority of "independent directors", as defined from time to time by the NYSE, by law or by any rule or regulation of any other regulatory body or self-regulatory body applicable to Aramark.

3. *Board Determination of Independence*

No director will be considered "independent" unless the Board affirmatively determines that the director has no material relationship with Aramark (either directly, or as a partner, stockholder, director or officer of an organization that has a relationship with Aramark). When making "independence" determinations, the Board shall broadly consider all relevant facts and circumstances, as well as any other facts and considerations specified by the NYSE, by law or by any rule or regulation of any other regulatory body or self-regulatory body applicable to Aramark. When assessing the materiality of a director's relationship with Aramark, the Board shall consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships (among others). Notwithstanding the foregoing, none of the following relationships shall disqualify any director or nominee from being considered "independent" and such relationships shall be deemed to be an immaterial relationship with Aramark:

- A director's or a director's Immediate Family Member's (as defined below) ownership of five percent or less of the equity of an organization that has a relationship with Aramark;

- A director's employment by, or a director's Immediate Family Member's service as an executive officer of, a company that makes payments to or receives payments from Aramark for property or services in an amount which, in any of the previous three fiscal years, is less than the greater of $1 million or 2% of such other company's consolidated gross revenues;

- A director's service as an employee of a charitable organization that received annual contributions from Aramark and its Foundation that have not exceeded the greater of $1 million or 2% of the charitable organization's annual gross revenues (Aramark's automatic matching of employee contributions will not be included in the amount of Aramark's contributions for this purpose).

An "Immediate Family Member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

4. *Additional Committee "independence" considerations*

No director may serve on the Audit and Corporate Practices Committee (the "Audit Committee") of the Board unless such director satisfies all of the criteria established for audit committee service by the NYSE, the Sarbanes-Oxley Act of 2002,

any other law and any other rule or regulation of any other regulatory body or self-regulatory body applicable to Aramark.

In affirmatively determining the independence of any director who will serve on the Compensation and Human Resources Committee (the "Compensation Committee") of the Board, the Board shall consider all factors specifically relevant to determining whether such director has a relationship to Aramark which is material to that director's ability to be independent from management in connection with the duties of a Compensation Committee member, including any factors which may be set forth by the NYSE from time to time.

5. ***Additional Director Qualifications***

(a) Ordinarily, no director should serve on the board of directors of more than five public corporations (including Aramark) and members of the Audit Committee are expected not to serve on more than three public company audit committees (including Aramark) without the approval of the Nominating Committee. In addition, directors who also serve as CEOs of public companies or in equivalent positions generally should not serve on more than two public company boards, including Aramark, in addition to their employer's board. Current service in excess of these limits may be maintained unless the Nominating Committee determines that such continued service would impair the director's service on Aramark's Board.

(b) Any director that experiences a significant change in employment status or responsibility shall tender his or her resignation to the Chairman of the Board. The Chairman of the Board shall then submit the resignation to the Nominating Committee, which shall determine whether the Board should accept the resignation.

(c) In accordance with Aramark's Charter and by-laws, directors are elected for a term of one year. The Board does not believe that it should establish limits on the number of terms a director may serve. The Board values the experience and expertise of its members. Term limits may cause the loss of such experience and expertise. However, to ensure that the Board remains composed of high functioning members able to keep our commitments to Board service, the Nominating Committee will evaluate the qualifications and performance of each incumbent director annually, including before recommending the nomination of that director for an additional term.

B. Director Responsibilities

It is the basic responsibility of the directors to exercise their business judgment to act in what they reasonably believe to be in the best interests of Aramark and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of Aramark's senior executives and its outside advisors and auditors. The directors also shall be entitled to have the benefit of (a) reasonable directors' and officers' liability insurance purchased by Aramark on their behalf, (b) indemnification to the fullest extent permitted by law and Aramark's Charter, by-laws and any indemnification agreements and (c) exculpation as provided by Delaware law and Aramark's Charter and by-laws.

1. *Board Meetings*

Regular meetings of the Board shall be held at least four times per year and additional meetings shall be held at the discretion of the Board. Without limiting the foregoing, the Board shall meet as frequently as necessary for directors to discharge properly their responsibilities. Every effort should be made to schedule meetings sufficiently in advance to ensure maximum attendance at each meeting. Directors are expected to participate, whether telephonically or in person, in all Board meetings, review relevant materials, serve on Board committees, if so appointed, and prepare appropriately for meetings and for discussions with management. Accordingly, each director is expected to devote the time and attention necessary to properly discharge his or her responsibilities as director.

The Chairman of the Board, together with management, shall set the agenda for each meeting. All directors should be given the opportunity to raise items for consideration to be placed on the agenda by contacting the Chairman of the Board in advance. To the extent practicable, management and any committees of the Board should provide directors with materials concerning matters to be acted upon in advance of the applicable meeting. Directors should review such materials carefully prior to the applicable meeting.

2. *Conduct of Meetings*

Board meetings shall be run by the Chairman of the Board and shall be conducted in accordance with customary practice in a manner that ensures open communication, meaningful participation and timely resolution of issues. The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

3. *Executive Sessions of Directors*

Aramark directors who are not executive officers of Aramark shall hold regular executive sessions at which management, including the Chief Executive Officer, is not present. To the extent practicable, these sessions shall occur, at a minimum, semi-annually following regularly scheduled meetings of the Board. For so long as the

Chairman of the Board is not an executive officer, the Chairman of the Board will preside at the executive sessions. Independent directors will meet in a private session that excludes management and affiliated directors at least once per year.

4. *Annual Meeting of Stockholders*

Aramark directors who are standing for election are expected to attend the Annual Meeting of Stockholders.

C. Director Access to Management and Independent Advisors

1. *Board Access to Management*

Directors shall have complete access to Aramark's management in order to become and remain informed about Aramark's business and for such other purposes as may be helpful to the Board in fulfilling its responsibilities. Directors are expected to use their judgment to be sure that this contact is not distracting to the business operations of Aramark and that the Chief Executive Officer is appropriately informed of contacts between the Board members and management.

The Board encourages management to, from time to time, invite to Board meetings managers who (a) can provide additional insight into the items being discussed because of responsibility for and/or personal involvement in these areas, and/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.

2. *Director Access to Independent Advisors*

The Board shall have the authority to retain such outside professionals to act as advisors to the Board and/or management as may be deemed necessary or appropriate in the discharge of their duties.

Board committees may hire their own outside counsel, consultants and other professionals to advise them in the discharge of their duties. The parameters for any such retention shall be set forth in the respective committee charters.

3. *Funding for Committee Advisors*

Aramark shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation: (i) to the registered public accounting firm employed by Aramark for the purposes of rendering an audit report; and (ii) to any other advisors employed by the Audit Committee. In addition, Aramark shall provide appropriate funding as determined by the Compensation Committee and the Nominating Committee, to any advisors employed by such Committees.

D. Director Compensation

1. *Compensation Generally*

Aramark will disclose its policy regarding compensation for directors in its annual proxy statement. The Board, with the assistance of the Compensation Committee, shall periodically review director compensation (including additional compensation for committee members) in comparison to corporations that are similarly situated to ensure that such compensation is reasonable, competitive and customary.

2. *Other Compensation*

The Board shall review all consulting contracts with, or other arrangements that provide other indirect forms of compensation to, any director or former director.

3. *Stock Ownership*

As part of a director's total compensation and to more closely align the interests of directors and Aramark's stockholders, the Board believes that a meaningful portion of a director's compensation should be available to be paid in the form of common stock of Aramark or other equity instruments, including deferred stock units.

E. Director Orientation and Continuing Education

Aramark shall establish an orientation program for all newly elected directors to ensure that Aramark's directors are fully informed as to their responsibilities and the means at their disposal for the effective discharge of their responsibilities. The orientation program shall familiarize new directors with Aramark's (i) strategic plans, (ii) financial control systems and procedures and any significant financial, accounting and risk-management issues, (iii) compliance programs, including with regard to SEC reporting obligations and NYSE corporate governance listing standards, (iv) Business Conduct Policy, (v) principal officers and (vi) internal and independent auditors.

Aramark will support director continuing education programs approved by the Nominating Committee.

F. Management Succession

The Nominating Committee shall establish policies, principles and procedures for the selection of the Chief Executive Officer and his or her successor, including policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The Board, with the assistance of the Compensation Committee, shall review periodically with the Chief Executive Officer management succession planning and development.

G. Annual Performance Evaluations

1. *Board Evaluation*

Each committee will evaluate annually its own effectiveness and the Nominating Committee will oversee the annual evaluation of the effectiveness of the Board. The purpose of this evaluation is to increase the effectiveness of the committees and the

Board as a whole, and specifically to review areas in which a better contribution could be made by the committees or the Board. As appropriate, the Board shall then meet in executive session to discuss these assessments.

2. *Evaluation of Chief Executive Officer*

The Compensation Committee shall establish policies, principles and procedures for the evaluation of the Chief Executive Officer. This evaluation shall be made annually under the oversight of the Compensation Committee. Such evaluation shall be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and development of management.

H. Financial Reporting

Aramark shall have an internal audit function.

I. Board Committees

1. *Number and Independence of Committees*

Aramark shall have at least three committees: an Audit Committee, a Compensation Committee, and a Nominating Committee. The Board may, pursuant to Aramark's by-laws, establish additional committees from time to time.

2. *Selection of Committee Members*

The Board shall select the directors (including appointment of the committee chair) to serve on each committee, giving consideration to the independence, experience, competence and other requirements of the NYSE (and any other applicable law or any rule or regulation of any other regulatory body or self-regulatory body applicable to Aramark) and to any recommendations put forth by the Nominating Committee.

3. *Responsibilities*

The Board, or the applicable committee pursuant to a Board delegation of authority, shall adopt a charter for such committee in compliance with all applicable rules and regulations. The charters for each of the Compensation Committee, the Nominating Committee and the Audit Committee shall include, at a minimum, those responsibilities required to be set forth therein by the rules of the NYSE, by law or by the rules or regulations of any other regulatory body or self-regulatory body applicable to Aramark.

J. Board Size

The Board should determine, with the assistance of the Nominating Committee, the appropriate Board size, taking into consideration any parameters set forth in Aramark's Charter and by-laws and any stockholders agreement to which Aramark is a party, and periodically assess overall Board composition to ensure the most appropriate and effective Board membership mix. The Board should neither be too small to maintain

the needed expertise and independence, nor too large to be efficiently functional. If appropriate, the Board should recommend amendments to Aramark's Charter or by-laws in order to provide for a different Board size than may be set forth therein.

K. Positions on Boards of Other Corporations and Other Activities

Directors should notify the Chairman of the Nominating Committee before accepting a seat on the Board of another business corporation or other significant commitments involving affiliation with other businesses, non-profit entities or governmental units to avoid potential conflicts of interest, as well as to assist in the determination of whether the aggregate number of directorships and attendant responsibilities held by a director would interfere with such director's ability to properly discharge his or her duties to Aramark.

L. Chairman and Chief Executive Officer

Aramark should make its own determination from time to time of what leadership works best for the corporation. Therefore, the Board does not have a policy on whether the role of Chairman and Chief Executive Officer should be separate or combined and, if it is to be separate, whether or not the Chairman should be an independent director.

M. Lead Director

If the roles of Chairman and Chief Executive Officer are combined, the Board will elect a Lead Director. The role of the Lead Director will be to: (i) preside at all meetings of the Board at which the Chairman and Chief Executive Officer is not present, including executive sessions, (ii) in collaboration with the Chairman and Chief Executive Officer, establish agendas and materials for Board meetings, and in consultation with other directors establish agendas for executive sessions, (iii) serve as principal liaison between the non-employee directors and the Chairman and Chief Executive Officer (however all non-employee directors will be encouraged to communicate directly with the Chairman), (iv) call meetings of non-employee directors, (v) if requested by stockholders, ensure that he is available for consultation and direct communication, (vi) with the Chairman of the Nominating Committee, participate in the Board's annual self- evaluation and provide Board related performance feedback to the Chairman and Chief Executive Officer, (vii) with the Chairman of the Compensation Committee, participate in the annual discussion of the Chairman and Chief Executive Officer's performance feedback and leadership succession and (viii) perform other duties as the Board may specify on a situational basis.

N. Communications with Non-Management Directors

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the chairperson of any of the Audit, Nominating and/or Compensation Committees, or to the non-management or independent directors as a group, may do so by addressing such communications or concerns to the particular person or group in care of the General Counsel of Aramark, 2400 Market Street,

Philadelphia, Pennsylvania 19103, who will forward such communications to the addressee. Such communications may be done confidentially or anonymously.