KONTOOR BRANDS, INC.
NOMINATING AND GOVERNANCE COMMITTEE
CHARTER

I. PURPOSE

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Kontoor Brands, Inc. (the "Corporation") is to (A) make recommendations to the Board concerning the composition and structure of the Board, (B) establish criteria for the selection of candidates to the Board and its committees and identify individuals qualified to become Board members, (C) recommend to the Board the director nominees for the next annual meeting of shareholders and to fill any vacancies on the Board, (D) consider director resignations resulting from failure of an incumbent director to receive the requisite vote for re-election at an uncontested election of directors, (E) review developments in corporate governance and make recommendations to the Board consistent with enhancing shareholder value, (F) develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, (G) make recommendations to the Board on matters of Chief Executive Officer succession in the event of an emergency or retirement, and (H) oversee the Corporation's significant strategies and programs, policies and practices relating to environmental, social and governance ("ESG") issues and impacts, and (I) undertake such other duties as directed by the Board.

II. STRUCTURE

The Board shall annually designate the members of the Committee and its Chair. The Board may fill any vacancies on the Committee. The Board may remove any member from the Committee at any time with or without cause. The Committee shall be composed of not less than three directors, each of whom shall be independent in accordance with any applicable requirements of the New York Stock Exchange. No action of the Committee shall be invalid or deemed beyond the authority of the Committee because of a failure of any member to meet the requirements of this paragraph. The Secretary of the Corporation or the Secretary's designee will serve as the Secretary of the Committee.

III. MEETINGS

The Committee shall meet as often and at such times and places as determined by the Committee. A meeting may be called by any member of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting. In the absence of its Chair, the Committee may appoint any other member of the Committee to preside at its meetings. The members of the Committee shall not have the authority to appoint another director to act in the place of an absent or disqualified member of the Committee.

A written agenda shall be prepared, when possible, for each meeting and distributed to Committee members prior to the meeting, together with any relevant background materials. Minutes of each meeting shall be prepared and distributed to the Committee. The Committee shall report on each of its proceedings to the Board at the next regular meeting of the Board.

IV. DUTIES

The Committee shall:

(A) Consider and recommend to the Board:

(1) the optimum size of the Board;

(2) classifications and terms of office of nominees and members of the Board;

(3) criteria for Board membership;

(4) actions relating to director succession planning; and

(5) the leadership structure of the Board which is, in the Committee's judgment, in the best interest of shareholders. The Committee shall review the leadership structure of the Board periodically and at times of change in individuals holding Board leadership positions (such as upon retirement or resignation). As part of this review, the Committee shall evaluate (i) the leadership positions the Corporation should have (such as Chair of the Board, Lead Independent Director, and Chief Executive Officer), (ii) the

responsibilities of those positions, and (iii) the qualifications for those positions.

(B) Establish procedures for identifying and attracting potential nominees for directorship who meet the criteria for Board membership.

(C) Consider suggestions received from shareholders regarding nominees for election as directors.

(D) Propose to the Board for election as directors in connection with the annual meeting of shareholders of the Corporation, and to fill Board vacancies, individuals who meet the criteria for Board membership.

(E) Review continued appropriateness of Board membership of those members who retire or change the position they held when they joined the Board.

(F) Consider the resignation tendered by any incumbent director who fails to receive the required vote for re-election in any uncontested election as provided in the Corporation's Bylaws and Corporate Governance Principles, and determine whether or not to accept such resignation based on such factors as the Committee deems appropriate and relevant, and the Committee shall submit its recommendation for consideration by the Board.

(G) Consider and recommend to the Board a succession plan in the event of an emergency or the retirement of the Chief Executive Officer.

(H) Recommend the functions of the various committees of the Board, and the members of the committees.

(I) Review and evaluate significant Corporation strategies and programs, policies and practices relating to ESG issues and impacts to support the sustainable and responsible growth of the Corporation's businesses.

(J) Perform such duties and make such investigations and reports as the Board shall by resolution determine, subject to the restrictions on committee power and authority as set forth in the Corporation's Bylaws or applicable law.

(K) Review developments in corporate governance and make recommendations to the Board for governance changes consistent with enhancing shareholder value.

(L) Periodically review and make recommendations to the Board concerning the adoption of governance policies and principles for the Corporation.

(M) Monitor compliance with the Corporation's Code of Business Conduct (the "Code"), investigate any alleged breach or violation of the Code, enforce the provisions of the Code, and review that Code periodically and recommend any changes to the Board.

(N) Review, approve and oversee any transaction between the Corporation and any "related person" (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with the Corporation's Related Person Transactions Policy.

(O) Annually evaluate its performance and oversee the performance evaluations of the Board, Board members, and the other committees of the Board.

V. RESOURCES AND AUTHORITY

(A) The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee, for payment of reasonable compensation to any such search firm, as well as any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

(B) The director search firm and any other experts or advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

(C) The Committee may form and delegate authority to subcommittees as it deems appropriate.

VI. LIMIT ON AUTHORITY

In accordance with the Corporation's Bylaws and the North Carolina Business Corporation Act, as amended, the Committee shall not have any power or authority as to the following:

(A) The authorization or approval of distributions, except according to a formula or method, or within limits, prescribed by the Board;

(B) The approval of, or the proposal to shareholders of, any action requiring approval of shareholders under the North Carolina Business Corporation Act, as amended;

(C) The filling of vacancies on the Board or on any of its committees;

(D) The amendment of the Corporation's Articles of Incorporation;

(E) The adoption, amendment or repeal of the Bylaws;

(F) The approval of a plan of merger not requiring shareholder approval;

(G) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only the Board; or

(H) The action on matters committed by the Bylaws or resolution of the Board to another committee of the Board.

Except for the actions beyond the Committee's authority as specified in the previous paragraph, no action of the Committee shall be invalid or void solely because the action was taken not in conformance with this Charter.

VII. REVIEW OF CHARTER

The Committee shall annually review the provisions of this Charter and recommend at that time, or at any other time, any changes to the Board.

Originally adopted as of May 6, 2019

Last amended as of February 12, 2025