CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Approved by the Board of Directors October 23, 2026

A. Purpose

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Papa John's International, Inc. (the "Company") shall be:

- to assist the Board in identifying qualified individuals for service as directors of the Company and as Board committee members;
- to develop and oversee a process for evaluating Board effectiveness;
- to oversee the development and administration of the Company's corporate governance guidelines; and
- to oversee the evaluation of the Board and its committees.

B. Membership and Qualifications

1. The Committee shall consist of three (3) or more directors, one of whom shall be designated by the Board as Chair of the Committee. Committee members will be appointed and removed by the Board in its discretion.

2. Each member of the Committee shall be "independent," as determined by the Board, under the independence requirements of The Nasdaq Stock Market.

C. Authority and Responsibilities

To carry out its purpose, the Committee shall have authority and responsibilities that include the following:

1. **Meetings.** The Committee shall meet at least four times each year and more often as may be deemed necessary or appropriate in its judgment. The Committee may meet in person or by telephone or video conference call or by other similar modes of communications, and may act by unanimous written consent. The Chair will preside, when present, at all meetings of the Committee. In the absence of the Chair, the Committee shall select another member to preside.

2. **Director nominations.** The Committee shall lead the search for qualified candidates to serve as new directors, evaluate incumbent directors before recommending renomination and recommend candidates to the Board for nomination and election by the Company's stockholders or appointment by the Board to fill vacancies and newly created directorships and conduct all necessary and appropriate inquiries into the backgrounds and qualifications of potential candidates. The Committee shall annually evaluate each candidate's

and incumbent director's prior service on and contributions to the Board, including consideration of each director's public company leadership positions and other outside commitments prior to recommending a director or nominee for election to the Board. The Committee shall select as candidates for appointment or nomination individuals of high personal and professional integrity and ability who can contribute to the Board's effectiveness in serving the interests of the Company's stockholders. The Committee shall also review any director candidate nominated for election by the Company's stockholders under applicable law and the Company's organizational documents, determine compliance with the requirements of such provisions and make recommendations to the Board with respect to director candidates properly nominated by stockholders.

3. **Board size and composition.** The Committee shall evaluate as the Committee deems appropriate, the size, structure, composition and functioning of the Board and recommend to the Board changes as appropriate. The Committee shall annually review the independence of each director and director nominee and make recommendations to the Board regarding satisfaction of the "independence" requirements under the listing standards of The Nasdaq Stock Market and the Company's Corporate Governance Guidelines.

4. **Board committees and leadership.** The Committee shall review the Board's committee structure and composition and recommend annually to the Board directors to serve as members of each committee and the chairperson of each committee. In the event that the Board determines to appoint a Lead Independent Director, the Committee shall recommend to the Board one of the independent directors of the Board to serve in such role.

5. **Outside board service.** The Committee shall review (annually and prior to any appointment) directorships of other public companies and any other significant board roles, held by or offered to directors and senior officers of the company, including from the perspective of possible conflicts of interest, reputational issues and time commitments.

6. **Information flow to the Board.** In consultation with the independent Chair of the Board or Lead Independent Director, as applicable, the Committee shall at its discretion review and assess the channels through which the Board receives information, and the quality and timeliness of information received.

7. **Board, committee and individual director evaluations.** The Committee shall facilitate the Board's annual evaluation process to assess the effectiveness of Board and committee practices and the performance of the Board and its committees as a whole. In addition, the Committee annually evaluates each director's individual performance.

8. **Corporate governance guidelines.** The Committee shall review the Company's corporate governance guidelines annually, and shall recommend changes to the Board as appropriate.

9. **Stockholder proposals and communications.** The Committee shall review and make recommendations to the Board regarding any proposals of the Company's stockholders that relate to corporate governance. The Committee may develop such policies and procedures as it deems appropriate with respect to (a) the acceptance and consideration of any nominations for director received from stockholders, subject to the requirements of any applicable laws and regulations and the Company's Certificate of Incorporation and By-Laws, and (b) other communications by the Company's stockholders to the Board.

10. **Code of Ethics.** The Committee shall oversee the Company's code of ethics and business conduct and shall report to the Audit Committee of the Board as appropriate with respect to the code of ethics and business conduct. The Committee shall review the code of ethics and business conduct annually, and shall recommend changes to the Board as appropriate.

11. **Corporate culture and human resources practices.** The Committee shall oversee the Company's commitment to corporate culture and values. To fulfill this mandate, the Committee shall provide oversight of the Company's human resources compliance programs and strategies, including policies and procedures for safeguarding against and monitoring workplace discrimination and harassment. The Committee shall receive reports from the Chief Executive Officer, and the Chief Officers of the Legal and People teams at least annually on the Company's corporate culture and human resource practices.

12. **Conflicts of interest; related-person transactions.** The Committee shall review matters pertaining to possible conflicts of interest. The Committee shall review and approve related-person transactions as required by law or regulation and policies adopted by the Board or the Committee from time to time.

13. **Corporate Responsibility and Sustainability.** The Committee has oversight of and shall report to the Board on the Company's initiatives on corporate responsibility, sustainability and environmental, social and governance matters, including reporting on such matters.

14. **Outside advisors.** The Committee shall have the authority, in its sole discretion, to engage search firms to assist in identifying director candidates and to retain or obtain the advice of such experts, legal counsel and other advisors as the Committee deems appropriate to assist in discharging its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any expert, outside legal counsel or other advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the discharge of the Committee's functions and responsibilities, including the payment of compensation to any such experts, outside legal counsel or other advisors.

15. **Delegation**. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

16. **Reports to the Board.** The Committee shall report to the Board the results of its deliberations and activities.

17. **Charters; performance evaluation.** The Committee shall review and reassess at least annually the adequacy of this charter and recommend changes as appropriate to the Board. The Committee shall participate in an annual evaluation to assess its performance. The Committee shall also review any proposed changes to the charters of other Board committees and recommend these changes to the Board as appropriate.

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