

CAL-MAINE FOODS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Cal-Maine Foods, Inc. (the “Company”) is to (i) discharge the Board’s responsibilities relating to the Company’s director nominations process and procedures, and (ii) develop and maintain the Company’s corporate governance policies, practices and procedures. This charter (the “Charter”) sets forth the authority and responsibilities of the Committee in fulfilling its purpose.

II. Composition

The Committee shall consist of at least three directors appointed by the Board, each of whom shall meet the independence and any other member qualification requirements of the Nasdaq Stock Market (“Nasdaq”) and any other applicable laws, rules or regulations, including the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”).

The Board will appoint one member of the Committee as its chairperson (the “Chair”) who shall be responsible for leadership of the Committee. The Committee may from time to time as it deems appropriate, and to the extent permitted by applicable laws, rules and regulations, form and delegate any of its responsibilities to subcommittees consisting of two or more members.

III. Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

Director Nominees

- Recommend to the Board for approval nominees for director of the Company.
 - In considering and recommending director nominees, the Committee will consider any specific criteria the Board may request from time to time and such other factors as it deems appropriate, which may include: (i) any special training or skill, (ii) experience with businesses and other organizations of comparable size and type, (iii) experience with businesses that are particularly relevant to the Company’s current or future business plans, (iv) financial expertise, (v) the interplay of the candidate’s experience with the experience of other directors or director nominees, (vi) sufficient time to devote to the responsibilities of a director of the Company, (vii) freedom from conflicts of interest or legal issues, (viii) board and committee composition requirements and related disclosure requirements of Nasdaq and the SEC, and (ix) the extent to which, in the Committee’s opinion, the candidate would be a desirable addition to the Board, including how the candidate’s qualities and attributes would complement the other directors’ backgrounds.

- The Committee will consider the skills and experience of the directors and director nominees, including those as may be disclosed in the Company's proxy statement, and review such skills and experience periodically to determine whether they represent the current and anticipated future needs of the Company's business.
- Consider any director candidates recommended by the Company's stockholders pursuant to the Company's charter, bylaws and applicable law. Each candidate brought to the attention of the Committee, regardless of who recommended such candidate, will be considered on the basis of the criteria set forth above.
- Identify, recruit, screen and interview potential Board candidates in a manner deemed appropriate by the Committee.

Composition and Evaluation of the Board and its Committees

- Review annually the composition and size of the Board and make recommendations to the Board regarding any appropriate changes.
- Oversee the Company's compliance with the requirements of Nasdaq and federal securities laws for members of the Company's Board and Board committees, including determining, for approval by the full Board, which members of the Board and director nominees are "independent" under the relevant rules of Nasdaq and the SEC for service on the Company's Board and Board committees.
- Recommend to the Board the size and composition of each Board committee, including recommending which directors should chair the Audit Committee and Compensation Committee of the Board. The Committee shall determine, for approval by the Board, whether at least one member of the Audit Committee is an "audit committee financial expert," as that term is defined by the SEC.
- Identify and recommend to the Board for approval candidates to fill any vacancies that may arise from time to time with respect to the Board or any Board committee, and, if applicable, candidates to fill any newly created directorships resulting from an increase in the number of directors.
- Develop, subject to approval by the Board, a process for a periodic evaluation of the Board and its committees, oversee the conduct of this periodic evaluation, and periodically review and recommend any changes in the process to the Board for approval.

Other Corporate Governance Matters

- Oversee the Company's corporate governance policies, practices and procedures, including reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
- Review and as appropriate make recommendations to the Board on the frequency, content and structure of Board meetings.
- Review any director resignation submitted to the Company and recommend to the Board any appropriate action with respect thereto.

Director Orientation and Continuing Education

- Oversee an orientation program for new directors and periodically review and update such program as the Committee deems appropriate.
- Oversee the continuing education of directors as the Committee deems appropriate.

Other Duties and Responsibilities

- Review the disclosure in the Company's proxy statement addressing directors, director nominees, the director nomination process and other disclosure relating to the Company's corporate governance matters.
- Review stockholder proposals relating to corporate governance and recommend to the Board the Company's response to such proposals.
- Review and reassess the adequacy of this Charter periodically and recommend to the Board any changes the Committee deems appropriate.
- Engage in such other activities, as are consistent with the Committee's stated purposes and applicable laws, rules and regulations, as the Board may request or as the Committee deems necessary and appropriate.

IV. Advisors

The Committee shall have the authority to retain a director search firm, independent legal counsel or other advisors (the "Advisors"), to the extent it deems necessary or appropriate to assist with the execution of its responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to any such Advisors retained by the Committee and for the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall not be required to implement or act consistently with the advice or recommendations of any such Advisors. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company, and shall have full, unrestricted access to Company books, records and facilities.

V. Meetings and Reports

The Committee shall meet from time to time as necessary to carry out its responsibilities and at least annually. A majority of the members of the Committee present at any meeting at which a quorum is present may determine the Committee's actions and fix the time and place of its meetings. A majority of the directors then serving on the Committee shall constitute a quorum. If the Committee has three or more members and one or more are absent or recuse themselves, the remaining members (provided there are at least two) acting unanimously shall constitute a quorum and may determine the Committee's action. Meetings of the Committee may be called by the Chair or by a majority of the members of the Committee. The Chair will preside at each meeting of the Committee. If the Chair is not present at a meeting, the Committee members present at the meeting will designate one of its members as the acting chair of such meeting. Notice of all Committee

meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board.

The Committee will maintain written minutes of its meetings and copies of its actions by unanimous written consent and will file such minutes and copies of unanimous written consents with the minutes of the meetings of the Board. The Committee will report periodically to the Board, generally at the next regularly scheduled Board meeting following a Committee meeting, on actions taken and significant matters reviewed by the Committee.

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Adopted by the Board of Directors on March 25, 2025.