



## **GEN Restaurant Group, Inc.**

### **Compensation and Human Capital Committee Charter**

*Adopted June 27, 2023*

1. Members. The Board of Directors (the “**Board**”) of GEN Restaurant Group, Inc. (the “**Company**”) appoints a Compensation and Human Capital Committee of the Board (the “**Compensation and Human Capital Committee**”) of at least two members. All of the members of the Compensation and Human Capital Committee shall be independent directors, subject to the transition rules and exceptions applicable to a company listed on The Nasdaq Stock Market LLC (“**Nasdaq**”), including the “controlled company” exemption. The Board designates one member as chairperson or delegates the authority to designate a chairperson to the Compensation and Human Capital Committee. Members of the Compensation and Human Capital Committee are appointed by the Board upon the recommendation of the Nominating and Governance Committee. For purposes hereof, an “independent director” is a director who meets the Nasdaq standards of “independence” for directors and compensation committee members, as determined by the Board. Additionally, at least two members of the Compensation and Human Capital Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). A subsequent determination that any member of the Compensation and Human Capital Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Compensation and Human Capital Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties, and Responsibilities. The purpose of the Compensation and Human Capital Committee is to assist the Board in discharging its responsibilities relating to compensation of the Company’s executive officers and directors. Among its specific duties and responsibilities, the Compensation and Human Capital Committee will:

- (a) Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
- (b) Assess the results of the Company’s most recent advisory vote on executive compensation once required under the rules of the Securities and Exchange Commission (the “**SEC**”).
- (c) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“**CEO**”), evaluate the CEO’s performance in light of those goals and objectives, recommend to the Board for approval the grant of equity awards to the CEO, and recommend to the Board the CEO’s compensation

level based on this evaluation. The CEO may not be present during voting or deliberations on his or her compensation.

- (d) Oversee the evaluation of the executive officers other than the CEO and recommend to the Board for approval the grant of equity awards to other executive officers, and recommend to the Board the compensation of such other executive officers based upon the recommendation of the CEO.
- (e) Administer and make recommendations to the Board with respect to the Company's incentive-compensation and equity-based compensation plans that are subject to Board approval.
- (f) Review and approve the design of other benefit plans pertaining to executive officers.
- (g) Approve, and amend or modify, the terms of other compensation and benefit plans, as appropriate.
- (h) Review and recommend to the Board employment and severance arrangements for executive officers, including employment agreements and change-in-control provisions, plans or agreements.
- (i) To the extent required under SEC rules, review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that SEC rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee preparation of the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
- (j) Annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
- (k) Oversee succession planning for positions held by executive officers, and review succession planning and management development at least annually with the Board, including recommendations and evaluations of potential successors to fill these positions.
- (l) Oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees, and report to the Board on the results of this assessment.
- (m) At least annually, assess whether the work of compensation consultants, if any, involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.

- (n) Oversee the Company's engagement efforts with shareholders on the subject of executive compensation.
- (o) Oversee the Company's strategies and policies related to human capital management, including with respect to matters such as diversity and inclusion, workplace environment and culture, and talent development and retention.
- (p) Annually evaluate the performance of the Compensation and Human Capital Committee and the adequacy of the Committee's charter.

3. Subcommittees. The Compensation and Human Capital Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not less than two members of the Compensation and Human Capital Committee, as it determines appropriate.

4. Outside advisers. The Compensation and Human Capital Committee will have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist the committee in the evaluation of director, CEO or executive compensation. The Compensation and Human Capital Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Compensation and Human Capital Committee, and will receive appropriate funding, as determined by the Compensation and Human Capital Committee, from the Company for payment of compensation to any such advisers. The Compensation and Human Capital Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Compensation and Human Capital Committee or management) that provide advice to the Compensation and Human Capital Committee, prior to selecting or receiving advice from them, in accordance with Nasdaq listing standards.

5. Meetings. The Compensation and Human Capital Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Compensation and Human Capital Committee or its chairperson determines. The majority of the members of the Compensation and Human Capital Committee constitutes a quorum. The Compensation and Human Capital Committee will report regularly to the full Board with respect to its activities.