

BATH & BODY WORKS, INC.

Nominating and Governance Committee Charter

Adopted as of January 28, 2026

Purpose

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Bath & Body Works, Inc. (the “**Company**”) is to:

- Identify individuals qualified to become Board members;
- Propose a slate of candidates for election as directors at each annual or special meeting of stockholders at which directors are to be elected, to fill any vacancies or newly created directorships that may occur between such meetings, and to consider and review the qualifications of any individual nominated for election by stockholders;
- Provide oversight on governance issues relating to the composition and operation of the Board, including recommending criteria for the selection of candidates to the Board and its committees and, together with the Chair of the Board, recommending to the Board changes to the size and structure of the Board or its committees consistent with such criteria;
- Develop and recommend to the Board, and to review from time to time, a set of corporate governance principles for the Company and to monitor compliance with such principles;
- Oversee the evaluation of the performance of the Board and its committees;
- Review the Company’s actions in furtherance of its corporate social responsibility, including sustainability and philanthropic initiatives, including the impact of Company procedures and processes on associates, citizens and communities; and
- Stay abreast of developments in corporate governance generally.

Membership

The Committee shall consist of not fewer than two members, comprised solely of directors meeting the independence and other requirements of the New York Stock Exchange and other applicable laws and regulations and the criteria set forth in the Company’s corporate governance principles.

The Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. The Board shall hold the

power of appointment and removal of the members of the Committee and shall also designate its chair (the “**Committee Chair**”).

Authority and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

Board/Committee Nominees

- Oversee searches for and identify qualified individuals for membership on the Board;
- Review and recommend individuals for membership on the Board to be submitted to a stockholder vote at the annual meeting of stockholders or to otherwise fill vacancies on the Board, and consider and review the qualifications of any individual nominated for election and properly submitted by the Company stockholders;
- In consultation with the respective committee chairs and the Chair of the Board, annually recommend committee assignments to the Board;
- Develop and recommend to the Board criteria and procedures for the selection and evaluation of individuals to serve as directors and committee members and annually evaluate the qualifications of all directors to continue to serve as directors;

Periodically review the composition, size, structure, practices, policies and activities of the Board and, together with the Chair of the Board, annually review the composition of its committees and review at least every three years its committee chairs, and make recommendations to the Board to address current challenges and needs of the Board, the Company and each committee, including recommending whether it may be appropriate to change the size of the Board or any committee, change the Board’s committee structure, or add or remove individuals after considering director qualifications as set forth in the Company’s corporate governance principles;

- Work with the Chair of the Board and the committee chairs on the agenda-setting process;
- Annually review and assess director independence and make recommendations to the Board to assist in its independence determinations;

Evaluating the Board and its Committees

- Oversee the periodic evaluation of the performance of the Board and its committees, and recommend ways to improve such performance;

- Periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;

Director Orientation and Continuing Education

- Design and oversee orientation programs for new Board members and identify any necessary or desirable continuing education programs for existing directors;

Corporate Governance Matters

- Require that the Chair of the Board be distinct from the Chief Executive Officer of the Company;
- Together with the Chair of the Board, periodically review, evaluate, and recommend to the Board any necessary or desirable amendments to the Certificate of Incorporation or the Bylaws of the Company relating to issues of corporate governance;
- Together with the Chair of the Board, periodically review and reassess the adequacy of the Company's corporate governance principles and recommend any proposed changes to the Board;
- Be responsible for any tasks assigned to it in the Company's corporate governance principles;
- Stay abreast of developments in the area of corporate governance generally to ensure that the Company and the Board remain current in its governance policies;
- Oversee the Company's engagement with stockholders and other interested parties concerning governance and other related matters not already subject to oversight by the other Board committees;

Corporate Social Responsibility

- Review periodically the Company's programs, policies and strategies relating to corporate social responsibility, including sustainability and philanthropic initiatives, and, as appropriate, review reports in order to monitor progress in those areas, and report to the Board on such matters;

Reporting to the Board

- Periodically report on its activities to the Board; and
- At least annually (i) evaluate its own performance and report to the Board on such evaluation, and (ii) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. The Committee Chair, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

The Committee has the sole authority to retain or terminate any search firm to be used to identify candidates for nomination to the Board, as well as other independent advisors to the Committee, and the Committee shall be directly responsible for the appointment, compensation, and oversight of the work of such advisors. The Committee has sole authority to approve any such firm's or advisor's fees and other retention terms. The Company shall provide funding, as determined by the Committee, for payment of reasonable compensation to any advisors retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may request any officer or associate of the Company or the Company's outside counsel to meet with any members of, or advisors to, the Committee.

The Committee may delegate its authority to subcommittees or the Committee Chair when it deems it to be appropriate and in the best interests of the Company, provided that periodic reports by the parties receiving any such delegation are made to the full Committee in accordance with the terms of the delegation.

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of the New York Stock Exchange or other listing agency applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.