NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Portillo's Inc. (the "Company") to: (i) identify and assess individuals qualified to serve as directors consistent with the qualification standards and criteria approved by the Board; (ii) recommend to the Board candidates for nomination for election or reelection, as the case may be, at the annual meeting of stockholders or to fill Board and committee vacancies; (iii) recommend to the Board the structure and membership of Board committees; (iv) develop, recommend to the Board and review the Company's Corporate Governance Guidelines; (v) coordinate and oversee the annual self-evaluation of the Board and its committees; and (vi) review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

II. Committee Membership

Composition. The Committee shall consist of at least two members of the Board. Committee members shall be appointed by the Board annually. Any member may be removed from the Committee by the Board, with or without cause, at any time.

Chair. The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

Independence. Each member of the Committee shall be an "independent" director in accordance with the applicable listing standards of the Nasdaq Stock Market ("Nasdaq"), subject to any applicable "controlled company" exemptions or permitted phase-in rules, as well as the Company's Corporate Governance Guidelines. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Authority

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, to retain governance, ESG, or proxy advisors and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter it determines to be necessary or appropriate to the accomplishment of its purposes.

The Committee shall have the sole discretion to retain or obtain advice from, oversee and terminate any director search or recruitment consultant, legal counsel or other adviser to the Committee and be directly responsible for the appointment, compensation and oversight of any work of such adviser retained by the Committee, and the Company will provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such adviser.

IV. Committee Meetings

The Committee shall meet on a regularly scheduled basis at least two times per year and additionally as circumstances dictate.

The Committee may act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee. For the avoidance of doubt, if the Committee consists of an even number of members, a majority shall be one more than half. The affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

V. Delegation

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and Nasdaq.

VI. Key Responsibilities

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate.

A. Nominating and Governance Oversight

1. **Board Nominated Director Candidates**. The Committee shall identify, screen and recommend to the Board director candidates for election or re-election consistent with criteria approved by the Board.

2. **Stockholder Director Candidates**. The Committee shall oversee the Company's policies and procedures with respect to the consideration of director candidates recommended by stockholders.

3. **Director Nomination Process and Governance Disclosure**. The Committee shall periodically, but not less than once per year, review and recommend to the Board for approval or modification (as appropriate), and review disclosure concerning: (a) the Company's policies and procedures

for identifying and screening Board nominees, (b) the skills and attributes of Board nominees, including the Company's skill and experience matrices, to identify any potential gaps related to the Company's strategic plans, (c) the criteria used to evaluate Board membership and director independence, including director tenure, service on other boards, and Board refreshment, and (d) any policies with regard to diversity on the Board, including that of skills, experience, background, and perspective, to ensure alignment with the Company's strategy.

4. **Director Independence**. The Committee shall review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of Nasdaq.

5. **Director Changes**. The Committee shall assess the appropriateness of a director continuing to serve on the Board upon (i) a substantial change in the director's principal occupation or business association from the position such director held when originally invited to join the Board, or (ii) the director's failure to receive a majority of the votes cast in an uncontested election at a shareholder meeting, in accordance with the Corporate Governance Guidelines.

6. **Board Size and Composition**. The Committee shall assess periodically the size and composition of the Board as a whole and recommend any appropriate changes to the Board.

7. **Board Leadership**. The Committee shall (a) review the Board's leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval, and (b) discuss in coordination with the Audit Committee the effect on the Board's leadership structure of the Board's role in the risk oversight of the Company.

8. **Committee Structure**. The Committee shall review periodically the committee structure of the Board and recommend to the Board for approval the appointment of directors to Board committees and assignment of committee chairs, taking into consideration the factors set forth in this charter, as well as any other factors the Committee deems appropriate, including without limitation, (i) the Company's Corporate Governance Guidelines; (ii) the consistency of each director's experience and qualifications with the goals of the committee, and (iii) the interplay of each director's experience and qualifications with the experience and qualifications of the other committee members.

9. **Director Orientation**. The Committee shall develop, oversee and coordinate with management on appropriate director orientation programs.

10. **Board and Committee Evaluations**. The Committee shall recommend to the Board and its committees the methodology for and coordinate and oversee the annual self-evaluation of the role and performance of the Board and its committees.

11. **Corporate Governance Guidelines**. The Committee shall develop and recommend to the Board, and periodically review and recommend modifications to, the Corporate Governance Guidelines and other governance policies of the Company.

12. **Governance Disclosure**. The Committee shall review and oversee the Company's governance disclosure related to director qualifications and independence and Board and committee self-evaluations.

13. **Stockholder Engagement and Proposals**. The Committee shall review on a periodic basis, and as necessary when specific issues arise, the Company's stockholder engagement plan, , and relations with the Company's stockholders generally, including by reviewing and making recommendations to address stockholder feedback, proxy advisor commentary, stockholder proposals, stockholder activism matters, and any themes and trends arising from such commentary.

14. **Governance Risks and Oversight in Event of Crisis.** The Committee shall provide oversight of governance-related risks, including Board effectiveness and maintaining an ethical culture, and will coordinate with the Audit and Compensation Committees in the event of leadership disruptions.

15. **Emerging Practices**. The Committee shall review, and report on or make recommendations to the Board about, when considered appropriate, significant emerging corporate governance issues and practices.

16. **Environmental, Social and Governance ("ESG")**. The Committee shall oversee and review the Company's strategic plans, objectives and material risks or opportunities related to sustainability and ESG matters and will coordinate with the Audit Committee regarding ESG controls and public disclosures.

B. Self-Evaluation, Reporting and Other Matters

1. **Self-Evaluation**. The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.

2. **Charter Review**. The Committee shall review and assess the adequacy of this charter on an annual basis and recommend to the Board such amendments of this charter as the Committee deems appropriate.

3. **Reporting**. The Committee shall report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

4. **Other**. The Committee shall undertake such other responsibilities as the Board may delegate or assign to the Committee from time to time.

Adopted by the Board on October 18, 2021, effective upon the Company's initial public offering; updated as of July 15, 2026.