

**CAL-MAINE FOODS, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**I. Purpose**

The primary purpose of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Cal-Maine Foods, Inc. (the “Company”) is to discharge the Board’s responsibilities relating to the compensation of the Company’s Chief Executive Officer (the “CEO”) and other officers subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (collectively, including the CEO, the “Executive Officers”). 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 requirements of the listing standards 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”). In affirmatively determining the independence of any director who will serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company, or any subsidiary of the Company, which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. In addition, at least two Committee members shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Exchange Act, as amended.

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:

***Compensation and Benefits Programs***

- Periodically review and approve the Company’s overall compensation strategy and policies with the goal of ensuring that they are appropriate to attract, retain and motivate senior management and other key personnel.
- Review and approve annually the compensation of the CEO and all other Executive Officers. The CEO may not be present during voting or deliberations on his or her own compensation.

- Perform such duties and responsibilities as may be assigned to the Committee under the terms of any incentive or compensation plan. Periodically consider and, if deemed appropriate, adopt or amend any policies relating to the timing of awards of equity-based incentives.
- Consider, review and, as applicable, approve the following as they affect any Executive Officer: any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, and any amendments to or terminations of such agreements, arrangements or plans.
- In evaluating and determining the CEO's and other Executive Officers' compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.
- Review periodically the form and amount of non-employee director compensation, including cash, equity-based awards and other forms of director compensation and recommend any proposed changes to the Board.

### ***Compliance***

- Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement and approve the annual Compensation Committee Report for inclusion in the proxy statement.
- Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act.
- Consider, review and approve the Company's clawback policy(ies) allowing the Company to recoup compensation paid to employees, including those as may be required by Nasdaq and the SEC, and any amendments to or terminations of such policies.

- Periodically review the stock ownership guidelines for the executive officers and directors of the Company, recommend any changes to the Board, and monitor compliance with such guidelines.

#### ***Assessment and Other Responsibilities***

- Review and reassess the adequacy of this Charter at least annually 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 sole authority to retain consultants, independent legal counsel, accountants 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 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.

Prior to selecting or receiving advice from an Advisor, the Committee will conduct an independence assessment, taking into consideration the factors set forth in Nasdaq's rules and any other factors the Committee deems relevant to the Advisor's independence from management. In addition, the Committee shall determine whether the work of any Advisor has raised any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K of the Securities Act of 1933, as amended, and, if applicable, review the proposed disclosure in the Company's proxy statement of the nature of the conflict and how the conflict is being addressed.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any such Advisors and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

#### **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. Meetings of the Committee also 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.

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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Recommended by the Compensation Committee and adopted by the Board of Directors on March 25, 2025.