

**ADVANTAGE SOLUTIONS INC.**  
**HUMAN CAPITAL COMMITTEE CHARTER**

**I. Purpose**

The purpose of the Human Capital Committee (the “Committee”) is to oversee the discharge of the responsibilities of the Board of Directors (the “Board”) of Advantage Solutions Inc. (the “Company”) relating to compensation of the Company’s executive officers and directors and the human capital management of the Company.

**II. Composition**

The Committee must consist of at least two directors, each of whom must (i) satisfy the independence requirements of the Nasdaq Stock Market LLC (the “NASDAQ”), except as otherwise permitted by applicable NASDAQ rules, including the “controlled company” exemption, if applicable, and (ii) meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

**III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

As provided in the Stockholders Agreement, dated September 7, 2020 (as amended, the “Stockholders Agreement”), among Conyers Park II Acquisition Corp., Karman Topco L.P., CVC ASM Holdco, L.P. (the “CVC Stockholder”), the entities identified on the signature pages thereto under the heading “LGP Stockholders” (collectively, the “LGP Stockholders”); BC Eagle Holdings, L.P., and Conyers Park II Sponsor LLC (the “Conyers Park Sponsor”), subject to applicable laws and stock exchange regulations, and subject to requisite independence requirements applicable to the Committee, each of the CVC Stockholder, the LGP Stockholders, and the Conyers Park Sponsor shall, severally, have the right to have one of their respective designees appointed to serve on the Committee for so long as such holder, has the right to designate at least one director for nomination to the Board pursuant to the terms of the Stockholders Agreement.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under NASDAQ’s rules, including the “controlled company” exemption, if applicable. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this

Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NASDAQ rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, associate or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board) will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer (as such term is defined under Securities and Exchange Commission rules).

3. *Employment Agreements.* The Committee will review and approve any employment agreements, consulting arrangements, severance or retirement arrangements or change-in-control agreements and provisions covering, or any special or supplemental benefits to, any current or former executive officer.

4. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

5. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements.

6. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

7. *Clawback Policy.* The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and NASDAQ rules.

8. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K (or any successor

rule or regulation).

9. *Human Capital Management.* The Committee will oversee and periodically review with management the Company's strategies, policies and practices with respect to human capital management and talent development, including with respect to matters such as belonging and impact, workplace environment and culture, employee engagement and effectiveness, and talent recruitment, development and retention.

10. *Succession Planning.* The Committee will oversee the development and implementation of succession planning (both emergency and long-term) for the Company's chief executive officer and other executive officers.

11. *Risk Management.* The Committee will annually review the Company's compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company by encouraging excessive risk-taking.

12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

14. *Review of this Charter.* The Committee must at least annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to authorize an officer of the Company to grant rights or options to officers (other than executive officers) and associates, in a manner that is in accordance with applicable law.