

# **J.JILL, INC.**

## **COMPENSATION COMMITTEE CHARTER**

**(adopted by the Board of Directors on November 29, 2023)**

### **I. Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of J.Jill, Inc., a Delaware corporation (the “Company”), shall have responsibility for the compensation of the Company’s executive officers, including the Company’s Chief Executive Officer (the “CEO”). For purposes of this Charter, “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”).

### **II. Organization**

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence and other compensation committee membership requirements of the Company’s corporate governance guidelines, the New York Stock Exchange, and any other applicable regulatory requirements, subject to the phase-in periods permitted under the rules of the New York Stock Exchange.

Notwithstanding the foregoing, the members of the Committee shall not be required to meet the independence requirements of the New York Stock Exchange during any period in which the Company is a “controlled company” within the meaning of the New York Stock Exchange listing standards, unless the Board otherwise determines not to rely on the New York Stock Exchange “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the New York Stock Exchange “controlled company” exemption, the members of the Committee shall meet the independence requirements of the New York Stock Exchange within the periods required by the New York Stock Exchange’s phase-in rules applicable to companies that cease to be “controlled companies.”

At least one member of the Committee shall have experience in matters relating to executive compensation either as a professional or as a business executive. At least two members shall qualify as non-employee directors for purposes of Section 16 of the Exchange Act, and the rules and regulations promulgated thereunder (each, a “Non-Employee Director”). If at any time the Committee includes a member who is not a Non-Employee Director, then either a subcommittee consisting entirely of individuals who are Non-Employee Directors, or the Board shall approve any grants made to any individual who is subject to liability under Section 16 of the Exchange Act.

Members of the Committee shall be appointed by the Board based on the recommendation of the Nominating and Corporate Governance Committee. Members of the Committee may be removed at any time by action of the Board. The Committee’s chairperson shall be designated by the Board on the recommendation of the Nominating and Corporate Governance Committee, or if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to (i) subcommittees when appropriate,

provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company's corporate governance guidelines and the New York Stock Exchange, subject to any applicable "controlled company" exemption or (ii) one or more members of management when appropriate, provided that such delegation is permitted by the terms of any compensation or benefit plan, program, policy, agreement or arrangement approved by the Committee or the Board.

### **III. Meetings**

The Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Review the Company's compensation philosophy and strategy to ensure it is appropriate to attract, retain and motivate senior management and other key employees.
2. On an annual basis, review and make recommendations to the Board with respect to corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and determine and make recommendations to the Board with respect to CEO compensation based on this evaluation. In evaluating and making recommendations with respect to the long-term incentive component of CEO compensation, the Committee may consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to chief executive officers at comparable companies, the value of similar awards given to other executive officers of the Company, the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the "Say-on-Pay Vote"), if any, and the awards given to the CEO in prior years. The CEO shall not be present during voting or deliberations relating to his or her compensation.
3. On an annual basis, review the corporate goals and objectives relevant to the compensation of the Company's other non-CEO executive officers, evaluate the executive officers' performance in light of those goals and objectives and determine the executive officers' compensation based on such evaluation. In evaluating and approving the long-term incentive component of non-CEO executive officer compensation, the Committee may consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies, the value of similar awards given to other executive officers of the Company, the results of the most recent Say-on-Pay Vote, if any, and the awards given to the executive officer in prior years. Any executive officer who may be present during voting or deliberations relating to his or her compensation shall be required to recuse himself

or herself if so, requested by the Committee.

4. Review and recommend to the Board for approval the compensation of non-employee directors for their service to the Board.
5. Review and, if appropriate, approve or recommend to the Board for approval, the adoption, amendment and termination of the Company's incentive compensation plans for executive officers and equity-based incentive plans; administer such plans with such authority and powers as are set forth in the respective plans' instruments, including granting equity awards, establishing performance metrics and determining payouts; where appropriate or required, recommend stockholder approval of such plans.
6. Review and, if appropriate, approve (or, with respect to the CEO, recommend to the Board for approval) any employment and termination agreements with an executive officer of the Company.
7. Review and, if appropriate, approve (or, with respect to the CEO, recommend to the Board for approval) any compensatory transaction with an executive officer of the Company.
8. Establish and periodically review policies concerning executive officer perquisite benefits and, if appropriate, approve (or, with respect to the CEO, recommend to the Board for approval) such policies.
9. Review and, if appropriate, approve (or, with respect to the CEO, recommend to the Board for approval) the Company's policy with respect to change-of-control or "parachute" payments. In evaluating the Company's policy with respect to change of control or "parachute" payments, the Committee may consider, among such other factors as it may deem relevant, the results of the most recent Say-on-Pay Vote, if any.
10. Review the Company's compensation disclosures in its annual proxy statement and its Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC"). To the extent such disclosure is required under applicable law, review and discuss the Company's Compensation Discussion and Analysis ("CD&A") with management and based on such review and discussion, determine whether to recommend to the Board that such compensation disclosures and CD&A be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
11. 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 shareholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and recommend to the Board for approval the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement filed with the SEC.
12. Annually, evaluate whether the Company's compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the

Company. Such evaluation shall consider compensation policies and practices for the Company's employees, including non-executive officers, as they relate to risk management practices and risk-taking incentives.

13. Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers.
14. Review and approve anti-hedging and pledging policies applicable to executive officers and non-employee directors.
15. Prepare any report required by applicable rules and regulations or listing standards, including the report required by the SEC to be included in the Company's annual proxy statement, or if the Company does not file a proxy statement, in the Company's Annual Report filed on Form 10-K with the SEC.
16. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
17. Review its own performance annually.
18. Report regularly to the Board.
19. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

## **V. Resources**

The Committee shall have the authority to retain and terminate, at its sole discretion, compensation consultants, independent legal counsel and other advisors (collectively, "Advisors") to assist the Committee in the performance of its responsibilities and shall be directly responsible for overseeing the work of such Advisors. Before retaining an Advisor (other than in-house legal counsel and any Advisor whose role is limited to consulting on broad-based, non-discriminatory plans or providing information that is not customized in particular for the Company (as described in Item 407(e)(3)(iii) of Regulation S-K)), the Committee shall consider the independence of such Advisor, including any independence factors that it is required to consider by law or the New York Stock Exchange rules.

The chairperson of the Committee, at the request of any member of the Committee, may request that any executive officer, employee or advisor of the Company attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisors or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.