



HEALTHCARE SERVICES GROUP, INC.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS

CHARTER

EFFECTIVE APRIL 19, 2022

Purpose

The purpose of the Environmental, Social and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Healthcare Services Group, Inc. (the “Company”) shall be to assist the Board in (a) overseeing and monitoring the Company’s enterprise-wide approach to environmental issues, social responsibility and governance considerations (“ESG”); (b) reviewing, evaluating, and providing guidance to management with respect to social, employment, governance, diversity and inclusion, environmental, and other matters of interest to the Company and its stakeholders; (c) monitoring the Company’s progress towards achieving sustainability goals and objectives; and (d) providing guidance on business conduct, ethics, and other Code of Business Conduct matters as the same relate to the subject matter being overseen by the Committee.

Committee Appointment and Membership

The Committee shall be appointed annually by the Board after considering the recommendation of the Chairman of the Board and shall consist of at least three (3) members of the Board. The Board shall designate the Committee Chair after considering the recommendation of the Chairman of the Board. The Board shall have the power at any time to change the membership of the Committee, to fill all vacancies, and to designate alternate members to replace any absent or disqualified members, so long as the Committee shall at all times have at least three (3) members as discussed above. Committee members shall not receive any additional compensation from the Company for service on the Committee.

Committee Authority and Responsibilities

The Committee shall have full access to the Company’s officers, employees, and independent advisors as may be appropriate or necessary to carry out its responsibilities, subject to reasonable advance notice to the Company and reasonable efforts to avoid disruption to the Company’s management, business, and operations. The Committee is authorized to conduct or initiate inquiries or investigations into any matters within the Committee’s scope of responsibilities and shall have full access to the books, records, facilities, and personnel of the Company. The

Committee shall have authority to delegate any of its responsibilities to a subcommittee or subcommittees, as it may deem appropriate in its judgment. The subcommittee(s) shall be subject to this Charter.

The following are the general responsibilities of the Committee and are set forth only for guidance. The Committee may assume such other responsibilities, as it deems necessary or appropriate in carrying out its purpose, subject to all applicable laws, each of the Company's Articles of Incorporation and Amended and Restated Bylaws, and the resolutions and other directives of the Board. Nothing in this Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board.

The Committee shall:

- a. Assist in setting the Company's approach to ESG matters, and to consider and recommend policies, practices, and disclosures that conform with the strategy, including those related to:
 - I. Our purpose, vision, and values
 - II. Business conduct and ethics
 - III. Human capital management
 - IV. Environmental protection;
- b. Oversee the Company's reporting and disclosure with respect to ESG matters;
- c. Assist, as appropriate, with internal and external communications regarding the Company's position or approach to ESG matters;
- d. Consider current and emerging ESG matters that may affect the business, operations, performance or public image of the Company or are otherwise pertinent to the Company and its stakeholders;
- e. Have the right to make periodic visits, at the Committee's discretion, as individual members or as a Committee, to operational locations in order to become familiar with the nature of the operations and review relevant objectives, procedures and performance with respect to ESG matters;
- f. Recommend to the Board systems to monitor ESG matters;
- g. Advise the Board on stockholder proposals and other significant stakeholder concerns relating to ESG matters;
- h. Recommend additional internal departments, and outside consultants as applicable, to drive timely and relevant disclosures of ESG matters;
- i. Review and assess this Charter annually and recommend any proposed changes for approval;
- j. Perform such other duties, tasks, and responsibilities relevant to the purpose of the Committee as may from time to time be requested by the Board.

Outside Advisors

The Committee may, in its sole discretion, utilize the services of the Company's legal counsel with respect to legal matters or retain other legal, accounting, or other advisors if the Committee determines that such is necessary under the circumstances. The Committee shall have authority to approve all fees and terms of engagement and appoint, compensate, and oversee such advisor's work. The Company shall provide appropriate funding for the payment of any such advisor and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Committee Meetings

The Committee Chair shall preside at each meeting and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities. The Committee Chair or a majority of the Committee members may call meetings of the Committee with at least one (1) day notice to all members of the Committee. Meetings of the Committee may be in person or held virtually.

All directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, officer, other employees of the Company and such other persons as it deems appropriate to carry out its responsibilities. The Committee may also exclude from its meetings any persons, other than Committee members, it deems appropriate to carry out its responsibilities.

Each Committee member shall have one vote on any matter requiring action by the Committee. A majority of the members shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall report to the Board with respect to its meetings and shall keep written minutes of each meeting, which shall be recorded and filed with the books and records of the Company.

This Environmental, Social and Governance Committee Charter was duly approved and adopted by the Board on April 19, 2022.