

---

## GROCERY OUTLET HOLDING CORP.

---

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### **I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Grocery Outlet Holding Corp. (the “Company”) shall provide assistance to the Board of Directors by, among other things:

- A. identifying individuals qualified to become directors, consistent with the criteria approved by the Board of Directors and selecting, or recommending that the Board of Directors select, the director nominees for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
- B. developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Company;
- C. overseeing the evaluation of the Board of Directors, committees of the Board of Directors and management;
- D. overseeing management succession planning; and
- E. otherwise taking a leadership role in shaping the corporate governance of the Company.

#### **II. STRUCTURE AND OPERATIONS**

##### Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to be “independent” under the NASDAQ Marketplace Rules, subject to an election by the Company to rely on the exemption available to “controlled companies” and the applicable transition periods.

##### Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

##### Chairperson

Unless a Chairperson is elected by the full Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible to set the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

### Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its independent members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

### **III. MEETINGS**

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

All non-management 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, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

### **IV. RESPONSIBILITIES AND DUTIES**

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

#### Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board of Directors.
2. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include (a) ensuring that the Board of

Directors, as a whole, is appropriately diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as an “audit committee financial expert,” as that term is defined by the rules of the SEC), local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with the company's business and industry, independence of thought and an ability to work collegially. The Committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.

Review and make recommendations to the full Board of Directors, or determine, whether members of the Board of Directors should stand for re-election. Consider matters relating to the retirement of members of the Board of Directors, including term limits or age limits, as well as the performance of such directors.

In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board of Directors, recommend to the Board of Directors the class of directors in which the director-nominee should serve.

3. Evaluate candidates for nomination to the Board of Directors, including those recommended by shareholders on a substantially similar basis as it considers other nominees. In that connection, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate.
4. To the extent there are one or more stockholders agreements to which the Company is a party (as such may be amended from time to time) governing the composition of the Board, the Committee shall act appropriately to nominate individuals to serve as directors of the Board, to fill vacancies on the Board and to comply with such other matters as may be specified in each such agreement, in each case, in accordance with such stockholders agreement.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
6. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
8. Oversee the evaluation of, at least annually, and as circumstances otherwise dictate, the Board of Directors and management.
9. Review and recommend to the Board of Directors the form and amount of director compensation, as well as make recommendations regarding director's and officer's indemnification and insurance matters.

### Committee Selection, Composition and Evaluation

10. Recommend members of the Board of Directors to serve on the committees of the Board of Directors, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
11. Recommend members of the Board of Directors to serve as the Chairpersons of the committees of the Board of Directors.
12. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board of Directors and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board of Directors.
13. Periodically review the charter, composition and performance of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.

### Corporate Governance

14. Review the adequacy of the certificate of incorporation and the by-laws of the Company and recommend to the Board of Directors, as conditions dictate, that it propose amendments to the certificate of incorporation and the by-laws for consideration by the shareholders.
15. Develop and recommend to the Board of Directors a set of corporate governance principles to be included in the Company's Corporate Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board of Directors changes to the Company's Corporate Governance Guidelines in light of such developments as may be appropriate.
16. Review policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

### Continuity / Succession Planning Process

17. Oversee and approve the management succession planning process. Review and evaluate the succession plans relating to the CEO and other executive officer positions (as defined by Section 16 of the Securities Exchange Act of 1934, as amended) and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.

### Reports

18. Report regularly to the Board of Directors including:

- (i) periodically following meetings of the Committee; and
- (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

19. Maintain minutes or other records of meetings and activities of the Committee.

## **V. PERFORMANCE EVALUATION**

It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter, and review and reassess the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

Effective Date: June 20, 2019