



GROCERY OUTLET HOLDING CORP.

AMENDED AND RESTATED

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 recommending that the Board of Directors select, the director nominees for the next annual meeting of stockholders or to appoint directors 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 and policies applicable to the Company;
- C. Overseeing the evaluation of the Board of Directors and committees of the Board of Directors;
- D. Overseeing matters of environmental, social and governance initiatives and reporting; and
- E. otherwise taking a leadership role in shaping the corporate governance of the Company.

II. STRUCTURE AND OPERATIONS

Membership Requirements

The Committee shall be comprised of two 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 listing rules (subject to any permitted exceptions).

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, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by a majority vote of the directors present at a meeting of the Board of Directors at which a quorum is present.

Committee Chair

Unless a chair of the Committee (the “Chair”) is selected by the Board of Directors, the members of the Committee shall designate the Chair of the Committee by the majority vote of the full Committee membership. The Chair 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 Chair 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 Chair of the Committee or any member of the Committee may call meetings of the Committee. Unless otherwise restricted by the Company’s certificate of incorporation or bylaws or applicable law, all meetings of the Committee may be held telephonically, by video conference or by other means of remote communication.

All non-employee directors who 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, member of 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. In addition, unless otherwise restricted by the Company’s certificate of incorporation or bylaws or applicable law, the Committee may act by written consent in lieu of a meeting.

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 and have such powers as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities.

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 may, in its sole discretion, retain, obtain the advice of and terminate legal counsel or other advisors to the Committee, including the sole authority to approve the fees payable to such counsel or advisor and any other terms of retention. The Committee also shall have sole authority to retain, obtain the advice of and 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. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisors or firms, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Board Selection, Composition and Annual Evaluation

1. Establish criteria for the selection of new or continuing 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 appointed by the Board of Directors or elected by the stockholders 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 Securities and Exchange Commission (“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 Board of Directors whether members of the Board of Directors should stand for re-election. For incumbent directors, in addition to the evaluation of the director qualifications generally, also consider matters relating to the performance of such directors, and any applicable policies relating to the retirement of members of the Board of Directors, including term limits or age limits.

In the case of a director nominated to fill a vacancy on 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 recommended by stockholders on a substantially similar basis as it considers other nominees (other than directors standing for re-election), if such recommendations are validly made in accordance with the Company’s certificate of incorporation and bylaws and applicable law. The Committee shall adopt procedures for the submission of recommendations by stockholders 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 identified and qualified candidates.
6. Evaluate, and make recommendations to the Board of Directors, regarding the independence of

directors and director nominees for service on the Board of Directors and, as applicable, committees in accordance with the Nasdaq listing rules and SEC regulations. Review 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 Committees.

Committee Selection and Composition

9. 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.
10. Recommend members of the Board of Directors to serve as the Chairs of the committees of the Board of Directors.
11. 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.
12. On an “as-needed” basis, review the responsibilities 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

13. Develop and periodically review and recommend to the Board of Directors appropriate revisions to the Company’s corporate governance framework, including its certificate of incorporation and the bylaws and recommend to the Board of Directors, as necessary or appropriate, that it propose amendments to the certificate of incorporation and the bylaws for consideration by the stockholders (if applicable).
14. 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. Oversee compliance with, and take specified actions necessary or appropriate under, the Company’s Corporate Governance Guidelines.
15. Review and/or approve policies relating to compliance with securities laws and security trading by Company’s directors, officers and other employees; and such other similar policies as the Chair of

the Committee believes should be reviewed and/or approved by the Committee.

16. Make recommendations to the Board of Directors regarding the organization, leadership and structure of the Board of Directors, from time to time as it deems appropriate, including, but not limited to, periodic review of succession planning for the Chairperson of the Board of Directors and the chairs of the Board's Committees.

Environment, Social and Governance Activities

17. Review, and report to the Board of Directors on a periodic basis on, matters of corporate responsibility and sustainability, including potential long- and short-term trends and impacts to the Company's business of environmental, social, and governance issues, and the Company's public reporting on these topics.

Other Responsibilities

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 reports to the Board of Directors may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

19. Review the disclosures regarding Board of Directors, committee and governance matters and other matters related to the Committee's activities to be included in the Company's filings with the SEC and to oversee similar disclosures to key proxy advisory firms and significant stockholders.
20. Review the governance and other applicable ratings and voting recommendations for stockholder meetings by key proxy advisory firms and, if appropriate, significant stockholders, and to review the underlying voting policies of such firms and, if appropriate, significant stockholders.
21. Maintain minutes or other records of meetings and activities of the Committee.
22. Annually review and evaluate the Committee's performance, including by reviewing its compliance with this Charter.
23. Annually 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: April 27, 2022