

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

**INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

**Grocery Outlet Holding Corp.**  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  1. Title of each class of securities to which transaction applies
  2. Aggregate number of securities to which transaction applies:
  3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  4. Proposed maximum aggregate value of transaction:
  5. Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by the Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  6. Amount Previously Paid:
  7. Form, Schedule or Registration Statement No.:
  8. Filing Party:
  9. Date Filed:

# Your **Vote** Counts!

**GROCERY OUTLET HOLDING CORP.**

2021 Annual Meeting

Vote by June 6, 2021

11:59 PM ET



GROCERY OUTLET HOLDING CORP.  
5650 HOLLIS STREET  
EMERYVILLE, CA 94608



D48005-P53921

## You invested in **GROCERY OUTLET HOLDING CORP.** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 7, 2021 at 11:00 AM Pacific Daylight Time.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 24, 2021. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

June 7, 2021  
11:00 AM Pacific Daylight Time

Virtually at:  
[www.virtualshareholdermeeting.com/GO2021](http://www.virtualshareholdermeeting.com/GO2021)

\*Please check the meeting materials for any special requirements for meeting attendance.

nc10017322X2--000002

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect the four Class II directors named in our Proxy Statement to hold office until the 2024 Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified; <b>Nominees:</b> 01) Mary Kay Haben 02) Gail Moody-Byrd 03) S. MacGregor Read, Jr. 04) Jeffrey York	✔ For
2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current fiscal year ending January 1, 2022; and	✔ For
3. To hold an advisory (non-binding) vote to approve the Company's named executive officer compensation.	✔ For
<b>NOTE:</b> Such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".

nc10017322X2--000003

D48006-P53921