



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 in the Corporate Governance Guidelines and otherwise, recommending the director nominees to the Board of Directors for election at a meeting of stockholders, and recommending persons to the Board of 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 of the Company.
- E. Leading and 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 listing rules of The Nasdaq Stock Market LLC ("Nasdaq"), subject to any permitted exceptions.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and each member 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 shall chair Committee meetings and is responsible to set the agendas for Committee meetings, with input from management of the Company, other Committee members and the Board of Directors, as appropriate. In the absence of the Chair of the Committee at a Committee meeting, the Committee members in attendance shall select another member to preside as acting Chair for such meeting.

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 changing business, legislative, regulatory, legal or other conditions. 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 retained by the Committee, 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. Develop and recommend to the Board of Directors criteria for the selection of new or continuing directors to serve on the Board of Directors, generally to be set forth in the Corporate Governance Guidelines.
2. Identify individuals qualified to serve on the Board of Directors, including whether directors should stand for re-election, and recommend the director nominees to the Board of Directors for election by the stockholders at an annual or special meeting, and recommend persons to the Board of Directors to fill vacancies or newly created directorships that may occur between such meetings. The foregoing activities should be conducted in a manner consistent with the applicable criteria approved by the Board. For incumbent directors, in addition to the evaluation of the director qualifications generally, the Committee also shall consider matters relating to the performance of such directors, and any applicable policies relating to the retirement of members of the Board of Directors. In the case of a director nominated to fill a vacancy on the Board of Directors, the Committee shall 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 to serve on the Board of Directors.
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 Securities and Exchange Commission (“SEC”) regulations.
7. Review and make recommendations to the Board of Directors regarding actual or potential conflicts of interest of members of the Board of Directors and executive officers.
8. Review and make recommendations to the Board of Directors, 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, subject to the Company’s certification incorporation and bylaws, as well as any contractual obligations of the Company.
9. Oversee the evaluation of, at least annually, and as circumstances otherwise dictate, the Board of Directors and committees of the Board of Directors.

Committee Selection and Composition

10. Recommend to the Board of Directors the 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 to the Board of Directors regarding the removal of any member of any committee.
11. Recommend to the Board of Directors the members of the Board of Directors to serve as the Chairs of the committees of the Board of Directors.
12. Establish, monitor and recommend to the Board of Directors 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 to the Board of Directors regarding periodic rotation of directors among the committees and any term limitations of service on any committee of the Board of Directors.
13. On an “as-needed” basis, review the responsibilities of each committee of the Board of Directors and make recommendations to the Board of Directors as to any changes in such responsibilities, as well as for the creation of additional committees or the elimination of committees of the Board of Directors.

Corporate Governance

14. 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).

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. Oversee compliance with, and take specified actions necessary or appropriate under, the Company's Corporate Governance Guidelines.
16. Review and approve updates to the Company's Securities Trading Policy and other similar policies relating to compliance with securities laws and security trading by Company's directors, officers and other employees.
17. Recommend to the Board of Directors any changes to 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 Board of Directors and its committees generally, as well as leadership roles.

Environment, Social and Governance Activities

18. 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 as well as environmental, social, and governance issues. Review the Company's public reporting on these topics.

Reports

19. 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.

Other Responsibilities

20. Review the disclosures regarding the Board of Directors, committees of the Board of Directors, governance matters and other matters related to the Committee's activities to be included in the Company's SEC filings, including any stockholder proposals regarding activities overseen by the Committee.
21. Review the governance ratings and voting recommendations for stockholder meetings by key

proxy advisory firms on Company or stockholder proposals regarding activities overseen by the Committee and to discuss any related, material voting policies of such firms as well as significant stockholders.

22. Oversee the engagement with stockholders regarding governance and ESG matters, as well as other matters overseen by the Committee.
23. Oversee the Company's policies and activities related to political matters, such as contributions and lobbying, as appropriate.

Other Administration Matters

24. Maintain minutes or other records of meetings and activities of the Committee (including any unanimous written consents).
25. Annually review and evaluate the Committee's performance, including by reviewing its compliance with this Charter.
26. 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 24, 2024