

## **BURLINGTON STORES, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE** **CHARTER**

#### **Organization**

This charter adopted by the Board of Directors (the “Board”) of Burlington Stores, Inc. (the “Company”) governs the operations of the Nominating and Corporate Governance Committee (the “Committee”) of the Board. The Committee shall consist of at least two members. Each member of the Committee shall be an “independent” director within the meaning of the applicable listing rules of the New York Stock Exchange (the “NYSE”). Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

Committee members shall be appointed by the Board and shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. Committee members may be removed or replaced by the Board. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep minutes of its proceedings and actions.

The Committee shall meet periodically, in person or by teleconference, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members present at a meeting at which a quorum is present. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee, provided such delegation is not inconsistent with law and applicable rules and regulations of the Securities and Exchange Commission and the NYSE. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may meet in executive session outside the presence of the Company’s executive officers. The Committee may, in its sole discretion and at the Company’s expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board. The Committee shall have sole authority to approve the fees and other retention terms of such consultants or experts. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

In discharging its oversight role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with full access to all books, records, facilities and personnel of the Company.

#### **Purpose and Responsibilities**

The Committee’s primary purpose and responsibilities shall be to:

- Develop and recommend to the Board qualification standards and other criteria for selecting new directors, identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board, and recommend to the Board such individuals as nominees to the Board for its approval;
- Oversee evaluations of the Board and the Board committees; and

- Oversee matters of corporate governance.

### **Duties**

To fulfill its purpose and responsibilities, the Committee shall:

- Screen potential director candidates (including candidates recommended by stockholders of the Company) consistent with criteria approved by the Board, and recommend to the Board (i) nominees for election or re-election by the stockholders as directors of the Company, and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders, and (ii) candidates to fill any Board vacancies that are to be filled by the Board.
- Review the appropriate skills and characteristics required of directors in the context of its current make-up and develop and recommend to the Board qualification standards and other criteria for selecting nominees for director.
- Provide oversight of the evaluation of the Board and the Board's committees.
- Review periodically the composition and leadership of the Board as a whole and each of its committees and recommend to the Board, as appropriate, changes in Board or committee size, leadership or membership, or committee structure or function.
- Assess the appropriateness of a director continuing to serve on the Board upon retirement or other change from the principal occupation or background association they held when they were originally invited to join the Board, and recommend to the Board any action to be taken thereto.
- Assess the appropriateness of a director who does not receive a "majority of the votes cast" at an election of directors continuing to serve as a director and recommend to the Board the action to be taken with respect to such a director's offer of resignation.
- Review periodically the Company's corporate governance guidelines and, based on such periodic review, recommend changes to the Board as deemed appropriate.
- Review emerging corporate governance issues and practices.
- Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.

### **Miscellaneous**

This charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

On an annual basis, the Committee shall evaluate and discuss its performance relative to the Committee's purpose, duties and responsibilities, as described by this charter. The Committee shall review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval. This charter is effective as of the date indicated below. Changes to this charter may only be made with the approval of the Board.

Adopted Effective as of February 21, 2018