

BURLINGTON STORES, INC.

COMPENSATION COMMITTEE **CHARTER**

Organization

This charter adopted by the Board of Directors (the “Board”) of Burlington Stores, Inc. (the “Company”) governs the operations of the Compensation Committee (the “Committee”) of the Board. The Committee shall consist of at least two members. Each member of the Committee shall qualify (i) as an independent director and satisfy other requirements under the standards established by the New York Stock Exchange (the “NYSE”), (ii) as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (iii) as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws. 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. Committee members 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 their proceedings and actions.

The Committee shall meet periodically, either 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 (the “SEC”) 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 Chief Executive Officer shall not be present during the Committee’s voting or deliberations on the compensation of the Chief Executive Officer. 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.

The Committee may, in its sole discretion, appoint, retain and terminate any compensation consultant, legal counsel or other advisors as it deems necessary in the performance of its duties and without having to seek the approval of the Board. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or

other advisor retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any compensation consultant, legal counsel or other advisor retained by the Committee. In selecting any compensation consultant, legal counsel or other advisor (other than in-house legal counsel), the Committee shall take into consideration all factors relevant to such person's independence from management, including the specific independence factors identified in the listing standards established by the NYSE to the extent the Company is subject to such standards.

Purpose and Responsibilities

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

- Review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance according to these goals and objectives and determine and approve the Chief Executive Officer's compensation based on this evaluation;
- Approve total compensation for executive officers, including oversight of all related executive benefit plans;
- Recommend to the Board for approval total compensation for the members of the Board;
- Oversee the Company's general incentive-compensation plans and equity-based plans; and
- Produce a compensation committee report on executive compensation, as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

Duties

To fulfill its purpose and responsibilities, the Committee shall:

- Recommend to the Board for approval the total compensation for the non-employee directors of the Company and develop guidelines, if any, for non-employee directors, as well as executive officers and executive vice presidents and officers above that level (collectively, "EVPs and above"), to own designated amounts of Company stock.
- Establish the total compensation package provided to the Chief Executive Officer, review and approve the corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and approve the Chief Executive Officer's compensation based on this evaluation (including base pay adjustments, and any annual and long-term incentive payouts and grants of equity awards).
- Approve the (i) total compensation package provided to EVPs and above, and (ii) actual compensation (including base pay adjustments, and any annual and long-term incentive payouts and grants of equity awards) paid to EVPs and above.
- Approve employment agreements, severance agreements and change of control agreements between the Company and EVPs and above.
- Develop and review periodically succession plans for EVPs and above (other than the Chief Executive Officer, which shall be the responsibility of the Board).

- Review and recommend to the Board for approval the design of the benefit plans which pertain to directors, the Chief Executive Officer, and EVPs and above.
- Recommend to the Board for approval the creation and/or revision of incentive compensation plans and equity-based plans, which, for certain plans, may also require shareholder approval.
- Determine the performance goals and performance criteria under the Company's incentive compensation plans.
- Produce and approve the compensation committee report on executive compensation included in the Company's proxy statements or other reports filed with the SEC and generally oversee compliance with the compensation reporting requirements of the SEC.
- Recommend to the Board for approval overall compensation policy throughout the entire Company.
- Review and recommend to the Board for approval changes to or adoption of retirement plans of the Company and periodically recommend to the Board for approval funding guidelines developed by the Compensation Committee, including any matching contributions under the Company's 401(k) plan, if any.
- Administer all plans entitled to the exemption under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, including all stock option, restricted stock and deferred stock plans.
- Review at least annually the Company's compensation policies and practices for executive officers and employees generally to assess (i) whether the compensation structure establishes appropriate incentives for management and employees, and (ii) the risks associated with such policies and practices.
- Review the results of advisory stockholder votes on executive compensation and consider whether to adjust or recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
- 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