

**Charter of the Nominating and Corporate Governance Committee**

Adopted on April 25, 2019

**Ollie's Bargain Outlet Holdings, Inc.**  
**Charter of the Nominating and Corporate Governance Committee of the Board of Directors**

**PURPOSE**

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Ollie's Bargain Outlet Holdings, Inc. (the "Company") to oversee the nomination process for candidates to the Board and such other authority and responsibilities as set forth in this Charter.

**ORGANIZATION**

**Membership Qualifications**

The Committee shall at all times consist of least two directors, including its Chairperson. Each member shall be appointed by the Board, with the Chairperson and each member to serve until his or her successor is duly appointed, or until his or her earlier death, resignation or removal by the Board.

**Qualifications**

Each member of the Committee shall be an "independent" director in accordance with applicable listing standards of the Nasdaq Stock Market. Any action duly taken by the Committee shall be valid and effective, regardless whether the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

**Meetings**

*Frequency:* The Committee shall meet at least two (2) times per year, and with such additional frequency as the Chairperson of the Committee deems appropriate.

*Holding and Recording Meetings:* Committee meetings may be held in person, telephonically or by means of other communications equipment by which all persons participating in the meeting can hear and speak with each other, or action may be taken by written consent. The Committee shall keep written minutes of its meetings.

*Quorum and Voting:* A majority of the members of the Committee shall constitute a quorum. The affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. Action may be taken by unanimous written consent of the members of the Committee.

**Compensation of the Committee**

The compensation of Committee members shall be determined by the Board.

## **AUTHORITY AND RESPONSIBILITIES**

### **Director Nominations and Recruitment**

The Committee shall manage the process of identifying and screening potential director candidates, including candidates recommended by stockholders and filling vacancies consistent with the criteria approved by the Board, and recommend director candidates to the Board. In recommending director candidates, the Committee shall consider whether the candidates possess the required skill sets and fulfill the qualification requirements of directors approved by the Board, including independence, sound judgment, business specialization, technical skills, diversity and other desired qualities.

The Committee shall recommend to the Board for approval, review the effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning: (a) the Company's policies and procedures for identifying and screening Board nominee candidates; (b) the process and criteria (including experience, qualifications, attributes, diversity or skills in light of the Company's business and structure) used to evaluate Board membership and director independence; and (c) any policies with regard to diversity on the Board.

The Committee shall review Company disclosures concerning the specific experience, qualifications, attributes or skills that led to the conclusion that each director and nominee should serve as a director in light of the Company's business and structure is subject to the Committee's review.

### **Board Effectiveness**

The Committee shall review the relationships between directors, the Company and members of management annually and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the Nasdaq Stock Market.

The Committee shall assess the appropriateness of a director nominee 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 in accordance with the resignation policy set forth in the Company's Corporate Governance Guidelines and Principles.

The Committee shall review, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company.

The Committee shall (a) review the Board's leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval; (b) discuss in coordination with the Audit Committee the effect on the Board's leadership structure of the Board's role in the risk oversight of the Company; and (c) review and approve Company disclosures relating to Board leadership.

The Committee shall review periodically the committee structure of the Board and recommend to the Board the appointment of directors to Board committees and assignment of committee chairs.

The Committee shall review periodically the size of the Board and recommend to the Board any appropriate changes.

The Committee shall design, with Company management, an appropriate orientation program for new directors that includes background material, meetings with senior management and visits to Company facilities. The Committee will also explore, and make available continuing education opportunities for directors, from time to time.

The Committee shall develop the methodology for, coordinate and oversee annual self-evaluations of the role and performance of the Board and its committees and management in the governance of the Company.

The Committee shall review the Corporate Governance Guidelines and other governance policies of the Company periodically and recommend any modifications to the Board as appropriate.

The Committee shall review and bring to the Board's attention emerging governance issues and practices.

The Committee shall review on a periodic basis, and as necessary when specific issues arise, relations with the Company's stockholders and advise the Board on effective and appropriate stockholder communications.

#### **Access to Records, Personnel and Advisors**

*Access to Records and Personnel:* The Committee shall have full access to any relevant records of the Company that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or any advisor to the Company meet with members of the Committee or its advisors, at such times and locations and with such frequency as it deems necessary to carry out its responsibilities.

*Search Firm:* The Committee shall have the authority to engage, terminate and determine funding for any director search or recruitment consultant, legal, accounting and other advisors as it deems necessary to carry out its responsibilities.

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any independent director search or recruitment consultant, legal, accounting or other advisors engaged by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties in consultation with the Chairperson of the Board.

## **Other Responsibilities**

*Reports to Board of Directors:* The Committee shall report regularly to the Board regarding the meetings of the Committee with such recommendations to the Board as the Committee deems necessary and appropriate.

*Review of this Charter and Self-Evaluations of the Committee:* The Committee shall, from time to time, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its approval. The Committee shall also conduct periodic self-evaluations in accordance with the methodology developed by the Committee.

*Regulatory Developments:* The Committee shall review and provide reports to the Board, when relevant, emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.

*Other Authority:* The Committee shall perform such other duties as may be required by law or requested, delegated or assigned by the Board or deemed appropriate by the Committee. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem reasonably appropriate.

*Delegation:* The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the U.S. Securities and Exchange Commission and the Nasdaq Stock Market.