



Petco Health and Wellness Company, Inc.

Nominating and Corporate Governance Committee Charter

1. Members. Subject to the rights granted to the Principal Stockholder (as defined in the Company’s Certificate of Incorporation, as amended and/or restated from time to time, the “Certificate of Incorporation”) under the Stockholder’s Agreement (as defined in the Certificate of Incorporation), the Board of Directors (the “Board”) of Petco Health and Wellness Company, Inc. (the “Company”) appoints a Nominating and Corporate Governance Committee of at least two members, and designates one member as chairperson or delegates the authority to designate a chairperson to the Nominating and Corporate Governance Committee. Members of the Nominating and Corporate Governance Committee are appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee. As a “controlled company,” the Company will rely on the exemption from the Nasdaq Global Select Market LLC (“Nasdaq”) requirement of having a nominating and corporate governance committee composed entirely of independent directors. From and after such time as the Company ceases to qualify as a “controlled company” under the Nasdaq rules, each member of the Nominating and Corporate Governance Committee will satisfy the applicable Nasdaq director independence requirements, subject to the transition rules and exceptions applicable to a company listed on Nasdaq. For purposes hereof, an “independent” director is a director who meets the Nasdaq standards of “independence” for directors, as determined by the Board.

2. Purpose, Duties and Responsibilities. The purpose, duties and responsibilities of the Nominating and Corporate Governance Committee are to engage in succession planning for the Board; identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company’s director candidates for election at the annual meeting of stockholders; develop and recommend to the Board a set of corporate governance principles; and perform a leadership role in shaping the Company’s corporate governance. Among its specific duties and responsibilities, the Nominating and Corporate Governance Committee will:

- (a) Periodically review, and recommend to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors.
- (b) Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and in individual directors, and to assess the criteria that may be needed in the future.
- (c) Identify, review the qualifications of, and recruit new candidates for election to the Board.
- (d) As part of the search process for each new director, actively seek out women and racially and ethnically diverse candidates to include in the pool from which Board nominees are chosen.
- (e) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (f) Discuss succession planning for the Board and key leadership roles on the Board and its committees.





- (g) Establish procedures for the consideration of Board candidates recommended for the Nominating and Corporate Governance Committee's consideration by the Company's stockholders.
 - (h) Recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting.
 - (i) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
 - (j) Develop and recommend to the Board a set of corporate governance principles, and annually review these principles and recommend changes to the Board as appropriate.
 - (k) Regularly review the Board's leadership structure, and, if applicable, make a recommendation to the independent directors regarding the appointment of the lead independent director.
 - (l) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
 - (m) Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.
 - (n) Review directorships at other for-profit organizations offered to directors and senior officers of the Company.
 - (o) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
 - (p) Oversee the orientation process for new directors and ongoing education for directors.
 - (q) Oversee the evaluation of the Board and its committees.
 - (r) Oversee and, where appropriate, make recommendations to the Board regarding sustainability matters relevant to the Company's business, including Company policies, activities and opportunities.
 - (s) Oversee the Company's stockholder engagement program, and make recommendations to the Board regarding its involvement in stockholder engagement.
 - (t) Annually evaluate the performance of the Nominating and Corporate Governance Committee and the adequacy of the Nominating and Corporate Governance Committee's charter and recommend changes to the Nominating and Corporate Governance Committee's charter to the Board as appropriate.
- 3. Subcommittees.** The Nominating and Corporate Governance Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

4. Outside advisers. The Nominating and Corporate Governance Committee will have the authority to retain such outside counsel, experts, and other advisers as it determines appropriate to assist it in the full performance of its functions,





including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisers retained by the Committee.

5. Meetings. The Nominating and Corporate Governance Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Nominating and Corporate Governance Committee or its chairperson determines. The majority of the members of the Nominating and Corporate Governance Committee constitutes a quorum. The Nominating and Corporate Governance Committee will report regularly to the full Board with respect to its activities.

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