

ADVANCE AUTO PARTS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Advance Auto Parts, Inc. (the “Company”) to assist the Board in (1) identifying individuals qualified to become directors and members of the committees of the Board; (2) recommending director nominations for each annual meeting of stockholders and determining the composition of Board committees; (3) developing corporate governance principles applicable to the Company; (4) overseeing regular planning of chief executive officer (“CEO”) succession; and (5) overseeing certain matters with respect to environmental, social and governance (“ESG”) work at the Company..

COMPOSITION OF THE COMMITTEE

The Committee will be comprised of two or more directors, as determined by the Board. All members of the Committee will be independent directors (as determined by the Board) under the independence requirements of applicable law and the rules and requirements of the New York Stock Exchange. The members of the Committee will be appointed by and serve at the discretion of the Board. The Committee Chair will be a member appointed by the Board. If the Committee Chair is absent, another member of the Committee will be appointed by the Committee to act as Chair. A majority of Committee members will constitute a quorum.

CONSULTANTS

The Committee will have the full authority to take any actions necessary to discharge its duties under this Charter. The Committee may take any actions consistent with this Charter, the Company’s Bylaws and the Company’s Certificate of Incorporation as the Committee or the Board deems necessary or appropriate. The Committee will have the independent power and authority, in its discretion, to retain (and/or terminate) at the Company’s expense such legal counsel, accountants, advisors and experts as it deems necessary or appropriate to carry out its duties.

RESPONSIBILITIES AND DUTIES

In furtherance of its purpose, the Committee will have the following authority and responsibilities:

1. Evaluate the size and composition of the Board, and evaluate the credentials, contribution and independence of existing directors. The Committee will develop and recommend to the Board criteria for the selection of individuals to be considered as candidates for election to the Board.
2. Lead the search for and evaluate qualified individuals to become nominees for director, including to consider candidates of diverse backgrounds in all searches lead by the Committee. The Committee will evaluate each candidate within the context of the needs of the Board, its composition as a whole and the compositions of its committees in accordance with the criteria for selection established by the Committee. The Committee will recommend to the Board candidates for nomination, whether for election or re-election, for each annual stockholders’ meeting, and as necessary to fill vacancies and newly created directorships.
3. Develop and make publicly available procedures for stockholders to recommend candidates for nomination as director. The Committee will consider candidates for director who are recommended by stockholders of the Company in accordance with such procedures. The Committee will not evaluate any candidate for nomination differently solely because the candidate was recommended by a stockholder.

4. Recommend to the Board whether to accept or reject a director's resignation, or take other action, where a director fails to receive a majority vote or is otherwise required to submit a resignation as specified under the Company's Bylaws or Guidelines on Significant Governance Issues.

5. Recommend to the Board candidates for appointment to and removal from committees and consider periodically rotating directors among the committees. Evaluate the nature, structure and composition of the various Board committees.

6. Develop, recommend, monitor and reassess from time to time the Company's Guidelines on Significant Governance Issues, including procedures related to all Company codes of ethics and conduct, and recommend any amendments or revisions to the Board.

7. Develop, monitor and reassess from time to time the Company's Code of Ethics and Business Conduct for officers, employees and directors, make decisions with respect to any requested changes to or waivers of such code for directors or officers and recommend any amendments or revisions to the Board.

8. Take such steps as the Committee deems necessary or appropriate with respect to assessments of the performance of the Board, each other Board committee, individual directors and itself, at least annually. Oversee the evaluation of the Board and management, provided that all issues of management compensation will remain the sole responsibility of the Compensation Committee.

9. Review and recommend to the Board retirement and other tenure policies for directors.

10. Review directorships in other public companies held by or offered to directors. Review and approve directorships in public companies held by or offered to the Chief Executive Officer and senior officials of the Company.

11. Establish a process for stockholders to send communications to the Board and, if deemed necessary by the Committee, to specified individual directors.

12. Review and discuss with the Company's management the Company's responses to stockholder proposals or determine a committee of the Board appropriately responsible therefor.

13. Oversee development and implementation of CEO succession plan.

14. Review development and communication of Company's ESG programs.

15. Take such other actions as may be requested or required by the Board from time to time. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

MEETINGS

The Committee will meet with such frequency, and at such times, as its Chair or a majority of the Committee determines. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws applicable to meetings of Board Committees will govern meetings of the Committee.

BOARD REPORTS; MINUTES

The Committee Chair will regularly, or whenever requested by the Board, report to the Board on Committee actions. Minutes of each meeting will be kept.

SELF-ASSESSMENT

The Committee will annually review the Committee's own performance. The Committee will report the results of such self-assessment to the Board.

REVIEW AND AMENDMENT

Not less than annually, the Committee will review this charter and recommend to the Board any changes it deems advisable. Only the Board may amend this Committee's charter.

Effective May 24, 2023