



**CHEWY, INC.**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
CHARTER**

**1. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “NCG Committee”) of the board of directors (the “Board”) of Chewy, Inc. (the “Company”) is to assist the Board with oversight of the director nominations process and the Company’s corporate governance.

**2. MEMBERSHIP**

**Size:** Except otherwise required by any rules or regulations issued by the U.S. Securities and Exchange Commission (the “SEC”) or the New York Stock Exchange (“NYSE”), the NCG Committee shall consist of one or more members of the Board as may be appointed from time to time by the Board.

**Independence:** Unless otherwise permitted by applicable phase-in rules and exemptions or exemption for “controlled companies,” each member of the NCG Committee shall be “independent” in accordance with the rules of the NYSE. For the avoidance of doubt, any requirements in this charter relating to “independent directors” shall be deemed to be satisfied without reference to the “independence” of such director so long as the Company is a “controlled company” and as otherwise permitted by the applicable phase-in rules and exemptions for “controlled companies.”

**Appointment/Term/Removal:** The members of the NCG Committee shall be appointed by the Board based on recommendations from the NCG Committee. The members of the NCG Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the NCG Committee at any time with or without cause. Resignation or removal of a NCG Committee member from the Board for any reasons shall automatically constitute resignation or removal, as applicable, from the NCG Committee.

### 3. STRUCTURE AND OPERATIONS

**Leadership:** The Board shall designate a member of the NCG Committee as the chairperson based on recommendations of the NCG Committee.

**Meetings:** The NCG Committee shall hold such regular or special meetings as a majority of its members may deem necessary or appropriate to fulfill its responsibilities. The agenda for NCG Committee meetings will be prepared by the NCG Committee chairperson in consultation with the other NCG Committee members. The NCG Committee shall prepare minutes of its meetings and distribute such minutes to the Board and the Secretary of the Company and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. The NCG Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

**Outside Advisors:** The NCG Committee shall have the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the NCG Committee shall not be required to implement or act consistently with the advice or recommendations of the director search firm, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the NCG Committee to exercise its own judgment in fulfillment of its duties under this Charter. The NCG Committee shall set the compensation and retention terms and oversee the work of the director search firm, outside legal counsel or any other advisors. Any communications between the NCG Committee and its outside legal counsel will be privileged communications.

**Funding:** The NCG Committee shall receive appropriate funding from the Company, as determined by the NCG Committee in its capacity as a committee of the Board, for the payment of compensation to any director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the NCG Committee that are necessary or appropriate in carrying out its duties.

**Delegation of Authority:** The NCG Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the NCG Committee may deem appropriate in its sole discretion.

**Books and Reports:** The NCG Committee will have access to the Company's books, records, facilities, and personnel.

#### 4. DUTIES AND RESPONSIBILITIES

The NCG Committee shall be responsible for the following matters and any other matter as delegated by the Board from time to time.

- (i) **Director Qualifications**: To determine the qualifications, qualities, skills, and other expertise necessary to be an effective director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”).
- (ii) **Director Nominee Identification/Screening**: To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria (and taking into account the independence, financial literacy, and financial expertise standards that may be required by the SEC and applicable exchange rules, as well as any standards that may have been developed by the NCG Committee).
- (iii) **Board Refreshment**: To periodically review the size and composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee of the Board and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity (including gender, nationality, ethnicity, and age), skills, background and experience.
- (iv) **Shareholder Director Nominations/Third Party Director Nomination Rights**: To consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's bylaws and described in the Company's proxy statement. Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.
- (v) **Director Nominee Approval**: To make recommendations to the Board regarding the selection and approval of the nominees for director to be filled by the Board of Directors or submitted to a stockholder vote at an annual or special meeting of stockholders. The NCG Committee shall review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.
- (vi) **Board Committee Membership**: To review the Board's committee sizes, structure, and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually.

- (vii) **Shareholder Proposals**: To review shareholder proposals and recommend Board responses.
- (viii) **Shareholder Engagement**: To oversee engagement with stockholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.
- (ix) **Board Leadership**: To review the Board's leadership structure and recommend changes to the Board as appropriate.
- (x) **Continuing Education**: To institute such plans or programs as deemed appropriate for the continuing education of directors, including committee members.
- (xi) **Corporate Governance Documents, Guidelines and Trends**: To review, assess the adequacy of, and propose changes to the Board, as needed, the Company's certificate of incorporation, bylaws, Code of Conduct and Ethics, Corporate Governance Guidelines, and other corporate governance policies. To review emerging corporate governance trends and practices and recommend changes to the Company's corporate governance practices to the Board.
- (xii) **Corporate Governance Disclosure**: To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the NCG Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- (xiii) **Outside Directorships**: To review and approve, as appropriate, any requests from directors to stand for election to any outside for-profit boards of directors.
- (xiv) **Succession Planning**: To develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"), review the Succession Plan periodically, develop and evaluate potential candidates for CEO and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
- (xv) **Board and Management Performance Evaluation**: The NCG Committee shall periodically review the performance of the Board, including Board committees, and management, and shall make recommendations to the

Board and management, as applicable, for areas of improvement as it deems appropriate.

- (xvi) **NCG Committee Performance Evaluation**: To conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board.
- (xvii) **NCG Committee Charter Review**: To review this Charter at least annually and recommend any proposed changes to the Board for approval.