

ADVANCE AUTO PARTS, INC.

NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Committee is appointed by the Board of Directors (the “Board”) of Advance Auto Parts, Inc. (the “Company”) to (a) assist the Board in identifying individuals qualified to become directors and members of the committees of the Board; (b) recommend that the Board select the director nominees for each annual meeting of stockholders and the Board committee nominees; (c) develop and recommend to the Board corporate governance principles applicable to the Company; (d) oversee planning of chief executive officer (“CEO”) succession; and (e) take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

MEMBERSHIP

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. Unless the Board designates a Chair, the members of the Committee may designate a Chair by majority vote of the full Committee. A majority of Committee members will constitute a quorum.

RESPONSIBILITIES AND DUTIES

The members of the Committee will develop and maintain current familiarity with director qualifications and corporate governance principles, the performance of the Board and its committees and the individual members thereof and the committee structure of the Board.

The Committee has the express authority to:

- (a) 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.
- (b) Lead the search for and evaluate qualified individuals to become nominees for director. 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.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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.
 - (g) 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.
 - (h) 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.
 - (i) Retirement. Review and recommend to the Board retirement and other tenure policies for directors.
 - (j) Other Directorships. 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.
 - (k) Establish a process for stockholders to send communications to the Board and, if deemed necessary by the Committee, to specified individual directors.
 - (l) 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.
 - (m) Oversee development and implementation of CEO succession plan.
 - (n) Review development and communication of Company's environmental, social and governance (ESG) programs.
 - (o) Make recommendations and report to the Board and other Board committees with respect to any of the foregoing matters.

SEARCH FIRM

The Committee has the express authority to decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates. If the Committee decides in its discretion to retain such a firm, the Committee has the sole authority to retain and terminate any such firm and to approve the search firm's fees and other retention terms.

MEETINGS

The Committee will meet with such frequency, and at such times, as its Chair or a majority of the Committee determines. A special meeting of the Committee can be called by the Chair or the Chair's designee and will be called promptly upon the request of any two Committee members. 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. The Committee will meet as frequently as it deems necessary to carry out its responsibilities. The Committee will report to the Board on its activities at least once a year and otherwise as the Committee deems necessary.

BOARD REPORTS; MINUTES

Minutes of each meeting will be kept. The Committee will report to the Board regularly or whenever requested to do so by the Board.

SUBCOMMITTEES

The Committee has the power to appoint subcommittees, and may delegate functions to a subcommittee of the full Committee as it deems appropriate. Any subcommittee will be comprised solely of independent directors. No subcommittee will have any final decision making authority on behalf of the Board.

RETENTION; RELIANCE; INVESTIGATIONS; COOPERATION

The Committee has the power, in its discretion, to retain at the Company's expense such counsel, advisors and experts as it deems necessary or appropriate to carry out its duties. The Committee will act in reliance on management, the Company's independent public accountants, internal auditors, and advisors and experts, as it deems necessary or appropriate to enable it to carry out its duties. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties. The Committee will have unrestricted access to the Company's employees, independent public accountants, internal auditors, and internal and outside counsel, and may require any employee of the Company or representative of the Company's outside counsel or independent public accountants to attend a meeting of the Committee or to meet with any members of the Committee or representative of the Committee's counsel, advisors or experts.

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 August 8, 2018.