

# **BJ'S WHOLESALE CLUB HOLDINGS, INC.**

## **SECOND AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER**

(Effective as of January 18, 2023)

### **I. Purpose**

The purpose of the Compensation Committee (the “Committee”) is to oversee the discharge of responsibilities of the Board of Directors (the “Board”) of BJ's Wholesale Club Holdings, Inc. (the “Company”) relating to the compensation of the Company's executive officers and directors.

### **II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the “NYSE”), except as otherwise permitted by applicable NYSE rules, including the “controlled company” exemption, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### **III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Chair of the Committee has the authority to call for a Committee meeting to enter into executive session.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser's independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NYSE rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

### **IV. Duties and Responsibilities**

1. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone, or, if directed by the Board, in conjunction with a majority of independent directors of the Board), will set the Chief Executive Officer's compensation.

2. *Other Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer. In connection with the foregoing, the Committee will oversee an evaluation of the performance of the executive officers of the Company other than the Chief Executive Officer.

3. *Employment Agreements.* The Committee will review and approve any employment agreements, consulting agreements, severance or retirement arrangements or change-in-control agreements and provisions covering, or any special or supplemental benefits to, any current or former executive officer.

4. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

5. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendation to the Board regarding the Company's incentive compensation and equity-based plans and arrangements. The Committee has the authority to grant stock and other equity awards under such plans.

6. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

7. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K (or any successor rule or regulation).

8. *Annual Meeting Matters.* The Committee will (a) review and discuss the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Votes"), and (b) review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account such results.

9. *Claw-back Policy.* The Committee may periodically consider and, if deemed appropriate or required by applicable law, adopt a policy for recovering incentive-based compensation from executive officers.

10. *Risk Management.* The Committee will periodically review the Company's compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company by encouraging excessive risk-taking.

11. *Environmental, Social and Governance ("ESG") Matters.* The Committee will oversee and evaluate the Company's key human resource management efforts and initiatives, including (a) diversity, equity and inclusion, (b) employee health, safety and well-being, and (c) initiatives and programs related to corporate culture, employee engagement and enterprise-wide talent development, in connection with the Company's overall ESG strategy, development and policies and, as appropriate, make recommendations to the Audit Committee of the Board regarding such matters in furtherance of the Company's ESG objectives.

12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

14. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to delegate to an officer of the Company the power to grant rights or options to officers (other than executive officers) and associates, in a manner that is in accordance with applicable law.