

LUMBER LIQUIDATORS HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Statement of Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Lumber Liquidators Holdings, Inc. (the “Company”). The purpose of the Committee is to identify individuals qualified to become members of the Board consistent with the criteria approved by the Board, to recommend director-nominees for election at each annual meeting of stockholders, to fill any vacancies on the Board, and to address related matters. The Committee shall also develop and recommend to the Board corporate governance principles applicable to the Company, review and recommend to the Board the form and amount of Director compensation and perquisites, and lead and oversee the annual review of the Board’s and its standing committees’ performance.

II. Organization

A. Charter. At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be recommended to the Board for approval.

B. Members. The members of the Committee shall be appointed by the Board and, as determined by the Board, shall meet the independence requirements of applicable law and rules of the New York Stock Exchange. Only members of the Board (each a “Director”) shall be eligible to serve as a member of the Committee. The Committee shall be comprised of at least three members. Committee members shall serve at the pleasure of the Board and may be removed by the Board at any time by an affirmative vote of a majority of the Board. The Committee shall recommend and the Board shall appoint a Committee Chairperson.

C. Meetings. In order to discharge its responsibilities, the Committee shall meet at least three times each year; additional meetings may be scheduled as required.

D. Quorum; Action by Committee. A quorum at any Committee meeting shall be a majority of the members of the Committee. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be as effective as if made at a meeting duly called and held.

E. Agenda, Minutes and Reports. An agenda, together with materials relating to the subject matter of each meeting, shall be shared with members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee’s discharge of its responsibilities. The Committee shall make regular reports to the Board.

F. Attendance of Meetings by Management and Others. The Committee may meet in executive session with the Committee members and may request, in its discretion, one or more

members of management, Directors who are not members of the Committee, or other persons to attend a Committee meeting (or portions thereof) to provide such pertinent information or advice as the Committee may request. The Committee may also request that any officer or other employee of the Company, or any other person, meet with any members of the Committee, or any outside consultants, legal counsel or other advisors retained by the Committee.

G. *Performance Evaluation.* The Committee shall recommend to the Board a process for the Board's and each committee's annual self-evaluation. The Committee will oversee the evaluation of the Board, its committees, and management, and recommend to the Board any changes as appropriate. The Committee shall also evaluate its performance on an annual basis.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *Board Size; Director Selection Criteria.* The Committee shall periodically evaluate the size of the Board. The Committee shall recommend to the Board for its approval director selection criteria that includes, at a minimum, any requirements of applicable law or listing standards, as well as considerations of a director-candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure), independence, and principles of diversity and inclusion. The Committee shall consider the results of the Board's annual self-evaluation and other perceived needs of the Board in recommending changes to the selection criteria.

B. *Director Recruitment.* The Committee shall recruit, consider and recommend to the Board for its final approval director-candidates to serve on the Board, including director-candidates to fill vacancies resulting from the removal, resignation or retirement of any Director, an increase in the size of the Board, or otherwise. The Committee shall also consider and recommend to the Board for its final approval any director-candidate recommended by a stockholder of the Company in accordance with applicable provisions of the Company's Bylaws and in light of the Board's selection criteria, including such candidate's independence and compliance with the requirements of applicable law or listing standards. As part of this responsibility, the Committee shall conduct, subject to applicable law, any inquiries into the background and qualifications of any director-candidate under consideration for nomination to the Board.

C. *Reconsideration of Directors for Re-Election.* When considering Directors standing for re-election to the Board, the Committee shall assess the contributions of such Directors, taking into account the results of the Board's self-evaluation and other perceived needs of the Board.

D. *Director Compensation and Perquisites.* The Committee shall advise the Board with respect to proposed changes in Board or standing committee compensation, as well as Director retirement policies, programs and perquisites. Directors who are Company employees shall not be compensated for their service as Directors.

E. *Consideration of Term Limits.* The Committee shall review the desirability of term limits for Directors and recommend policies to the Board in this regard from time to time.

F. *Stock Ownership Guidelines.* The Committee shall review annually any stock ownership guidelines applicable to the Directors and shall recommend to the Board revisions to such guidelines as appropriate.

G. *Governance Guidelines.* The Committee shall recommend to the Board corporate governance policies, principles and procedures applicable to the Company and otherwise required by the Securities and Exchange Commission or applicable listing standards, including guidelines addressing, among other matters, the size, composition and responsibilities of the Board and its standing committees (the “Guidelines”). The Committee shall review the Guidelines at least annually, and the Committee shall make recommendations to the Board with respect to changes to the Guidelines.

H. *Advise as to Committee Membership and Operations.* The Committee shall advise the Board with respect to the charters, structure, size and operations of the various standing committees of the Board and qualifications for membership thereon. The Committee shall also make recommendations to the Board regarding which Directors should serve on the various standing committees of the Board and which Directors should serve as the chairs of those committees.

I. *Succession Planning.* The Committee shall report periodically to the Board regarding succession planning with respect to the office of the Chief Executive Officer and other Executive Officers determined by the Board. Together with the recommendation of the Chief Executive Officer, the Committee shall assist with the identification of potential successor candidates for these roles and the assessment of their readiness. The Committee shall prepare and recommend to the Board a contingency plan, in consultation with the Chief Executive Officer, for the appointment of an acting Chief Executive Officer in the event of the current Chief Executive Officer’s inability or unavailability to serve.

J. *Evaluation of Board of Directors.* The Committee shall oversee the evaluation of the Board. In discharging this responsibility, the Committee shall solicit comments from all Directors and report annually to the Board on the results of the evaluation.

K. *Access to Records, Consultants and Others.* In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside consultants, legal counsel or other advisors to advise the Committee. The Committee shall have the sole authority and responsibility to engage or terminate any outside consultant to assist in identifying qualified individuals to be nominated for election to the Board, and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company’s outside counsel or any other person meet with any members of, or consultants to, the Committee. The Company shall provide adequate funding, as determined by the Committee, for payment of reasonable compensation to any outside consultant, legal counsel or other advisor retained by the Committee, as well as appropriate administrative expenses of the Committee incurred in discharging its responsibilities.

L. *Orientation; Director Education Policy.* The Committee will oversee, in conjunction with the Company’s Chief Legal Officer, an orientation program for new Directors and an annual education program for all Directors, and recommend approval of the Director Education Policy and other elements of the annual education program to the Board pursuant to Section II.K. of the Guidelines.

M. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of two or more members of the Committee.

N. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

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This charter shall not be construed in a manner that imposes upon the Committee or its members additional duties and responsibilities or a higher standard of conduct or care than that imposed upon directors or committees of boards of directors generally, pursuant to applicable law.

Revised as of September 23, 2020