

Nominating and Corporate Governance Committee Charter

Purposes:

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) is to (1) identify, screen and recommend candidates for election to the Board at the annual meeting of shareholders, (2) fill vacancies that may occur between annual meetings of shareholders, (3) provide general oversight with respect to corporate governance matters to ensure the Board meets its fiduciary duties to the Company and its shareholders, and (4) perform certain additional functions and duties with respect to nominating and corporate governance matters as more fully set forth herein.

Committee Membership and Organization:

The Committee shall be comprised of at least three directors, all of whom satisfy the definition of “independent” under the listing standards of The Nasdaq Stock Market, Inc. (“Nasdaq”) and applicable law. The Committee members shall be appointed by the Board and may be removed by the Board in its discretion. The Chairperson of the Committee shall be designated by the Board.

Meetings:

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities, but no less frequently than annually.

Committee Responsibilities and Authority:

The Committee will generally have the following authority and responsibilities:

A. Board of Directors

1. The Committee will assess the Board’s current and projected strengths and needs by, among other things, reviewing the Board’s current profile, its Director Qualification Standards, set forth below, and the Company’s current and future needs. It is understood that the composition, skills and needs of the Board may change over time and will be considered in establishing the desirable profile of candidates for any specific opening.
2. Using the results of this assessment, the Committee will identify an initial list of potential nominees both from incumbent directors whose terms are ending and through the personal networks of both members of the Board and, if the Committee deems it appropriate, the senior management of the Company. The Committee will also consider nominees recommended by shareholders, provided the procedures set forth in the Company’s Restated Certificate of Incorporation, as amended, are followed by the shareholders submitting recommendations. A copy of the Company’s Restated Certificate of Incorporation, as amended, can be found on the Company’s website, www.monro.com. Finally, the Committee may recommend that the Board engage a

search firm to identify potential nominees, as appropriate. The Committee will evaluate each potential nominee in the same manner, irrespective of whether the nominee was recommended by a Board member, senior officer or shareholder or was identified by a search firm.

3. In general, the Committee will take into consideration, at a minimum, the following characteristics when evaluating nominee candidates to the Board of Directors (the “Director Qualification Standards”):

- a) **Integrity.** Nominees should have proven integrity, be of the highest ethical character and share the Company’s values, as set forth in the Company’s Code of Ethics.
- b) **Reputation.** Nominees should have reputations, both personal and professional, consistent with the Company’s image and reputation.
- c) **Judgment.** Nominees should have the ability to exercise sound business judgment on a broad range of issues.
- d) **Knowledge.** Nominees should be financially literate and have a sound understanding of business strategy, business environment, corporate governance and board operations.
- e) **Experience.** In selecting nominees, the Committee will seek candidates with considerable experience in a senior executive or leadership role in a significant business organization. Candidates with equivalent relevant experience from other backgrounds, such as legal, finance/accounting or government will also be considered. It is preferred, but not required, that nominees have prior experience as a board member of a public company.
- f) **Maturity.** Nominees should value board and team performance over individual performance and possess a sense of cooperation and respect for others to facilitate superior Board performance.
- g) **Commitment.** Nominees should be able and willing to devote the required amount of time to the Company’s affairs, including preparing for and attending meetings of the Board and its committees. It is expected that directors will be actively involved in the Board in its decision-making.
- h) **Independence.** Nominees should be independent in their thought and judgment and be committed to representing the interests of all the Company’s shareholders. Further, the Committee will determine each nominee’s status as an “independent director” under the independence rules established by Nasdaq.
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Further, in evaluating nominee candidates, the Committee will also consider issues of diversity, to include gender, age, ethnic background and professional experience, as well as such other criteria as the Committee shall determine to be relevant at the time.

4. The Committee will interview the potential nominee(s).

5. Following any interviews, a reference check will be performed on each potential nominee to whom the Committee desire to extend an invitation.

6. Depending on the results of the reference check, the Committee may extend such potential nominee an invitation to join the Board (each, a “Nominee”), subject to election by the shareholders at the next annual meeting.
7. Finally, for those Nominees who accept the Committee’s invitation, the Committee will recommend to the Board that the Board designate and approve the Nominee for election to the Board and that the Board place such Nominee’s name in consideration for the shareholder vote at the next annual meeting.
8. The Committee will annually review the Board committee structure and recommend to the Board directors to serve as members of each Board committee and as Board committee chairs. The Committee shall recommend additional committee members to fill vacancies as needed.
9. The Committee will annually recommend to the Board a director to serve as Lead Independent Director if the Chairman of the Board is not independent.

B. Corporate Governance

The Committee shall have the following functions, powers and duties with respect to corporate governance:

1. Monitor implementation of specific corporate governance initiatives previously approved by the Board and report periodically on implementation progress to the Board.
2. Review periodically and update, as necessary, the Company’s Corporate Governance Guidelines and any of the Company’s other policies and procedures governing the operations of the Board and the Company. The Committee shall assist the Board in carrying out such guidelines, policies and procedures and shall monitor compliance with them.
3. Keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
4. Otherwise take a leadership role in shaping the corporate governance of the Company.
5. Conduct a periodic assessment of its own operations and provide a report of the assessment to the full Board.
6. Monitor the independence of the Board; review any potential conflict of interest between a director and the Company and any potential violation of the Company’s Corporate Governance Guidelines by a director; recommend to the Board actions the Committee deems appropriate to be taken in connection with any such potential conflict of interest or violation.

7. Review any proposals submitted by a shareholder for action at a meeting of shareholders; make recommendations to the Board regarding action to be taken in response to each such proposal; consider the voting results on any such proposal.
8. Review periodically the Lead Independent Charter and make recommendations to the Board regarding any changes the Committee deems necessary or desirable.

C. Miscellaneous

To perform such other functions that may be assigned by the Board.

General Matters

A. Outside Advisors

The Committee shall have the authority to engage and terminate outside counsel and/or independent consultants to review any matter under its responsibility, including but not limited to the authority to engage and terminate any search firm used to identify director candidates, to the extent deemed appropriate by the Committee.

B. Reporting

The Committee shall report its actions to the Board and keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Company.

Approval of Charter; Amendment

This Charter shall be deemed adopted when approved by the Committee and ratified by the Board. Amendments to the Charter shall be effected by a written instrument approved by the Committee and ratified by the Board.

Adopted: June 16, 2004

Amended: May 11, 2011

Amended: May 13, 2015