

BURLINGTON STORES, INC.

COMPENSATION COMMITTEE
CHARTER

Organization

This charter adopted by the Board of Directors (the “Board”) of Burlington Stores, Inc. (the “Company”) governs the operations of the Compensation Committee (the “Committee”) of the Board. The Committee shall consist of at least two members. Each member of the Committee shall qualify (i) as an independent director and satisfy the requirements under the standards established by the New York Stock Exchange (the “NYSE”), (ii) as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (iii) under any other requirements deemed by the Board to be applicable, including any requirements imposed by the Securities and Exchange Commission (the “SEC”) or the Internal Revenue Service. Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

Committee members shall be appointed by the Board and shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. Committee members may be removed or replaced by the Board in its discretion. The Board shall designate one of the members as Chair of the Committee, and the Committee shall keep minutes of its proceedings and actions.

The Committee shall meet periodically, either in person or by teleconference or other communications equipment by means of which all persons participating in the meeting can hear each other, as deemed necessary by the Chair of the Committee. All meetings shall be at the call of the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members present at a meeting at which a quorum is present. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing or by electronic transmission by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee, provided such delegation is not inconsistent with law and applicable rules and regulations of the SEC and the NYSE. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may meet in executive session outside the presence of the Company’s executive officers. The Chief Executive Officer shall not be present during the Committee’s voting or deliberations on the compensation of the Chief Executive Officer. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

In discharging its oversight role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with full access to all books, records, facilities and personnel of the Company.

The Committee may, in its sole discretion, appoint, retain and terminate any compensation consultant, legal counsel or other advisors as it deems necessary in the performance of its duties and without having to seek the approval of the Board. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any compensation consultant, legal counsel or other advisor retained by the Committee. In selecting any compensation consultant, legal counsel or other advisor (other than in-house legal counsel), the

Committee shall take into consideration all factors relevant to such person's independence from management, including the specific independence factors identified in the listing standards established by the NYSE to the extent the Company is subject to such standards.

Purpose and Responsibilities

The Committee's primary purpose and responsibilities shall be to:

- Review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance according to these goals and objectives and determine and approve the Chief Executive Officer's compensation based on this evaluation;
- Approve total compensation for executive officers, including oversight of all related executive benefit plans;
- Recommend to the Board for approval total compensation for the members of the Board;
- Recommend to the Board for approval the Company's incentive-compensation plans and equity-based plans that are subject to Board approval; and
- Produce a compensation committee report on executive compensation, as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

Duties

To fulfill its purpose and responsibilities, the Committee shall:

- Recommend to the Board for approval the total compensation for the non-employee directors of the Company and develop guidelines, if any, for non-employee directors, as well as executive officers and executive vice presidents and officers above that level (collectively, "EVPs and above"), to own designated amounts of Company stock.
- Establish the total compensation package provided to the Chief Executive Officer, review and approve the corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives in consultation with the non-employee directors, and approve the Chief Executive Officer's compensation based on this evaluation (including base pay adjustments, and any annual and long-term incentive payouts and grants of equity awards).
- Approve the (i) total compensation package provided to EVPs and above, and (ii) actual compensation (including base pay adjustments, and any annual and long-term incentive payouts and grants of equity awards) paid to EVPs and above, as well as to anyone serving as the Company's Chief Accounting Officer.
- Approve new or amended employment agreements, severance agreements, change of control agreements and other compensatory arrangements between the Company and the current and prospective EVPs and above.
- Develop and review periodically succession plans for EVPs and above (other than the Chief Executive Officer, which shall be the responsibility of the Board).
- Approve the creation and/or revision of incentive compensation plans in which EVPs and above participate and recommend to the Board for approval equity-based plans, which, for certain plans, may also require shareholder approval.
- Determine the performance goals and performance criteria under the Company's incentive compensation plans for EVPs and above.

- Produce and approve the compensation committee report on executive compensation included in the Company's proxy statements or other reports filed with the SEC and generally oversee compliance with the compensation reporting requirements of the SEC.
- Receive periodic reports from management regarding the Company's broad-based retirement plans.
- Administer all plans entitled to the exemption under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, including all stock option, restricted stock and deferred stock plans.
- Review at least annually the Company's compensation policies and practices for executive officers and employees generally to assess (i) whether the compensation structure establishes appropriate incentives for management and employees, and (ii) the risks associated with such policies and practices.
- Review the results of advisory stockholder votes on executive compensation and consider whether to adjust or recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
- Review the Company's human capital management practices, including diversity, equity and inclusion programs.
- Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers.
- Submit the minutes of all meetings of the Committee to, or discuss the key matters discussed at each Committee meeting with, the Board.
- Perform such other duties and responsibilities, consistent with this charter, the Company's Amended and Restated Bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

Miscellaneous

This charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

On an annual basis, the Committee shall evaluate and discuss its performance relative to the Committee's purpose, duties and responsibilities, as described by this charter. The Committee shall review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval. This charter is effective as of the date indicated below. Changes to this charter may only be made with the approval of the Board.

Adopted Effective as of May 17, 2023