

CHARTER
NOMINATING AND GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS OF DULUTH HOLDINGS INC.
(amended as of November 14, 2018)

I. PURPOSE

The primary functions of the Nominating and Governance Committee (the “Committee”) are to develop and maintain the corporate governance policies of Duluth Holdings Inc. (the “Company”), and to assist the Company’s Board of Directors (the “Board”) in (i) identifying, screening and recruiting qualified individuals to become Board members, and (ii) determining the composition of the Board and its committees. The Committee shall also assist the Board in assessing the Board’s effectiveness.

II. COMMITTEE MEMBERSHIP

The Committee will be comprised of at least three members, a majority of whom shall be “independent” directors. A director will be considered “independent” if he or she meets the requirements for independence set forth in the rules of the NASDAQ Stock Market LLC and must be free of any relationship that may interfere with the exercise of their independence and judgment.

The members of the Committee will be appointed by the Board of Directors. A member of the Committee will serve until his or her resignation, retirement, removal by the Board, or until his or her successor is appointed. No member of the Committee may be removed except by majority vote of the directors then in office, and no reduction in the number of members constituting the full Committee should have the effect of reducing the term of an incumbent member. The chairperson of the Committee will be the member of the Committee appointed to serve in such capacity by the Board of Directors from time to time.

III. COMMITTEE MEETINGS AND REPORTS

The Committee will meet as frequently as the Committee deems necessary, but the Committee will meet at least annually. Meetings of the Committee may be called by or at the request of the Executive Chairman of the Board, the chairperson of the Committee, or otherwise as provided in the bylaws of the Company. The Committee will report periodically to the Board of Directors regarding the Committee’s activities.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the power to perform the following:

Responsibilities for Corporate Governance Policies

1. Provide recommendations to the Board to enhance the Board’s effectiveness, including with respect to the timing, amount and content of information distributed

to Board members, the size and composition of the Board, and the frequency of Board meetings.

2. Develop and recommend to the Board corporate governance policies, reevaluate such policies periodically and recommend to the Board any revisions that the Committee deems necessary or appropriate for the Board to discharge its responsibilities more effectively.
3. Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

Review and Assess Board Membership Needs and Recommended Board Nominees

4. Periodically assess the Board's needs and identify suitable candidates for consideration as nominees to the Board. In identifying any candidates, the Committee shall consider whether each candidate would qualify as independent, and where appropriate, his or her financial expertise, and any other qualifications the Committee deems relevant.
5. Review the qualifications of all candidates proposed for Board membership, including any candidates nominated by shareholders in accordance with the Company's bylaws.
6. Annually recommend to the Board of Directors the nominees to stand for election at the Annual Meeting of Shareholders of the Company and, as necessary or deemed appropriate, recommend nominees to fill vacancies on the Board.
7. Develop and periodically review succession plans for the directors, including succession plans for the Executive Chairman, and periodically report to the Board of Directors on these matters.
8. Coordinate the annual self-evaluation of the performance of the Board and each of its committees.

Make Recommendations Regarding Committees and Committee Memberships

9. Recommend the creation of committees of the Board and recommend directors to be selected for membership on committees of the Board in accordance with the Company's bylaws. The Committee will also recommend to the Board proposed changes to the size and composition of any committee and the qualifications for membership on each committee.

D&O Insurance and Other

10. Evaluate and recommend to the Board appropriate levels and terms of the Company's insurance for officers and directors.

11. Perform such other duties as are delegated to the Committee under the Company's bylaws, the charter of this committee adopted by the Board or by resolution of the Board.

V. DELGATION; USE OF OUTSIDE ADVISORS

The Committee may, if it deems appropriate from time to time, delegate authority with respect to any of its functions to such officers of the Company, committees comprised of such persons, or a subcommittee of the Committee, including one or more members of the Committee, unless prohibited by applicable law, regulation or exchange listing standard.

In the course of fulfilling its duties, the Committee has the authority to retain or obtain the advice of a consultant, legal counsel or other adviser (an "Outside Advisor"), including ones that are not independent; provided, however, that the Committee shall not be required to retain or obtain, or act consistently with the advice or recommendations of, any Outside Advisor to the Committee, and the authority granted herein shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties hereunder. The Committee shall approve all of the terms of engagement of the Outside Advisor and the compensation to be paid to the Outside Advisor, oversee the work of the Outside Advisor and to terminate such Outside Advisor.

VI. ANNUAL EVALUATION

The Committee will review and reassess this charter on an annual basis.