

***BIG 5 SPORTING GOODS CORPORATION***  
***ROLE OF LEAD INDEPENDENT DIRECTOR***

(Adopted October 7, 2016)

If the offices of Chairman of the Board and Chief Executive Officer are held by the same person, the independent members of the Board of Directors will annually elect an independent Director to serve in a lead capacity (the “Lead Independent Director”). The Lead Independent Director shall be so identified on the Company’s website, and shall generally have responsibility for coordinating the activities of the other independent Directors, and perform such other duties and responsibilities as the Board of Directors may determine.

**The specific responsibilities of the Lead Independent Director shall include the following:**

**Presides at Executive Sessions**

- Presides at all meetings of the Board at which the Chairman and CEO is not present, including executive sessions of the independent Directors.

**Calls Meetings of Independent Directors**

- Has the authority to call meetings of the independent Directors.

**Leads Evaluation of Chair and CEO**

- Conducts, in consultation with the other independent Directors, an evaluation of the Chairman/CEO, including an annual evaluation of the Chairman/CEO’s interactions with the Board and effectiveness as Board Chair.

**Functions as Liaison with the Chairman and CEO**

- Serves as liaison between the independent Directors and the Chairman and CEO.

**Approves the scheduling, agendas and provisioning of information for all Board meetings**

- Approves information sent to the Board, including the quality, quantity and timeliness of such information, as well as approving meeting agendas.
- Facilitates the Board’s approval of the number and frequency of Board meetings, and approves meeting schedules to assure that there is sufficient time for discussion of all agenda items.

**Shareholder Communication**

- If requested by major shareholders, ensures that he/she is available, when appropriate, for consultation and direct communication.