

Big 5 Sporting Goods Corporation

Charter for Audit Committee

(Amended and restated April 25, 2013)

ARTICLE I FORMATION

The Board of Directors (the "Board") of Big 5 Sporting Goods Corporation (the "Corporation") has established the Audit Committee (the "Committee") pursuant to Section 141(c)(2) of the Delaware General Corporation Law and Article IV, Section 1 of the Corporation's Bylaws.

ARTICLE II PURPOSE

1. The purpose of the Committee is to oversee (1) management in the performance of its responsibilities relating to the preparation of the Corporation's financial statements, the integrity of the Corporation's accounting and financial reporting, and the Corporation's systems of internal controls and disclosure controls and procedures, (2) the performance and qualifications of the independent registered public accounting firm (including the independent auditors' independence), (3) the performance of the Corporation's internal audit function, and (4) the Corporation's compliance with legal and regulatory requirements.

2. Management is responsible for preparing the Corporation's financial statements and for their accuracy and the Corporation's independent auditors are responsible for auditing those financial statements. While the Committee has certain authority and oversight responsibilities under this Charter, it is not the responsibility of the Committee to plan or conduct audits. In the absence of their possession of reason to believe that such reliance is unwarranted, the members of the Committee may rely without independent verification on the information provided to them and on the representations made by the Corporation's management and the Corporation's independent auditors. Accordingly, the Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Committee's authority and oversight responsibilities do not assure that the audits of the Corporation's financial statements have been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles or that the Corporation's independent auditors are in fact "independent."

ARTICLE III COMPOSITION

The Committee shall consist of at least three directors, each of whom shall meet the independence requirements of the Nasdaq National Market, the Securities and Exchange Commission and any other applicable law (except as may be allowed by those requirements in exceptional circumstances). In addition, no person may be a member of the Audit Committee who has participated in the preparation of the financial statements of the Corporation or any of its current subsidiaries at any time during the past three years. Subject to the foregoing, the exact number of members of the Committee shall be fixed and may be changed from time to time by resolution duly adopted by the Board.

Each member shall be financially literate, which shall include the ability to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. At least one member of the Committee shall qualify, in the determination of the Board of Directors, as an "audit committee financial expert" as defined by the rules and regulations of the Securities Exchange Commission and applicable stock exchange listing standards, which expertise may have been acquired through past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in such individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified as directors and appointed to the Committee or until their earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board at any time.

The Board may appoint one member to serve as Chair of the Committee. The Chair shall set the agenda for the Committee's meetings, convene and chair the Committee's regular and special meetings and act as the Committee's representative to the Board in communicating with the Board and management. If the Board fails to appoint a Chair of the Committee, the members of the Committee shall elect a Chair by majority vote of the full Committee to serve at the pleasure of the majority of the full Committee.

ARTICLE IV RESPONSIBILITIES

The principal responsibilities and functions of the Committee are set forth below. The Committee is authorized to carry out these responsibilities and other responsibilities assigned to it by the Board from time to time, and to take any action reasonably related to the mandate of this Charter. Subject to any restrictions set forth in the Corporation's Certificate of Incorporation and Bylaws and applicable law, the Committee shall have all power and authority necessary or appropriate to carry out its purposes and responsibilities.

The Committee's role in performing its responsibilities and functions is one of oversight. The Corporation's management is responsible for preparing the Corporation's financial statements and the Corporation's independent auditors are responsible for auditing

those financial statements. Additionally, the Committee recognizes that financial management, as well as the Corporation's independent auditors, have more time, knowledge and more detailed information concerning the Corporation than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Corporation's financial statements or any professional certification as to work of the Corporation's independent auditors. Further, auditing literature, particularly Statement of Auditing Standards ("SAS") No. 71, defines the term "review" to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term "review" as applied to the Committee in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

A. Independent Auditors

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged by the Corporation (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation. The independent auditors shall report directly to the Committee.
2. Pre-approve all audit and permissible non-audit services to be performed for the Corporation by a registered public accounting firm in accordance with the provisions of § 10A(i) of the Securities Exchange Act of 1934, as amended.
3. Review and discuss with the independent auditors their audit procedures, including the scope, fees and timing of the audit, and the results of the annual audit examination and any accompanying management letters, and any reports of the independent auditors with respect to interim periods.
4. Discuss with the Corporation's independent auditors the matters required to be discussed by SAS No. 61 (Codification of Statements on Auditing Standards, AU § 380), as may be modified or supplemented.
5. At least annually, discuss with the independent auditors their independence and receive each of the following in writing:
 - (a) Disclosure of all relationships between the auditors and their related entities and the Corporation and its related entities or services provided by the auditors and their related entities to the Corporation and its related entities that in the auditors' professional judgment may reasonably be thought to bear on independence, consistent with applicable requirements of the

Public Company Accounting Oversight Board (“PCAOB”) regarding the independent auditors’ communications with the Committee concerning independence, as may be modified or supplemented, or impact the objectivity of the independent auditors; and

- (b) Confirmation that, in the auditors' professional judgment, the independent auditors are independent of the Corporation within the meaning of the federal securities laws.
6. Based upon a report from the independent auditors, at least annually review (a) the independent auditors’ internal quality-control procedures, (b) any material issues raised by the most recent quality-control review or PCAOB review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and (c) any steps taken to address any such issues.
 7. Review and concur with the Corporation's hiring as an employee or engaging as a contractor or consultant of any employees of the Corporation's independent auditors who were engaged on the account of the Corporation or any of its subsidiaries in the most recent twelve months.
 8. At least annually, evaluate the independent auditors' qualifications, performance and independence, including a review and evaluation of the lead partner of the independent auditors, and present its conclusions to the Board. In making its evaluation, the Committee should take into account the opinions of management and should consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself.
 9. Prepare an audit committee report for inclusion in the Corporation's annual proxy statement in accordance with the rules promulgated by the SEC.

B. Internal Audit Oversight Responsibilities

1. Receive reports on the proposed scope of the internal audit plan and the process to develop the plan, as well as the program for integration of the independent and internal audit efforts.
2. Receive reports on the status of significant findings, recommendations, and management's responses.
3. Review the charter, reporting relationship, activities, organizational structure, and credentials of the Internal Audit department.

C. Financial Statements and Disclosures

1. Review and discuss with the Corporation's independent auditors and management the Corporation's audited financial statements and quarterly financial statements, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Corporation's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.
2. Review and discuss with management any proposed public release of earnings or guidance information, provided the Audit Committee may delegate to the Audit Committee Chair the authority, at the Chair's discretion, to review any such release, information and guidance.
3. Review, in conjunction with the Audit Committee's review of the quarterly and annual reports, the process for the CEO and CFO certifications with respect to the financial statements and the Corporation's disclosure and internal controls.
4. Review and discuss with management and the independent auditors any transactions or courses of dealing with parties related to the Corporation which transactions are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are relevant to an understanding of the Corporation's financial statements.
5. Review and discuss with management and the independent auditors the accounting policies that may be viewed as critical, any significant changes in the Corporation's accounting policies and any accounting or financial reporting proposals that may have a significant impact on the Corporation's financial reports. Inquire about the Corporation's independent auditors' views about management's choices among alternative accounting principles and the quality of the Corporation's accounting principles as applied in its financial reporting.
6. Review and discuss with management and the independent auditors any material off-balance sheet transactions, arrangements, obligations

(including contingent obligations) and other relationships of the Corporation with entities of which the Committee is made aware whose accounts are not consolidated in the financial statements of the Corporation and that may have a material current or future effect on the Corporation's financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses.

7. Review and recommend action with respect to the results of each independent audit of the Corporation's financial statements, including problems encountered in connection with such audit and recommendations of the independent auditors arising as a result of such audit.
8. Based on (a) its review and discussions with management of the Corporation's audited financial statements, (b) its discussion with the independent auditors of the matters to be communicated pursuant to SAS 61 and (c) the written disclosures from the Corporation's independent auditors regarding independence, recommend to the Board whether the Corporation's audited financial statements should be included in the Corporation's Annual Report on Form 10-K for the last fiscal year for filing with the Securities and Exchange Commission.

D. Internal Accounting

1. Review with the Corporation's independent auditors, internal auditors and financial management (a) the adequacy and effectiveness of the Corporation's system of disclosure controls and procedures and internal controls over financial reporting; (b) all significant deficiencies in the design or operation of the Corporation's internal controls over financial reporting that could adversely affect the Corporation's ability to record, process, summarize and report financial data; (c) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls over financial reporting; (d) the adequacy and effectiveness of those portions of the Corporation's code of business conduct and ethics that relate to the integrity of the Corporation's financial reporting; and (e) the related findings and recommendations of the Corporation's independent auditors together with management's responses.

E. Management and Employee Conduct Policies; Legal Compliance

1. Review from time to time and make recommendations with respect to the Corporation's policies relating to management conduct and oversee procedures and practices to ensure compliance therewith. Such policies shall include, without limitation, those relating to

- (a) transactions between the Corporation and members of its management, (b) political contributions and other sensitive payments, (c) compliance with the Foreign Corrupt Practices Act and (d) corporate or competitive opportunities offered to or enjoyed by members of such management.
2. Make interpretations from time to time as to the scope and application of the Corporation's management conduct policies.
 3. Review periodically with senior management the provisions of the Corporation's code of business conduct and ethics (including the Corporation's policies and procedures with regard to trading by Corporation personnel in securities of the Corporation and use in trading of proprietary or confidential information) bearing on the integrity of financial reporting including any waivers provided under such code since the last review.
 4. Review on an ongoing basis and approve or disapprove all related party transactions that are required to be disclosed by Item 404 of Regulation S-K promulgated by the SEC.
 5. Review, with the Corporation's counsel, legal compliance and legal matters that could have a significant impact on the Corporation's financial statements.
 6. Consider the risk of management's ability to override the Corporation's internal controls.
 7. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

F. Annual Self-Evaluation

1. At least annually, conduct a self-evaluation of the performance of the Committee, including its overall effectiveness and compliance with this Charter.
2. At least annually, review this Charter and reassess its adequacy.

The foregoing functions and responsibilities are set forth with the understanding that the Committee may, to the extent permitted by applicable laws or regulations, diverge therefrom as appropriate given the circumstances.

In discharging its role, the Committee encourages free and open communication among the Committee, the Corporation's independent auditors and management. The Committee shall have the resources and authority necessary to discharge its duties and

responsibilities, including the resources and authority to retain outside separate counsel or other experts or consultants, as it deems appropriate. The Committee is empowered to investigate any matter brought to its attention that is within the scope of or otherwise relevant to its responsibilities, with all requisite access to all books, records, facilities and personnel of the Corporation and with access to the Corporation's outside legal counsel and other advisors.

ARTICLE V PROCEDURES

The Committee shall meet at least once each fiscal quarter. Additional meetings shall occur as the Committee or its Chair deems advisable.

The Committee shall keep regular minutes of its meetings, and shall report its actions to the next meeting of the Board. Meetings and actions of the Committee shall be governed by, and held and taken in accordance with, the provisions of the Corporation's Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the Committee, the Chair of the Committee and its members for the Board, the Chairman of the Board and its members. Regular meetings of the Committee may be held at such time and such place as the Committee determines from time to time. In the absence of the Chair, a member designated by the Chair or designated by a majority of the members in attendance shall preside at a meeting.

The Committee may, to the extent permitted by applicable laws and regulations, form and delegate any of its responsibilities to, a subcommittee so long as such subcommittee consists of at least two members of the Committee. The requirements for action by a subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. To perform its oversight functions effectively, the Committee should meet separately, periodically, with management, with the internal auditors (or other personnel responsible for the internal audit function) and with the independent auditors. The Committee may, at its discretion and at the invitation of the Chair, include in its meetings members of the Corporation's management, representatives of the Corporation's outside advisors, any other personnel employed or retained by the Corporation or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director who is not a member of the Committee.