

# **Big 5 Sporting Goods Corporation**

## **Charter for Nominating and Corporate Governance Committee**

(Amended and restated as of February 25, 2016)

### **ARTICLE I FORMATION**

The Board of Directors (the "Board") of Big 5 Sporting Goods Corporation (the "Corporation") has established the Nominating and Corporate Governance 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**

The purposes of the Committee are to (i) identify, screen, review and recommend to the Board individuals qualified to be nominated for election to the Board and to fill vacancies or newly created positions on the Board, consistent with criteria approved by the Board, (ii) recommend to the Board directors to serve on each Board committee, (iii) assess and, as necessary, develop and recommend to the Board corporate governance policies for the Corporation, and (iv) oversee the evaluation of the Board.

### **ARTICLE III COMPOSITION**

The Committee shall consist of at least two directors, each of whom shall be determined by the Board to be "independent" in accordance with the rules of the Nasdaq National Market (except as may be allowed by those rules in exceptional circumstances). 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.

The members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified 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.

A. Board Selection and Composition

1. Periodically, and no less frequently than annually, meet to assess the appropriate standards, criteria and processes for the nomination and appointment of directors and, as necessary, develop and recommend to the Board any appropriate changes.

2. Identify, screen, review and recommend to the Board individuals qualified to be nominated for election to the Board and to fill vacancies or newly created positions on the Board, consistent with criteria approved by the Board.

3. Assess the Corporation's procedures for stockholder nominations or recommendations of director nominees, and consider and evaluate any director nominees proposed or recommended by stockholders in accordance with those procedures.

4. Before nominating a new or incumbent director for election or reelection to the Board, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.

5. Select, or recommend for the Board's selection, candidates for election or reelection to the Board at the annual meeting of stockholders and to fill vacancies that may occur at other times, including vacancies resulting from an increase in the size of the Board.

6. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

7. If deemed advisable by the Committee, retain, compensate, terminate and oversee search firms and recruitment consultants to help identify, screen and review director candidates.

8. Receive disclosures relating to a director's independence and assist the Board in making determinations as to the independence of the directors.

9. Review periodically the size and composition of the Board and recommend to the Board any appropriate changes.
10. Consider matters relating to the resignation of Board members.
11. Oversee and review on a periodic basis the orientation program for new directors and continuing education programs offered for directors.

B. Corporate Governance and Continuity

1. Develop and recommend to the Board for approval a set of corporate governance policies and procedures applicable to the Corporation. At least annually confirm that management has conducted an annual review of such policies and procedures, review any considered by management to require updating or other changes, and recommend changes as necessary.
2. Review policies relating to meetings of the Board, which may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
3. Periodically review the composition of each committee of the Board and confirm that each committee is periodically reviewing its own charter and performance, and, as necessary, make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.
4. Periodically confirm that the Corporation has in place a management continuity planning process and that the Chief Executive Officer is annually reporting to the Board on the status of such planning.
5. Evaluate any actual or potential conflicts of interest that may arise under the Big 5 Sporting Goods Corporation Code of Business Conduct and Ethics with respect to directors and executive officers and recommend to the Board any action to be taken.

C. Annual Evaluations

1. At least annually, conduct a self-evaluation of the performance of the Committee, including its overall effectiveness and compliance with this charter.
2. Oversee an annual review of the performance of the full Board and report the results thereof to the full Board.
3. 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.

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 have at least one meeting per year. 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 and recommendations to the next meeting of the Board or as the Board otherwise requests. 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.

The Committee may 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. The Committee may, at its discretion and at the invitation of the Chair, include in its meetings members of the Company's management, representatives of the Company's outside advisors, any other personnel employed or retained by the Company 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.