

# **Big 5 Sporting Goods Corporation**

## **Policy Statement on Majority Voting**

(As adopted on July 8, 2015)

In furtherance of the principles regarding the majority voting policy as set forth in Article II, Section 8 of the Amended and Restated Bylaws (the “Bylaws”) of Big 5 Sporting Goods Corporation (the “Company”), unless the number of nominees for election as a director exceeds the number of directors to be elected at any meeting of the stockholders as of the record date for the meeting (a “Contested Election”), a nominee must receive more votes cast “for” than “against” his or her election or re-election (with abstentions and broker non-votes not counted as a vote cast either for or against that nominee’s election) in order to be elected or re-elected to the Board of Directors (the “Board”). Any incumbent nominee for director in an election that is not a Contested Election who receives the same or a greater number of votes “against” his or her election than votes “for” such election (a “Majority Against Vote”) shall promptly tender his or her resignation following certification of the stockholder vote, which resignation shall only be effective upon acceptance by the Board.

The Nominating and Corporate Governance Committee of the Board (the “Nominating Committee”) will consider the tendered resignation and will recommend to the Board whether to accept the tendered resignation or to take some other action. In making this recommendation, the Nominating Committee will consider all factors deemed relevant by its members including, without limitation, the underlying reasons why stockholders voted against the director (if ascertainable), the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, whether by accepting such resignation the Company will no longer be in compliance with any applicable law, rule, regulation, financing or material agreement or governing document, and whether or not accepting the resignation is in the best interests of the Company and its stockholders.

The Board will act on the Nominating Committee’s recommendation no later than at its first regularly scheduled meeting following certification of the stockholder vote, but in any case, no later than 90 days following the certification of the stockholder vote. In considering the Nominating Committee’s recommendation, the Board will consider the factors considered by the Nominating Committee and such additional information and factors the Board believes to be relevant. The Company will promptly publicly disclose the Board’s decision in a periodic or current report filed with or furnished to the Securities and Exchange Commission.

Any director who tenders his or her resignation pursuant to this Policy will not participate in the Nominating Committee recommendation or Board consideration regarding whether or not to accept such tendered resignation. However, such director shall remain active and engaged in all other Board activities, deliberations and decisions and, if such director is a member of the Nominating Committee, all other Nominating Committee activities, deliberations and decisions during this process.

If a majority of the members of the Nominating Committee received a Majority Against Vote at the same election, then the independent directors who are on the Board who did not

receive a Majority Against Vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a Majority Against Vote. Notwithstanding anything else in this Policy, if the only directors who did not receive a Majority Against Vote in the same election constitute less than a quorum of the Board, then all directors may participate in the Board consideration regarding whether or not to accept the tendered resignations, except for the director whose resignation is being considered.

This Policy will be summarized or included in each proxy statement relating to an election of directors of the Company.