

Big 5 Sporting Goods Corporation

Chief Executive Officer Stock Ownership Guidelines

Adopted July 28, 2016

The Board of Directors of Big 5 Sporting Goods Corporation (the “Company”) believes that the Company’s Chief Executive Officer should have a meaningful ownership stake in the Company. This helps underscore the importance of aligning his or her interest with the long-term interests of the Company’s stockholders. Therefore, the Board of Directors has adopted formal stock ownership guidelines for the Chief Executive Officer listed below.

The Chief Executive Officer is expected to maintain stock ownership in the Company with a value equal to three (3) times his or her base salary.

The Chief Executive Officer shall have five years from the time of adoption of these guidelines (or if later, the time he or she is appointed), as the case may be, to achieve the ownership level required by these guidelines. Once the Chief Executive Officer has achieved the requisite level, ownership of the guideline amount must be maintained for as long as he or she is subject to these guidelines. In the event the Chief Executive Officer’s holdings fall below the guideline amount, he or she will not be required to purchase additional shares to meet the guideline amount, but will be prohibited from selling or transferring any shares until the ownership level required by these guidelines has been re-achieved.

For purposes of determining stock ownership levels, the following forms of equity interests in the Company are included:

- Shares owned outright; and
- Vested restricted stock and restricted stock units.

All securities owned by the Chief Executive Officer and his or her immediate family members residing in the same household (and trusts for their benefit) will count towards satisfaction of the requirement.

Stock ownership levels will be calculated and reviewed annually at the end of each calendar year, and the Chief Executive Officer will be notified on an annual basis of his or her progress toward achieving ownership of the guideline amount. The value of the Chief Executive Officer’s stock ownership requirement will be based on his or her then current base salary and the value of his or her holdings will be based on the average closing price of a share of the company’s stock for the previous calendar year.

The Compensation Committee will evaluate whether exceptions should be made in the event that, due to his or her unique financial circumstances, the Chief Executive Officer would incur a hardship by complying with these guidelines.