

# **Big 5 Sporting Goods Corporation**

## **Director Qualifications and Nominations, Board Meetings and Stockholder Communications Policy**

**(Amended and restated as of October 28, 2021)**

### **Director Qualifications**

- The policy of the Board of Directors (the "Board") of Big 5 Sporting Goods Corporation (the "Corporation") is to recommend and encourage the selection of directors who have achieved success in their personal fields and who demonstrate integrity and high personal and professional ethics, sound business judgment and willingness to devote the requisite time to their duties as director, and who will contribute to the overall corporate goals of the Corporation. Board members should be committed to enhancing the long-term interests of the Corporation's stockholders and be willing to challenge and stimulate management to that end. In order to effectively carry out their duties, Board members should have an educational and professional background that facilitates an understanding of the Corporation's business and the industry within which it operates. Board members are evaluated and selected based on their individual merit as well as in the context of the needs of the Board as a whole.
- The Board shall review from time to time the composition of the Board to ensure that the Board has the appropriate combination and level of experience, knowledge and expertise relevant to the Corporation's business and needs at that time. In evaluating the suitability of individual candidates for election or re-election to the Board, the Board takes into account many factors, including but not limited to, understanding of the retail sporting goods industry, sales and marketing, finance and other elements relevant to the Corporation's business, educational and professional background, the individual's enhancement to diversity of the Board, past performance as a Board member and consistency with the other provisions of this Policy relating to the composition of the Board and eligibility for Board membership. The Board evaluates each individual in the context of the composition and needs of the Board as a whole, with the objective of recommending a group that can best perpetuate and build on the success of the business and represent stockholder interests. In determining whether to recommend a director for re-election, the Board also considers the director's past attendance at, and participation in, meetings of the Board and its committees and contributions to their activities.

- The Board may appoint or nominate members of the Corporation's management whose experience and role at the Corporation are expected to help the Board fulfill its responsibilities.
- Director nominees shall either be selected, or recommended for the Board's selection, by a majority of the independent directors or, if applicable, a nominating committee that meets the requirements of The Nasdaq Stock Market ("Nasdaq") for National Market companies
- A majority of the full Board shall consist of independent directors. A director shall qualify as independent if (a) the Board affirmatively determines that the director has no relationship with the Corporation that would impair such director's independence and (b) the director is not otherwise considered non-independent according to the standards set by Nasdaq for National Market companies. The Board shall be entitled to consider all relevant facts and circumstances, including the director's commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, in making its determination as to the independence of a director. Members of the Audit and Compensation Committees shall also meet any additional criteria for independence and financial literacy, expertise and experience, that statutes and the Securities and Exchange Commission (the "SEC"), Nasdaq and executive compensation-related tax rules may require for those committees.
- Each director is expected to promptly disclose to the Board any material changes in his or her relationships or circumstances which such director believes may affect the director's designation as independent as to general board service or service on a particular committee. The Board shall at the time of each director's initial disclosures, and upon any further disclosures, review such director's relationships and circumstances that may impact independence. The Board shall also periodically monitor the composition of the Board in order to comply with the SEC's rules, Nasdaq's standards and this Policy.
- No person shall be eligible for election as a director unless nominated by either the Board or a stockholder of record in accordance with the procedures set forth in the Corporation's Amended and Restated Bylaws.

### **Board Meetings**

- The Board shall meet at least four times per year and, if needed, shall hold additional meetings to address any urgent or sensitive issues. The Board may also act by written consent in accordance with the Corporation's Amended and Restated Bylaws. Directors are expected to regularly attend and actively participate in Board meetings and the meetings of the committees on which they serve. The Board will meet as frequently as required to faithfully and properly discharge its responsibilities to the Corporation.

- To promote open discussion among the independent directors, the independent directors shall meet in executive session at least two times per year, either before or after a regularly-scheduled Board meeting. The Lead Independent Director shall preside at these executive sessions. Any independent director may request that an executive session of the independent members of the Board be scheduled. Following such meetings, the Lead Independent Director (or another designated director) will discuss with the Chairman of the Board and the Chief Executive Officer, to the extent appropriate, matters emanating from the executive sessions.
- Proxy materials of the Corporation prepared in connection with the Annual Meeting of the stockholders must (a) identify each director who attends less than 75% of the total number of Board and applicable committee meetings (in person or by telephone) held during the preceding fiscal year and (b) the number of directors who attended the Corporation's previous year's annual meeting of stockholders.

### **Recommendation of Director Nominees by Stockholders**

- A stockholder who has beneficially owned more than five percent of the Corporation's then-outstanding shares of common stock for a period of at least three years as of the date of making the proposal may propose nominees for consideration by the Board by submitting the names and supporting information to: Big 5 Sporting Goods Corporation, Attention: Secretary, 2525 E. El Segundo Blvd, El Segundo, CA 90245-4632.
- A stockholder recommendation for nomination must contain the following information (i) about the proposed nominee (a) the name, age, business address and residence address of the person, (b) the principal occupation or employment of the person, (c) the number of shares of capital stock of the Corporation which are owned beneficially or of record by the person, including equity derivatives such as options or futures, (d) a resume of the person's business and educational background, (e) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder and (f) confirmation that the person is willing to serve as a director if nominated and elected, and (ii) as to the stockholder making the recommendation (a) the name and record address of such stockholder, (b) the number of shares of capital stock of the Corporation which are owned beneficially or of record by such stockholder, (c) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings between such stockholder and the proposed nominee, (d) any other information relating to the stockholder that would be required to be disclosed in a proxy statement or

other filings required to be made in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder and (e) documentary support that the stockholder satisfies the requisite stock ownership threshold and holding period.

### **Communications with Stockholders**

Stockholders may send communications about matters of general interest to the stockholders of the Corporation to the Board, the Chairman of the Board, the Lead Independent Director, the Chair of the Audit Committee, the Chair of the Compensation Committee or the Chair of the Nominating and Corporate Governance Committee at the following address: Big 5 Sporting Goods Corporation, Attention: Secretary, 2525 E. El Segundo Blvd, El Segundo, CA 90245-4632. The Secretary will compile these communications and periodically deliver them to the Chairman of the Board, unless otherwise specifically addressed. Communications relating to accounting, internal controls over financial reporting or auditing matters will be referred to the Chair of the Audit Committee.