

BIG LOTS, INC.
STRATEGIC PLANNING COMMITTEE CHARTER

Purpose

The purpose of the Strategic Planning Committee (the “Committee”) of the Board of Directors (the “Board”) of Big Lots, Inc. (the “Company”) is to assist the Board and management in strategic planning.

Committee Membership

The Committee shall consist of the chairpersons of the Compensation, Nominating / Corporate Governance, and Audit Committees.

Committee Structure and Operations

The Chairman of the Nominating/Corporate Governance Committee shall serve as the Committee chairperson. The Committee shall meet in person, telephonically or via other electronic means of communication as deemed necessary and at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chairperson. The Committee shall designate a secretary for each meeting to record minutes. The secretary does not have to be a Committee member. The Committee may invite such members of management to its meetings as it may deem desirable or appropriate.

Committee Duties and Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s executives and its outside advisors and auditors, to the fullest extent permitted by law.

The following are the duties and responsibilities of the Committee:

1. Provide guidance to and serve as a resource in assisting the Board and management in the development of long-term business objectives and strategic plans;
2. Review and present to the Board long-term business objectives and strategic plans developed by management;
3. Act in an advisory capacity in assessing the strategies and action plans designed to meet the Company’s long-term business and strategic objectives;

4. Advise the Board regarding significant joint ventures, mergers, acquisitions, divestitures and other similar significant transactions; and
5. Monitor issues associated with Chief Executive Officer succession and management development and provide a regular report to the Board on these issues.

Reporting

The Committee shall prepare a report summarizing the actions taken at each Committee meeting, which report shall be presented to the Board at the next Board meeting. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report. From time to time, the Committee may recommend to the Board, for its approval, any improvements to the Committee's charter deemed necessary or desirable by the Committee.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain and terminate counsel and other experts or consultants, including sole authority to approve the third party's fees and other retention terms. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer, employee or consultant of the Company, including the Company's outside counsel, meet with any members of, or consultants to, the Committee.

Committee Fees

Each Committee member (other than a member that is then serving as an employee of the Company or any subsidiary of the Company) shall be compensated in accordance with the Company's Non-Employee Director Compensation Package for his or her attendance, whether in-person or telephonically, at Committee meetings. No Committee member shall receive a retainer or other compensation for his or her service on the Committee.