

**BIG LOTS, INC.**  
**NOMINATING / CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purpose**

The purpose of the Nominating / Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Big Lots, Inc. (the “Company”) is to recommend individuals to the Board for nomination as members of the Board and its committees and to take a leadership role in shaping the corporate governance policies and practices, including recommending to the Board the Corporate Governance Guidelines applicable to the Company and monitoring Company compliance with such policies, practices and guidelines. The Committee shall report to the Board on a regular basis and not less than twice a year.

**Committee Membership**

The Committee shall consist of at least three members of the Board, each of whom meets the independence requirements of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgment. A person may serve on the Committee only if the Board determines that he or she is (i) a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, and (iii) is “independent” in accordance with New York Stock Exchange listing standards. The members shall be appointed by the Board and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Candidates to fill subsequent vacancies in the Committee shall be nominated by the Committee and appointed by the Board.

**Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person, telephonically or via other electronic means of communication at least twice a year 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, consistent with the maintenance of the confidentiality of nomination and/or corporate governance discussions.

## **Committee Duties and Responsibilities**

The following are the duties and responsibilities of the Committee:

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.
2. Identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In nominating candidates, the Committee shall use standards approved by the Board to identify individuals qualified to become Board members. These factors may include judgment, skill, character, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.
3. To identify Board members qualified to fill vacancies on any committee of the Board including the Committee and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
4. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management. The Committee shall also report conclusions of the evaluation to the Chairman of the Board and make any appropriate recommendations.
5. Develop and recommend to the Board appropriate criteria for determining director independence.
6. Review the compensation of the Board and recommend any changes to the full Board for its approval.
7. Monitor issues associated with Chief Executive Officer succession and management development and provide a regular report to the Board on these issues. This should include issues associated with preparedness for the possibility of the retirement of, or an emergency situation involving, the Chief Executive Officer or other members of senior management, the long-term growth and development of the senior management team, and the Chief Executive Officer's succession planning.

8. Develop and recommend to the Board a set of corporate governance policies and principles applicable to the Company, including the Corporate Governance Guidelines, and review the Company's compliance with those policies and principles at least once a year.
9. Develop and recommend to the Board a Code of Business Conduct and Ethics to guide all directors, officers and associates of the Company, and monitor that the principles described therein are being incorporated into the Company's culture and business practices.
10. At least annually, review and assess the adequacy of the Company's policies and principles on corporate governance, including the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics, and recommend any proposed changes to the Board for approval.
11. Oversee the Company's policy on related person transactions. Review and approve, ratify or disapprove related person transactions in light of what the Committee believes to be the best interests of the Company and its shareholders.
12. Monitor the orientation and continuing education programs for directors.
13. Prepare and issue the evaluation required under "Performance Evaluation" below.
14. Monitor the completion of the annual performance self-evaluation conducted by each committee of the Board, in accordance with such committee's charter.
15. Consider any waiver of the Company's Code of Business Conduct and Ethics for executive officers or directors and, if necessary, promptly disclose such a waiver as required by law or stock exchange regulation.
16. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's corporate governance policies and principles.

### **Performance Evaluation/Reporting**

The Committee shall produce and provide to the Board an annual performance self-evaluation of the Committee, which evaluation shall compare the performance of the Committee with requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall also recommend to the Board, for its approval, any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. 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.

Additionally, the Committee shall prepare a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

### **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 retain counsel and other experts or consultants. The Committee shall have the sole authority to select, retain and terminate a search firm to be used to identify director candidates, including sole authority to approve the search firm'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.