

**BIG LOTS, INC.**  
**PUBLIC POLICY AND ENVIRONMENTAL AFFAIRS COMMITTEE**

**Purpose**

The Public Policy and Environmental Affairs Committee (the “Committee”) of Big Lots, Inc. (the “Company”) shall take a leadership role in shaping the policies and practices of the Company as they relate to current and emerging public policy, environmental and social trends and issues that may affect the operations, performance or public image of the Company. The Committee shall strive to be proactive in addressing these issues, with the goal of continuous improvement. Matters reviewed by the Committee shall include, but not be limited to: corporate social responsibility; climate change and related environmental matters; diversity and philanthropic activities.

**Committee Membership**

The Committee shall be comprised of the Company’s General Counsel, Chief Financial Officer and senior investor relations representative. Each member of the Committee shall serve until his or her successor is duly appointed.

**Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson. The chairperson shall chair all regular sessions of the Committee and set agendas for Committee meetings. The Committee shall designate a secretary, who need not be a Committee member, for each meeting to record minutes.

The Committee shall meet in person, telephonically or via other electronic means of communication at least quarterly at a time and place determined by the Committee chairperson. Further meetings may occur, or actions to be taken by unanimous written consent, when deemed necessary, desirable or appropriate by the Committee or its chairperson. The Committee may invite to its meetings such members of management and such other persons as it may deem necessary, desirable or appropriate. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meetings of the Committee.

**Committee Duties and Responsibilities**

The following are the common recurring duties and responsibilities of the Committee; however, the Committee may diverge from the enumerated duties and responsibilities as it deems necessary, desirable or appropriate under the circumstances in light of changing business, legislative, regulatory, legal or other conditions.

1. Identify and review current and emerging public policy, environmental and social trends and issues that may affect the operations, performance or public image of the Company. While it is expected that the scope of these trends and issues will vary from year to year,

it is currently contemplated that these trends and issues will include, without limitation, (a) public policy issues relating to vendor standards, (b) environmental issues relating to emissions, greenhouse gases, climate change, energy consumption and conservation programs, and (c) social issues relating to corporate citizenship, diversity and philanthropic activities.

2. Review and assess the Company's policies, practices, performance and compliance during the immediately preceding year with respect to the public policy, environmental and social issues identified in Section 1, as well as the impact such issues had on the Company, and discuss the Company's strategies for addressing the future impact of these issues on its operations, performance and public image.
3. Review any questionnaires, surveys or other requests for information received by the Company relating to public policy, environmental and social matters and determine, on a case by case basis, whether the Company should complete, participate in or respond to such questionnaires, surveys and requests, taking into account the effect such matters have had or are expected to have on the Company, the resources required to effectively respond and any other applicable facts and circumstances.
4. Review and make recommendations to the Board and management with respect to shareholder proposals received by the Company that relate to public policy, environmental or social issues.
5. Report its activities, findings and recommendations to the Board and management as frequently as requested by the Board or management or as deemed necessary, desirable or appropriate by the Committee or its chairperson, but in no event less frequently than once annually.
6. As applicable, report to management's Disclosure Committee such matters within the Committee's purview that it believes have, or are reasonably likely to have, a material effect on the Company's operations or financial statements or would otherwise be required to be publicly disclosed by the Company under applicable laws, rules or regulations. In accordance with the Company's policies and procedures, the Disclosure Committee shall determine whether to make such public disclosure and the form and content of any such public disclosure.
7. Perform any other activities consistent with this Charter, the Code of Regulations of the Company and other applicable laws, rules or regulations as the Board deems necessary, desirable or appropriate.

### **Committee Authority**

The Committee may undertake any other actions or exercise such other powers, authorities and responsibilities as it deems necessary, desirable or appropriate to the discharge of its duties and responsibilities and shall have full access to all books, records, facilities, employees and contractors of the Company in performing its duties and responsibilities. The Committee shall

have the authority to retain and terminate outside counsel or other consultants or experts and to approve any such advisor's fees and other retention terms and shall receive adequate funding from the Company to engage such advisors.

### **Performance Evaluation / Reporting**

The Committee shall produce and provide to the Board an annual evaluation, which shall review the performance of the Committee with respect to the requirements of this Charter. The evaluation shall also recommend to the Board, for its approval, any improvements to this Charter deemed necessary, desirable or appropriate by the Committee. The evaluation shall be conducted in such manner as the Committee deems appropriate. The evaluation and any other report by the Committee to the Board or management 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.

### **Delegation to Subcommittee**

In fulfilling its duties and responsibilities, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee. Any such subcommittee shall report on its meetings and actions to the Committee.