

ZUMIEZ INC.

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee of Zumiez Inc. (the “Company”) is appointed by the Board to oversee the accounting and financial reporting processes of the Company and the internal and external audit processes. The Audit Committee (the “Committee”) assists the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the independent auditor’s qualifications and independence, (3) the performance of the Company’s internal audit function and independent auditors, and (4) the compliance by the Company with legal and regulatory requirements.

The Committee is the Board’s principal agent in ensuring the integrity of management and the adequacy of disclosure to shareholders. The Committee will provide a forum for free and open communications among the directors, management, the Director of Internal Audit and the independent auditors.

The Committee shall make regular reports to the Board and prepare the report required by the rules of the Securities and Exchange Commission (the “Commission”) to be included in the Company’s annual report to shareholders.

Committee Membership

The Committee shall consist of no fewer than three members or such other minimum number as required by The Nasdaq Stock Market, Inc. (“Nasdaq”) and the Securities Exchange Act of 1934 (the “Exchange Act”). Each member of the Audit Committee shall meet the independence and experience requirements of Nasdaq and the Exchange Act (when and as required by Nasdaq and the Exchange Act).

All members of the Committee shall be able to read and understand fundamental financial statements. No member of the Committee shall have participated in the preparation of the financial statements of the Company in the past three years. At least one member of the Committee shall be an “audit committee financial expert” as defined by the Commission.

The members of the Committee and the Chairperson of the Committee shall be recommended by the Governance and Nominating Committee and shall be appointed by, and may be replaced by, the Board.

Committee Authority and Responsibilities

External Audit

- Appoint, retain, compensate and oversee the work of the independent audit firm which shall report to and be directly accountable to the Committee.

- Review the scope of the independent auditor’s audit examination, including their engagement letter, prior to the annual audit of the Company’s consolidated financial statements. Approve in advance the engagement of the independent auditors and their fees for all audit and permitted non-audit services.
- Review a report from the independent auditor at least annually regarding (a) the independent auditor’s internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and (c) any steps taken to deal with any such issues.
- Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor’s quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor’s independence consistent with the Public Company Accounting Oversight Board (PCAOB) Professional Standards.
- Obtain from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Company. It is the responsibility of the Audit Committee to actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for purposes of taking, or recommending that the full Board take, appropriate action to oversee the independence of the outside auditor.
- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
- Review and evaluate the lead partner of the independent auditor team.
- Recommend to the Board policies for the Company’s hiring of employees or former employees of the independent auditor.
- Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company’s audit team.
- Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.
- The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.
- The Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- The Committee has the sole authority to determine funding for, select, evaluate, and, where appropriate, replace the independent auditors. The Committee oversees the independent auditors, including their independence and objectivity.

- The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Financial Statement and Disclosure Matters

- Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management’s discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company’s Form 10-K.
- Review and discuss with management and the independent auditor the Company’s quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor’s review of the quarterly financial statements.
- Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including any significant changes in the Company’s selection or application of accounting principles, any major issues as to the adequacy of the Company’s internal controls and any special steps adopted in light of material control deficiencies.
- Review and discuss with management and the independent auditor any major issues as to the adequacy of the Company’s internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
- Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company’s internal controls report and the independent auditor’s attestation of the report prior to the filing of the Company’s Form 10-K.
- Review and discuss quarterly reports from the independent auditors on:
 - all critical accounting policies and practices to be used;
 - all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with management the Company’s earnings press releases, including the use of “pro forma” or “adjusted” non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
- Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures, if any, on the Company’s financial statements.
- Discuss with management the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company’s risk assessment and risk management policies.

- Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
- Ensure that a public announcement of the Company's receipt of an audit opinion that contains a going concern qualification is made promptly.

Oversight of the Company's Internal Audit Function

- Review and approve any hiring and dismissal of the Director of Internal Audit. The Director of Internal Audit shall report to the Audit Committee.
- Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- Review the progress of the Internal Audit program, key findings and managements' action plans to address findings.
- Review the Internal Audit functions, including its charter, plans, activities and staffing needs.
- Ensure that the Internal Audit function has sufficient authority, support and access to Zumiez personnel, facilities and records to carry out its work without restriction or limitations. Discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.

Compliance Oversight Responsibilities

- Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act (regarding the detection or awareness of illegal acts) has not been implicated.
- Obtain reports from management, the Company's Director of Internal Audit and the independent auditor that the Company is in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.
- Approve all related person transactions. The term "related person transactions" is defined in the Company's Policy and Procedures with respect to Related Person Transactions.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.

- Discuss with the Company's internal or external legal counsel any legal matters that may have a material impact on the financial statements or the Company's compliance policies.

Meetings

The Committee shall meet as often as it determines necessary but not less frequently than quarterly. The Committee shall meet periodically in separate executive sessions with management, the Director of Internal Audit, and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE ON MARCH 22, 2005 AND AS AMENDED BY THE AUDIT COMMITTEE ON MARCH 11, 2008, NOVEMBER 18, 2009 AND MARCH 12, 2013.