

**ZUMIEZ INC.**  
**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

The primary functions of the Governance and Nominating Committee of Zumiez Inc. (the “Company”) are to (a) assist the Board of Directors in matters of Board organization and composition, (b) identify and recommend to the Board individuals to fill vacancies on the Board, (c) oversee the process for reviewing the chief executive officer’s performance, (d) oversee the evaluation of the Board of Directors of the Company and (e) develop and recommend to the Board of Directors corporate governance principles and policies.

**Organization**

The Governance and Nominating Committee shall be comprised of two or more non-employee directors, as determined by the Board, including a Chairperson of the Governance and Nominating Committee, each of whom shall be independent directors under all applicable regulation, including the corporate governance rules of The Nasdaq Stock Market, Inc., when and as required by Nasdaq.

The Governance and Nominating Committee shall make a recommendation on the appointment of a Chairperson of the Governance and Nominating Committee, which appointment shall be made by the Board of Directors. In fulfilling its responsibilities, the Governance and Nominating Committee shall be entitled to delegate any or all of its responsibilities to subcommittees, provided that any such subcommittee shall be composed entirely of independent directors. If the Chairperson of the Board of Directors is not independent, the Board will designate one of its independent directors to serve as the Company’s Lead Independent Director.

**Authority**

The Governance and Nominating Committee shall have the authority to engage independent counsel, consultants or other advisors, and shall have the authority to approve the fees payable to and expenses of such counsel, consultants or other advisors, and to meet with or call upon any person, including officers or employees of the Company for information and counsel. Any communications between the Governance and Nominating Committee and legal counsel while obtaining legal advice will be privileged communications of the Company and the Governance and Nominating Committee will take necessary steps to preserve the privileged nature of those communications.

**Meetings**

The Governance and Nominating Committee shall meet at least semi-annually, including a meeting in advance of the preparation of the Company’s proxy statement prepared in connection with the annual meeting of shareholders to consider and recommend to the Board individuals to stand for election to the Board. Non-employee directors that are not members of the Governance and Nominating Committee may attend meetings of the Governance and Nominating Committee but may not vote. Additionally, the Governance and Nominating

Committee may invite to its meetings any other director or any member of management of the Company and such other persons as it deems appropriate to carry out its responsibilities. The Governance and Nominating Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

## **Responsibilities**

Subject to the Corporate Governance Guidelines, the principal responsibilities and functions of the Governance and Nominating Committee are set forth below.

- To evaluate annually the performance and effectiveness of the Board in fulfilling its responsibilities.
- Before recommending an incumbent, replacement, or additional director, the Governance and Nominating Committee will apply the Board Membership Criteria outlined in Exhibit A.
- To identify, evaluate and recommend candidates to fill Board vacancies occurring between annual meetings of shareholders, taking into account the Board Membership Criteria outlined in Exhibit A and the process set forth below under “Process for Identification and Evaluation of Director Nominees.”
- To present each year to the Board for inclusion in the Company’s proxy statement prepared in connection with the annual meeting of shareholders meeting, a list of those individuals recommended for nomination for election to the Board of Directors at the annual meeting of shareholders.
- To make a recommendation as to the director who should act as Chairperson of the Board of Directors (and Vice Chairperson if the Governance and Nominating Committee so desires). Normally, this recommendation will be made at the meeting when officers are elected for the ensuing year.
- To review the composition of each Committee annually and to present recommendations for committee memberships, committee Chairpersons, and for who should serve as the Lead Independent Director.
- Review the recommendations of officer candidates and monitor the appointment of officers who are likely treated as named executive officers for purposes of proxy statement and other public disclosure requirements. The Governance and Nominating Committee shall oversee the Board’s annual review process for the chief executive officer.
- To perform an annual review of the required financial literacy and independence qualifications for the Audit Committee and report to the Board for ratification that the qualifications have been met.

- To periodically review the process of determining the compensation paid to non-employee directors for annual retainers (including Board and Committee Chairpersons and the Lead Independent Director) and meeting fees (if any) and, together with the Compensation Committee, make recommendations to the Board for any adjustments.
- To review actual or potential conflicts of interest affecting directors and executive officers.
- To monitor compliance with the Corporate Governance Guidelines.
- To review the process for Board and director orientation and to be a resource for directors with respect to identifying director and Board educational programs and materials.
- The Governance and Nominating Committee shall review its performance and the Governance and Nominating Committee Charter on a periodic basis.
- The Governance and Nominating Committee shall periodically review, develop and recommend to the Board appropriate revisions to the Company's corporate governance framework, including its Articles of Incorporation, Bylaws and Corporate Governance Guidelines.

### **Process for Identification and Evaluation of Director Nominees**

The Governance and Nominating Committee may employ a variety of methods for identifying and evaluating nominees for director. The Governance and Nominating Committee will regularly assess the size of the Board, the need for particular expertise on the Board, the upcoming election cycle of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Governance and Nominating Committee will consider various potential candidates for director which may come to the Governance and Nominating Committee's attention through current Board members, management, shareholders or other persons. These candidates are evaluated at regular or special meetings of the Governance and Nominating Committee, and may be considered at any point during the year.

The Governance and Nominating Committee will consider candidates recommended by shareholders, when the nominations are properly submitted in accordance with the procedures set forth in Exhibit B to this charter. Following verification of the shareholder status of persons proposing candidates, the Governance and Nominating Committee will make an initial analysis of the qualifications of any candidate recommended by shareholders or others pursuant to the criteria summarized above to determine whether the candidate is qualified for service on the Board before deciding to undertake a complete evaluation of the candidate. If any materials are provided by a shareholder in connection with the nomination of a director candidate, such materials will be forwarded to the Governance and Nominating Committee as part of its review. If the Governance and Nominating Committee determines that additional consideration is warranted, it may gather and review additional information about the nominee's background and experience (or may request a third-party search firm on its behalf to gather such additional

information and report its findings to the Governance and Nominating Committee). Other than the verification of compliance with procedures and shareholder status, and the initial analysis performed by the Governance and Nominating Committee, a potential candidate nominated by a shareholder will be treated like any other potential candidate during the review process by the Governance and Nominating Committee. In connection with this evaluation, the Governance and Nominating Committee will determine whether to interview the prospective nominee, and if warranted, one or more members of the Governance and Nominating Committee, and others as appropriate, will interview prospective nominees in person or by telephone. After completing this evaluation and interview, the Governance and Nominating Committee will make a recommendation to the full Board as to the persons who should be nominated by the Board, and the Board determines the nominees after considering the recommendation and report of the Governance and Nominating Committee.

### **Shareholder Communications**

Shareholders may communicate directly with directors, including non-employee directors, by mailing such communication to the Board, in care of the Company's Chief Legal Officer and Secretary, at the Company's headquarters in Lynnwood, Washington. The mailing envelope must contain a clear notation indicating that the enclosed letter is a "Shareholder-Board Communication" or "Shareholder-Director Communication." All such letters must identify the author as a shareholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual directors. The Chief Legal Officer and Secretary will make copies of all such letters and circulate them to the appropriate director or directors. All such communications will be forwarded to the intended director(s) without editing or screening. If these foregoing procedures are modified, then updated procedures will be posted on the Company's corporate website.

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS AND THE  
GOVERNANCE AND NOMINATING COMMITTEE – EFFECTIVE AS OF MAY 31, 2017.

## **Exhibit A**

### **Board Membership Criteria**

The Governance and Nominating Committee will work with the Board annually to determine the appropriate characteristics, skills, and experience for the Board as a whole and its individual members. Characteristics expected and required of all directors include: integrity, absence of any conflicts of interest, appreciation for the role of culture in the Company and an indication of a good chemistry fit with current Board members, business understanding, financial acumen, and the ability and willingness to commit sufficient time to the Board.

In further evaluating the suitability of individual Board members, the Board considers many factors, with a focus on (a) Diversity, (b) Industry or Related Experience and (c) Specialty Skills and Knowledge.

For these purposes, “*Diversity*” includes: age, gender, ethnicity, country of citizenship, or other professional backgrounds and experiences. “*Industry or Related Experience*” can be exhibited by: retail industry experience, consumer products experience, brand experience, lifestyle retail experience or fashion experience. “*Specialty Skills and Knowledge*” can be exhibited by the following skills or knowledge: executive leadership, business development or M&A, financial, accounting (e.g., CFO or CPA experience) or investor relations, ecommerce, omnichannel, technology, global/international, governance, consumer/digital insights or organizational development.

The Governance and Nominating Committee will evaluate all of the aforementioned skills and qualifications based on established prioritizations that are consistent with the Company’s five year business and strategy plan and the needs of the Board in general. The Governance and Nominating Committee will also consider the needs of the Board with respect to director succession and the capacity of a director to serve on Board committees and/or to possibly serve as a chairperson of a Board committee. In determining whether to recommend a director for re-election, the Governance and Nominating Committee will also consider the director’s past attendance at meetings, participation in and contributions to the activities of the Board, and the results of the annual Board evaluation.

**Exhibit B**  
**Procedures for Shareholder to Recommend Director Candidates**

The Nominating and Governance Committee will consider qualified nominees recommended by shareholders who may submit recommendations to the Governance and Nominating Committee in care of our Chief Legal Officer and Secretary at the following address:

Board of Directors  
c/o Chief Legal Officer and Secretary  
Zumiez Inc.  
4001 204<sup>th</sup> Street SW  
Lynnwood, Washington 98036

Nominees for director who are recommended by our shareholders will be evaluated in the same manner as any other nominee for director. Shareholder recommendations for director should include the following information:

- the name and address of the shareholder recommending the person to be nominated;
- a representation that the shareholder is a holder of record of stock of the Company, including the number of shares held and the period of holding;
- a description of all arrangements or understandings between the shareholder and the recommended nominee;
- such other information regarding the recommended nominee as would be required to be included in a proxy statement filed pursuant to Regulation 14A promulgated by the SEC pursuant to the Securities Exchange Act of 1934, as amended; and
- the consent of the recommended nominee to serve as a director of the Company if so elected.

The Governance and Nominating Committee may require that the proposed nominee furnish the Governance and Nominating Committee with other information as it may reasonably request to assist it in determining the eligibility of the proposed nominee to serve as a director.

To submit a recommendation for director for an upcoming annual meeting of shareholders, it is necessary that a proposing shareholder notify the Company and provide the information set forth above no later than 120 days prior to the corresponding date on which the Company's annual proxy statement was mailed in connection with the most recent annual meeting of shareholders.