



Director Resignation Policy

Effective March 26, 2015

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In accordance with Indiana Code Section 23-1-30-9(a), the members of the Board of Directors (the "Board") of The Finish Line, Inc. (the "Company") are elected by a plurality of the votes cast by the shares entitled to vote in the election of directors at a meeting at which a quorum is present. The following procedures address the situation in which a nominee for election to the Company's Board receives more votes "withheld" than votes "for" his or her election.

Any incumbent nominee for director in an Uncontested Election who receives a greater number of votes affirmatively "withheld" with respect to his or her election than votes "for" such election (a "Majority Withhold Vote") shall promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote from the meeting at which the election occurred. An "Uncontested Election" is an election of directors by shareholders where the only nominees are those recommended by the Board and no person not nominated by the Board has ever been proposed for election at such meeting or any adjournment thereof, even if such proposal or alternative nomination has been subsequently withdrawn.

A director's acceptance of the position of director of the Company constitutes such director's agreement to abide by this policy.

The Governance & Nominating Committee (the "Committee") will promptly consider the tendered resignation and will recommend to the Board whether to accept the tendered resignation or to take some other action, such as rejecting the tendered resignation and addressing the apparent underlying causes of the Majority Withhold Vote. In making this recommendation, the Committee will consider all factors deemed relevant by its members including, without limitation, the underlying reasons why shareholders withheld their vote with respect to the director (if ascertainable), the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Company, the overall composition of the Board and whether by accepting such resignation the Company will no longer be in compliance with any applicable law, rule, regulation or governing document (including NASDAQ listing standards and federal securities laws), and whether or not accepting the resignation is in the best interests of the Company and its shareholders.

The Board will act on the Committee's recommendation no later than at its first regularly scheduled meeting following certification of the shareholder vote, but in any case, no later than 120 days following the certification of the shareholder vote. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. The Company will promptly publicly disclose, in accordance with the rules of the Securities and Exchange Commission (the "SEC"), the Board's decision and process in a periodic or current report filed with or furnished to the SEC.

Any director who tenders his or her resignation pursuant to this policy shall not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. However, such director shall remain active and engaged in all other Committee and Board activities, deliberations and decisions during this Committee and Board process and until the resignation (in the event it is accepted by the Board) becomes effective.

If a majority of the members of the Committee received a Majority Withhold Vote at the same election, then the independent directors who are on the Board who did not receive a Majority Withhold Vote will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a Majority Withhold Vote. If the only directors who did not receive a Majority Withhold Vote in the same election constitute four or fewer directors, then all the independent directors on the Board may participate in the Board consideration regarding whether or not to accept the tendered resignations (even if any of such directors received a Majority Withhold Vote); except that no director shall participate in the vote on his or her own resignation.

This director resignation policy will be summarized or included in each proxy statement relating to an election of directors of the Company.