

**Charter
of
The Compensation Committee
of
The Finish Line, Inc.**

Statement of Purpose

The Compensation Committee (“Committee”) of The Finish Line, Inc. (“Company”) is appointed by the Board of Directors (“Board”) of the Company to assist the Board in its oversight of the Company’s executive officer compensation structure.

Composition

The Committee shall consist of no fewer than three (3) members of the Board and shall consist solely of “independent directors”, provided that, in the event of a vacancy on the Board the Committee shall consist of no fewer than two (2) independent directors. For purposes hereof, an “independent director” is a director who meets the NASDAQ Stock Exchange (“NASDAQ”) definition of “independent director.” Additionally, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

Members of the Committee shall be appointed by the Board and serve at the discretion of the Board. The Board shall designate a chairperson of the Committee.

Meetings

The Committee shall meet either in person or hold telephonic meetings as often as it deems appropriate to discharge its responsibilities, but not less frequently than three (3) times each year. Consistent with the maintenance of the confidentiality of compensation discussions, the Committee may invite such members of Company management, or any Company officer, or employee, or the Company’s external counsel or other advisor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee will report regularly to the Board following meetings of the Committee. The report to the Board may take the form of an oral report by any member of the Committee designated by the Committee to make such a report. The Committee will maintain minutes of meetings and activities of the Committee and such minutes will be filed with the minutes of the meetings of the Board. A majority of the members of the Committee constitutes a quorum.

Duties and Responsibilities

Chief Executive Officer Compensation: The Committee shall review and approve, at least annually, the compensation structure of the Company’s Chief Executive Officer (“CEO”). The

Committee's review and approval shall include the Company's goals and objectives relevant to the compensation of the CEO and the evaluation of the CEO's performance in light of those goals and objectives. Based on such evaluation, the Committee shall set the compensation, including the annual base salary, annual incentive bonus, and equity compensation, of the CEO. In determining incentive compensation, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance, relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years. Achievement of incentive compensation performance metrics shall be timely confirmed with the Audit Committee. The CEO may not be present during the Committee's deliberation or voting on the CEO's compensation.

Executive Management Compensation: The Committee shall review and approve, at least annually, the compensation, including base salary, incentive compensation and equity-based compensation, of the Company's executive officers. The Committee's review and approval shall include Company performance goals and objectives as may be determined by the Committee and/or recommended to the Committee by Company management, and any other factors it deems appropriate and relevant at the time. Achievement of incentive compensation performance metrics shall be timely confirmed with the Audit Committee.

Benefit Plans: The Committee shall oversee the design and implementation of the Company's compensation plans, including the Company's stock option plan and any executive officer incentive plans. The Committee shall periodically review such compensation plan objectives to ensure that incentive payments are aligned with Company performance goals.

Additional Responsibilities

The Committee shall review and approve for the Company's executive officers any proposed employment, severance and/or change in control agreements.

The Committee will review and discuss with Company management and the Board the Company's Compensation and Discussion Analysis that will be included in the Company's annual proxy statement in compliance with the applicable rules of the Securities and Exchange Commission ("SEC"). The Committee shall also produce a Committee report on executive compensation as required by the applicable rules of the SEC to be included in the Company's annual proxy statement filed with the SEC.

The Committee has the authority to perform the duties enumerated in this Charter and may delegate such of its authority to any one or more of its members or to Company management, in accordance with applicable law, rules, and regulations, as it deems appropriate. The Committee may also revoke any such delegation at any time.

The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Committee will assess on a periodic basis the Company's enterprise risks which relate to the Committee's duties and responsibilities.

The Committee will annually review and determine director compensation, with consideration given to industry comparisons of director compensation.

The duties enumerated in this Charter are not intended to be either complete or exhaustive, the Committee may also carry out such other duties as may be delegated to it by the Board from time to time.

Outside Advisors

The Committee has the authority to select, retain, obtain the advice of, and terminate, at the expense of the Company, the services of independent compensation consultants, outside legal counsel and/or other advisors (each, and “Advisor”) it may deem appropriate to assist with its duties and responsibilities. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any Advisor, but may not substitute such Advisor’s judgment for its own judgment. The Committee shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any Advisor engaged by the Committee.

To the extent required by NASDAQ rules, the Committee may select or receive advice from an Advisor only after taking into consideration all factors relevant to that Advisor’s independence from management, including the following:

- the provision of other services to the Company by the employer of the Advisor;
- the amount of fees received from the Company by the employer of Advisor, as a percentage of the total revenue of the Advisor’s employer;
- the policies and procedures of the employer of the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the Committee;
- any stock of the Company owned by the Advisor; and
- any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.