

Governance and Nominating Committee Charter

The Finish Line, Inc.

Statement of Purpose

The Governance & Nominating Committee (“Committee”) of The Finish Line, Inc. (“Company”) is appointed by the Board of Directors (“Board”) of the Company to (1) assist the Board in identifying individuals qualified to become Board members; (2) recommend to the Board director nominees for election at the Company’s annual shareholder meeting; (3) recommend to the Board corporate governance guidelines applicable to the Board; and (4) lead the Board in its annual review of the Board’s performance.

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 definition of “independent director.” The Board shall designate a chairperson of the Committee.

Meetings

The Committee shall meet as often as it deems appropriate to discharge its responsibilities, but not less two (2) times annually. The Committee shall meet at least once prior to the time each year when nominees for the Board are to be determined for inclusion in the proxy statement for the Company’s annual meeting of shareholders.

Duties and Responsibilities

The functions of the Committee shall include:

- Create and recommend for adoption by the Board corporate governance principles and, on an annual basis thereafter, review and reassess the adequacy of these governance principles and recommend any proposed changes to the Board for approval;
- Identify individuals qualified to become Board members who reflect the criteria specified by the governance principles of the Board; recommend to the Board nominees to fill vacancies on the Board and nominees to stand for election as directors at the Company’s next annual meeting of shareholders (or, if applicable, a special meeting of shareholders);
- Annually review the succession planning recommendations for the Company’s senior executive officers, including, but not limited to, the Chief Executive Officer (“CEO”);

- Conduct an annual evaluation of the Board's performance and report the results to the full Board, including an individual Board member self-assessment and individual Committee member assessments of each Committee on which a Board member sits.
- Lead the process of the annual evaluation of the CEO's performance, in concert with the Compensation Committee and Lead Director who shall meet with the CEO to review the results;
- Make regular reports to the Board;
- Encourage and approve on-going director education and development;
- Review and discuss annually the composition, characteristics and skill set of the Board;
- Review and evaluate on at least a quarterly basis the Company's enterprise risk management (ERM) matrix, and discuss any recommendations with Company management; and
- Annually reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Outside Advisors

The Committee shall have the authority to select, retain and terminate, at the expense of the Company, the services of outside consultants or other advisors it may deem appropriate to assist it with its duties and responsibilities, or to advise or inform the Committee, including sole authority to retain any search firm used to identify director candidates, and to approve the search firm's fees and other retention terms.