

**THE FINISH LINE, INC.**  
**RELATED PERSONS TRANSACTION**  
**POLICY AND PROCEDURES**

**Policy**

It is the policy of the Board of Directors of The Finish Line, Inc. (the “Company”) that all Interested Transactions with Related Persons, as those terms are defined in this policy, shall be subject to review and approval or ratification in accordance with the procedures set forth below.

**Definitions**

An “Interested Transaction” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the aggregate amount involved will or may be expected to exceed one hundred thousand dollars (\$100,000) in any calendar year, (2) the Company is a participant, and (3) any Related Person has or will have a direct or indirect material interest. For purposes of this policy, “Interested Transaction” does not include an employment relationship or transaction involving an executive officer, or compensation arrangement with a director, provided such compensation is reported as required by SEC Regulation S-K, Item 402.

A “Related Person” is any (a) person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and Proxy Statement, even if they do not presently serve in that role) an executive officer, director or nominee for election as a director of the Company, (b) greater than 5% beneficial owner of the Company’s common stock, or (c) Immediate Family Member of any of the foregoing. “Immediate Family Member” includes a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person’s home (other than a tenant or employee).

**Procedures**

The Audit Committee of the Board of Directors of the Company (the “Committee”) shall review the material facts of all Interested Transactions and either approve or disapprove of the entry into the Interested Transaction in advance. If advance Committee approval of an Interested Transaction is not feasible, then the Interested Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee’s next regularly scheduled meeting. In determining whether to approve or ratify an Interested Transaction, the Committee will take into account, among other factors it deems appropriate, whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person’s interest in the transaction.

No director shall participate in any discussion or approval of an Interested Transaction for which he or she is a Related Person, except that the director shall provide all material information concerning the Interested Transaction to the Committee.

If an Interested Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to see that they are in compliance with the Committee's guidelines and that the Interested Transaction remains appropriate.