

COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER

WEST MARINE, INC.

I. Purpose

The Compensation and Leadership Development Committee (the "Committee") of the Board of Directors (the "Board") of West Marine, Inc. (the "Company") serves as the representative of the Board in overseeing: (i) the Company's overall compensation plans, policies and programs for all employees (the "Associates"), including determining all forms of compensation, equity awards and benefits to be provided to the Company's officers (as defined in Rule 16-a1 of the Securities and Exchange Act of 1934, as amended (the "Act") and its directors; (ii) risk, if any, arising from compensation policies and programs, including incentive compensation; and (iii) the Company's leadership development initiatives and programs, including succession planning.

II. Membership

The Committee shall consist of at least two (2) members appointed by the Board who shall serve until their successors are duly appointed. The Board shall designate one member of the Committee as Chair. Each member of the Committee shall be an "independent" director of the Board. "Independent" shall mean a director who meets the definition of an "independent," "outside," and "non-employee" director as set forth in the applicable listing standards of the NASDAQ Stock Market, applicable rules promulgated under the Act, and other applicable law (collectively, "Applicable Standards and Regulations"). Any Committee member may be removed by the Board at any time.

III. Specific Duties and Responsibilities

To carry out its purpose expressed in paragraph I above, the Committee shall have the following duties and responsibilities:

Compensation

1. Annually review and approve the Company's compensation strategy, goals and objectives to ensure that the Company's compensation programs: (i) attract and retain high performing Associates; (ii) align the interests of the Company's Associates with the interests of its Stockholders; (iii) are designed to encourage high performance; and (iv) are appropriately balanced and do not create incentives or risks with respect to individual or collective behavior that are reasonably likely to have a material adverse effect on the Company.
2. Review and approve the Company's performance goals and objectives relevant to the compensation for the Company's Chief Executive Officer and other Executive Officers and other senior management. For purposes of this Charter, the term "Executive Officers" means the Chief Executive Officer and any other "officer" as such term is defined under Rule 16a-1 of the Act.
3. Review and approve base salary compensation for Executive Officers and approve ranges of base salary compensation to be paid to other senior management, granting to the Chief Executive Officer the ability to set compensation for such other senior management within the approved ranges. No Executive Officer shall be present during voting or deliberations on his or her compensation by the Committee.
4. Review and approve short-term and long-term incentive compensation plans for Executive Officers and other senior management.
5. Periodically review and approve a peer group for the Company's compensation comparatives.
6. Periodically review and recommend to the Board for approval director compensation levels and practices.

7. Expressly approve all other forms of compensation to be paid or provided to Executive Officers and senior management, including any special perquisites and other special compensation and benefit arrangements, if any.
8. Review, approve and oversee the Company's Omnibus Equity Incentive Plan, Equity Award Grant Policy and Stock Ownership Guidelines for Executive Officers and Directors, and review and approve any proposed changes thereto. In connection with the grant of stock options, restricted stock awards, restricted stock units and other discretionary awards under the Company's Omnibus Equity Incentive Plan, the Committee may delegate to one or more officers designated by the Committee the authority to make grants to eligible individuals who are not directors or Executive Officers, subject to the terms of such Plan, the Company's Equity Award Grant policy and applicable law, and provided that the Committee shall have fixed the price (or a formula for determining the price) and the vesting schedule for such grants, approved the form of documentation evidencing such grants, and determined the appropriate number of shares or the basis for determining such number of shares by position, compensation level, or category of personnel. Any officer(s) to whom such authority is delegated shall regularly report to the Committee the grants so made. Any such delegation of authority may be revoked at any time by the Committee. The Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance. Responsibility for day-to-day administration, including the preparation and filing of all government reports and the preparation and delivery of all required Associate materials and communications, shall be performed by Company personnel.
9. Review and approve severance plans or agreements, if any, for Executive Officers and other senior management.
10. Oversee and periodically review all of the Company's Associate benefit plans including, but not limited to, the Section 401(k) Plan and the Associates Stock Purchase Plan. Responsibility for day-to-day administration of Associate benefit plans, including the preparation and filing of all government reports and the preparation and delivery of all required Associate materials and communications, shall be performed by company personnel.
11. Review and discuss with the Company's management the Compensation Discussion and Analysis, in consultation with independent compensation consultants, if any, retained by the Committee, and with Company counsel, as necessary, to ensure that such disclosure complies with applicable law, as required by the applicable rules and regulations of the Securities and Exchange Commission (the "SEC"), which shall be included in the Company's proxy statement to the extent required by SEC rules and regulations. Based on such review and discussion, the Committee shall prepare an annual Compensation Committee Report as required by the applicable rules and regulations of the SEC, which shall be included in the Company's proxy statement to the extent required by SEC rules and regulations.
12. Monitor the applicability, and consider the impact on the Company, if any, of Section 162(m) of the Internal Revenue Code of 1986, as amended (which limits corporate deductions to \$1,000,000 for certain compensation paid to the Executive Officers of publicly held companies unless certain requirements are met), in setting the compensation of executives and document, as necessary, specific performance goals and take all other reasonable steps in order to preserve the Company's tax deductions. In this regard, although the Committee will consider tax deductibility in connection with future compensation decisions, the Committee will have discretion and flexibility in developing appropriate compensation programs and establishing compensation levels and, in some instances, the Committee may approve compensation that is not fully deductible under Section 162(m) to the extent it believes that doing so would be consistent with the best interests of the Company's Stockholders.

Leadership Development

13. Administer and coordinate the Chief Executive Officer evaluation, including setting annual performance goals and objectives and completing the evaluation.
14. Review and approve the Company's succession planning processes for Executive Officers.

15. Review and approve the Company's leadership development initiatives and programs, including standards for assessment of individual development activities and progress.

Risk Oversight

16. Review risks related to the Company's compensation policies and programs, including incentive compensation arrangements, to determine and monitor whether they encourage excessive risk-taking.
17. Oversee risks related to Executive Officer and other senior management recruitment, assessment, development, performance management, retention and succession planning processes and/or programs to ensure the attraction and retention of a pool of qualified Associates.
18. Monitor risks related to specific regulatory compliance matters relating to matters over which the Committee has oversight responsibility including compliance with ERISA, HIPAA and labor laws, rules and regulations.
19. Evaluate policies and practices that could mitigate any such risk.

Additional Duties and Responsibilities

20. Review the adequacy of this Charter annually and recommended to the full Board any appropriate or necessary revisions.
21. The Committee shall at least annually, evaluate its own performance and report to the full Board on such evaluation.
22. Perform any other functions, as the Board may deem appropriate, relating to compensation and leadership development matters that are consistent with this Charter, the Company's Bylaws, and Applicable Standards and Regulations.
23. The Committee may form and delegate authority to subcommittees, including management subcommittees, when appropriate and as permitted under applicable law. Any such subcommittee will report actions taken by it within its delegated authority to the Committee at its next regularly scheduled meeting. Any such delegation of authority may be revoked at any time by the Committee.

IV. Meetings and Minutes

The Committee shall meet with such frequency as its Chair, or a majority of the Committee, determines is necessary or appropriate, and at least quarterly during the Company's fiscal year, in order to discharge the Committee's duties.

Except if otherwise prohibited by the Company's Bylaws, and/or the Applicable Standards and Regulations, or as otherwise permitted under this Charter, a majority of the Committee members constitutes a quorum for any matters on which the Committee is required or permitted to take action, and a majority vote of the Committee members present at a meeting at which a quorum is present is required for the matter voted upon to pass. In the event of a tie vote, the Chair may cast his/her vote to break the tie if the Chair has not yet voted. If the Chair has voted and such vote results in a tie, then votes may be recast until the tie is broken and if not broken, the matter voted upon shall not pass. Additionally, any action required or permitted to be taken at any Committee meeting may be taken without a meeting if all members of the Committee consent thereto in writing and the writing(s) is (are) filed with the minutes of the proceedings of the Committee.

The Chair (or in her/his absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the Company's Articles of Incorporation, Bylaws, this Charter, and applicable law.

The Committee shall keep minutes of each meeting. The Committee also shall make regular reports to the Board and propose any necessary or appropriate action to the Board.

All Committee members must attend scheduled Committee meetings, except where the failure to attend is due to an unavoidable conflict, medical issues/illness, family emergencies or another valid excuse. The Committee may meet in person or by conference call.

V. Investigations; Outside Advisors; Reliance; Cooperation

In discharging its duties and responsibilities, the Committee is empowered to investigate any matter relating to its purpose, duties or responsibilities that it deems appropriate and shall have full and unrestricted access to all books, records, and facilities of the Company.

The Committee is authorized to retain and/or terminate such outside counsel, accounting, compensation and other professionals and advisors (collectively, "Advisors"), including any compensation consulting firm to be used as the Committee determines to be necessary or appropriate, to assist it in the performance of any of its functions and shall be responsible for the oversight of any Advisor. The Committee is also authorized to approve the fees and terms of engagement of any Advisor. In retaining an Advisor, prior to the engagement, the Committee shall consider the independence of such Advisor in accordance with the Applicable Standards and Regulations and other applicable law and make appropriate disclosures related thereto if and as required.

The Committee shall act in reliance of Company management and Advisors as it deems necessary or appropriate, to enable it to carry out its duties and responsibilities.

The Committee shall have full and unrestricted access to the Company's Associates and its Advisors and may require any such person to meet with the Company, members of the Committee or representatives of the Committee's Advisors.

VI. Authority

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or any other authorized officer of the Company.

**Updated & Approved for Recommendation to Board by the Compensation & Leadership Development Committee –
March 15, 2016
Approved by the Board of Directors – March 16, 2016**