

# NOMINATION AND GOVERNANCE COMMITTEE CHARTER

## WEST MARINE, INC.

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### I. Purpose

The Nomination and Governance Committee (the "Committee") of the Board of Directors (the "Board") of West Marine, Inc. (the "Company") serves as the representative of the Board in: a) identifying individuals qualified to become members of the Board and its standing committees; b) recommending to the Board director nominees for election at each annual meeting of stockholders and on an interim basis, as required; c) recommending Board structure and leadership; d) overseeing Board succession planning and recommending the appointment of directors to serve on each standing committee, including each committee chair; e) overseeing the process for evaluating and assessing the performance of the Board and each of its standing committees; (f) overseeing risks related to corporate governance matters and coordinating risk oversight activities for each of the Board's standing committees; and f) developing and recommending to the Board corporate governance principles applicable to the Company.

### 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 chairperson (the "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, the applicable rules promulgated under the Securities and Exchange Act of 1934, as amended (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:

1. Evaluate periodically the composition, organization, size and governance of the Board and its committees and determine future requirements, if any.
2. Adopt and review annually criteria for director qualification and selection including an assessment of the appropriate skills, expertise and characteristics required of Board members in the context of the current Board composition and identified requirements and an evaluation of the independence of each nominee consistent with the Board's governance principles, guidelines for director nominees and Applicable Standards and Regulations (collectively, "Established Assessment Criteria").
3. Identify, screen and recommend to the Board nominees for election to the Board based on the Established Assessment Criteria.
4. Review and evaluate all stockholder proposals submitted to the Company, including those, if any, relating to director nominees, and recommend to the full Board appropriate action on such proposals.
5. Recommend to the Board: a) the appointment of directors to each of the Board's standing committees; b) the selection of the Board Chair and the chair for each committee; and c) if deemed advisable, the selection of a lead independent director of the Board.
6. Evaluate the performance and contributions of incumbent Board members including, but not limited to, attendance, preparedness, participation and effectiveness of the individual, and recommend termination of service of individual members of the Board as appropriate, in accordance with the Established Assessment Criteria and the Company's Bylaws.
7. Review and resolve any potential conflicts of interest involving directors and/or Executive Officers. 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.

8. Oversee the process for director development, including on-going training, and review the director orientation program.
9. Review annually the financial literacy and financial expert qualifications of members of the Audit and Finance Committee.
10. Nominate the Board Chair, the Chief Executive Officer and any other Executive Officers required to be appointed by the Board pursuant to the Company's Bylaws, and, if deemed appropriate, grant authority to the Chief Executive Officer to appoint other Company officers.
11. Review from time to time and administer annually an assessment of the performance of the Board and each standing committee.
12. Coordinate the risk oversight activities of the Board's standing committees, including determination of which committee has oversight responsibilities for specific enterprise risks.
13. Oversee, monitor and/or manage, as appropriate, risks within the Committee's area of corporate governance responsibility, including (i) risks associated with Board leadership, independence and performance, (ii) compliance with the Company's Code of Ethics, Governance Principles and other ethical guidelines, (iii) risks associated with potential conflicts of interest affecting our Directors and Executives; and (iv) stockholder outreach efforts.
14. — Monitor regulatory developments relating to corporate governance and make recommendations to the Board, as appropriate.
15. Develop, recommend to the Board and review annually the Company's *Governance Principles, Code of Ethics* and other ethical guidelines that may merit consideration by the full Board as the Committee may believe necessary or appropriate, and make recommendations to the Board with respect to any proposed changes.
16. Review and monitor the areas covered by the Company's *Code of Ethics* (the "Code") that are within the Committee's oversight responsibilities ("Covered Areas"), including any waivers of compliance with any Covered Areas of the Code; and ensure that any waivers for directors, executive officers, or senior financial officers, if any, are presented to the Board for approval and appropriate disclosure, if required by Applicable Standards and Regulations, are made.
17. Review annually the Company's *Corporate Political Contributions and Government Activity Policy Statement* and monitor the Company's practices, if any, related to political contributions and lobbying by or on behalf of the Company thereunder.
18. Review periodically the Company's diversity programs and initiatives.
19. Make regular reports to the Board on the Committee's deliberations and actions taken, and deliberations or actions taken by any formal subcommittee(s) that may be established by the Committee.
20. Periodically review and reassess procedures for stockholders and other interested parties to send communications to the Board and/or non-management directors, including the manner in which communications may be sent to the directors, the process for collecting and organizing communications, the process for determining which communications shall be relayed to the directors, and the manner and timing of delivery of such communications to the directors.
21. Review the adequacy of this Charter annually and recommend to the full Board any appropriate or necessary revisions.
22. The Committee shall at least annually, evaluate its own performance and report to the full Board on such evaluation.

23. Perform any other functions, as the Board may deem appropriate, relating to nomination and/or governance matters that are consistent with this Charter, the Company's Bylaws, and the Applicable Standards and Regulations.
24. Evaluate regularly Board succession planning, including Board refreshment practices and leadership structure, including the filing of any vacancies due to director resignation, to ensure that the Board and each of its standing committees include the right balance of tenured directors, who provide continuity and historical perspective, and new directors, who bring a fresh perspective.
25. The Committee may form and delegate authority to subcommittees, including management subcommittees, when appropriate and as permitted under Applicable Standards and Regulations and the Company's Bylaws. 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 one time during the Company's fiscal year, in order to discharge the Committee's duties. The Committee may, in the discretion of the Chair, invite any director, member of management of the Company and such other persons as it deems appropriate to carry out its responsibilities, to attend the Committee meetings.

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, 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, and applicable law.

The Committee shall keep minutes of each meeting. The Committee also shall make regular reports 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.

#### **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 also is authorized to retain and/or terminate such outside counsel, accounting and other professionals, experts and advisors (collectively, "Advisors"), including any executive search firm to be used to identify director candidates, as the Committee determines to be necessary or appropriate, to assist it in the performance of any of its functions, including determining the fees to be paid and the other terms of engagement for such Advisors. The Committee shall oversee the work of such Advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its sole discretion, for the payment of compensation to its Advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its Advisors, and the authority granted under the Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment

of its duties under this Charter.

The Committee shall act in reliance on 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 employees and its Advisors, and may require any such person to meet with the Committee, 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.

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**Updated and Approved for Recommendation to Board by the Nomination & Governance Committee - March 22, 2017**  
**Approved by the Board of Directors – March 23, 2017**