

**CHARTER FOR THE COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS
OF
BUFFALO WILD WINGS, INC.**

I. PURPOSE

The Compensation Committee shall be responsible for matters relating to the compensation policies of Buffalo Wild Wings, Inc. (the “Company”), and for the compensation of the Board of Directors and senior management of the Company.

II. MEMBERSHIP

The Compensation Committee will be comprised only of independent directors appointed by the Board. The definition of “independence” for purposes of selecting Compensation Committee members shall be that contained in the Company’s Principles of Corporate Governance as adopted by the Board. The Chair of the Compensation Committee shall be elected by the Board. In the absence of the Board’s election of a Chair the Committee shall elect a Chair by majority vote of the Committee membership.

III. RESPONSIBILITIES

- Develop and periodically review with management, the Company’s philosophy of compensation, taking into consideration enhancement of shareholder value and the fair and equitable compensation of all employees.
- Determine the compensation of the Chief Executive Officer, and the Chief Financial Officer, and review with the Chief Executive Officer the compensation of other executive officers of the Company.
- Develop, recommend, review and administer senior management compensation policy and plans, including incentive plans, benefits and perquisites.
- Develop, recommend, review and administer compensation plans for members of the Board of Directors.
- Annually consider the relationship between the Company’s strategic and operating plans and the various compensation plans for which the Committee is responsible.
- Periodically review with management, and advise the Board with respect to, employee deferred compensation plans.
- Periodically review with management and advise the Board with respect to employee benefits.

IV. AUTHORITY

The Compensation Committee shall have the authority, as and when it shall determine to be necessary or appropriate to the functions of the Compensation Committee, to:

- i. At the expense of the Company, if required, conduct such studies, analyses and evaluations necessary to perform the duties and fulfill the responsibilities assigned to it by the Board of Directors.
- ii. Have full and independent access to Company personnel, after first notifying the Chief Executive Officer or the Chief Financial Officer of the intention to interview personnel.
- iii. Have full and independent access to Company business and financial information.
- iv. At the expense of the Company, identify and engage such compensation and other consulting assistance as it deems necessary to fulfill its responsibilities. [To the extent the Committee determines to expend in excess of \$5,000 during any fiscal year on such consulting assistance, it shall seek preapproval from the Board of such excess expenditures.]
- v. Take all action appropriate to the performance of the Committee's duties.

In addition, the Compensation Committee shall have the power and authority to:

- i. administer the Company Stock Option Plan to the extent permitted under Section 4 of the Plan, including, without limiting such powers, the authority to adopt rules and regulations with respect to the Plan and to determine the individuals to whom options will be granted, the number of shares provided under an option, and the option price, term and exercisability; and
- ii. administer any and all other stock option plans that the Company may establish, as well as the authority to grant options to purchase stock outside of any Plan.

V. MEETINGS; MINUTES

The Committee shall meet no fewer than two times per year, and as many additional times as the Committee deems necessary. A majority of members will constitute a quorum and will be able to conduct the business of the Committee. As necessary or desirable, the Committee may request that members of management and representatives of the Company's independent accountants be present at meetings of the Committee.

The Compensation Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

VI. MANAGEMENT; COOPERATION

Management of the Company shall cooperate with the Compensation Committee and render to the Committee such assistance as it shall request for the purpose of carrying out its functions.