

**CHARTER OF THE
NOMINATING COMMITTEE
OF
COST PLUS, INC.**

Revised February 26, 2004

PURPOSE:

The purpose of the Nominating Committee is to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to shareholders. To carry out this purpose, the Nominating Committee shall: (1) assist the board by identifying prospective director nominees and recommend to the board the director nominees for the next annual meeting of shareholders and for any interim appointments to the board; and (2) recommend to the board director nominees for each committee.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

- The Nominating Committee shall be comprised of no fewer than three (3) members.
- The members of the Nominating Committee shall be independent within the meaning of Nasdaq Rule 4200, subject to such exceptions as may be permitted by Nasdaq Rule 4350.
- The members of the Nominating Committee shall be appointed and replaced by the board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- Determine on an annual basis desired board qualifications, expertise and characteristics and conduct searches for potential board members with corresponding attributes. Evaluate and propose nominees for election to the board. In performing these tasks the Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and the sole authority to approve the search firm's fees and other retention terms.
- Evaluate and make recommendations to the board concerning the appointment of directors to board committees, the selection of board committee chairs, and proposal of the board slate for election.
- Evaluate and recommend termination of membership of individual directors in accordance with the board's governance principles, for cause or for other appropriate reasons.

- Consider and/or adopt a policy regarding the consideration of candidates for the board recommended by shareholders, including, if adopted, procedures to be followed by shareholders in submitting recommendations.
- Periodically determine, as appropriate, whether there are any specific, minimum qualifications that the Nominating Committee believes must be met by a nominee approved by the Nominating Committee for a position on the board and whether there are any specific qualities or skills that the Nominating Committee believes are necessary for one or more directors to possess.
- The Nominating Committee shall review the disclosure in the Company's proxy statement for its annual meeting of shareholders and shall inform management whether there are any changes that are necessary or appropriate with respect to disclosure in the proxy statement regarding: (i) the Nominating Committee's process for identifying and evaluating nominees for director, including nominees recommended by shareholders; (ii) any minimum qualifications that the Nominating Committee believes must be met by nominees recommended by the Nominating Committee; (iii) any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess; (iv) the procedures to be followed by shareholders in submitting director recommendations; and (v) the policy of the Nominating Committee with regard to the consideration of director candidates recommended by shareholders.
- Make regular reports to the board.
- Review and re-examine this Charter annually and make recommendations to the board for any proposed changes.
- Annually review and evaluate its own performance.
- In performing its responsibilities, the Nominating Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.