

**BIG LOTS, INC.
NOMINATING AND COMPENSATION
COMMITTEE CHARTER**

Purpose

The purpose of the Nominating and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Big Lots, Inc. (the “Company”) is to recommend individuals to the Board for nomination as members of the Board and its committees and to discharge the responsibilities of the Board relating to the administration of the Company’s compensation programs, including the compensation of the Company’s Chief Executive Officer (the “CEO”), review the compensation of the Company’s other executive officers and prepare any report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the “SEC”).

Committee Membership

The Committee shall consist solely of three members of the Board each of who meet the independence requirements of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgment. A person may serve on the Committee only if the Board determines that he or she is (i) a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, and (iii) is “independent” in accordance with New York Stock Exchange listing standards. The initial members shall be appointed by the Board and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least twice a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee shall designate a secretary for each meeting to record minutes.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of the nomination and/or compensation discussions. The Company’s CEO should not attend any meeting where the CEO’s performance or compensation is discussed, unless specifically invited by the Committee.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.
2. Identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In nominating candidates, the Committee shall use standards approved by the Board to identify individuals qualified to become Board members. These factors may include judgment, skill, character, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.
3. To identify Board members qualified to fill vacancies on any committee of the Board including the Committee and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
4. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management. The Committee shall also report conclusions of the evaluation to the Chairman of the Board and make any appropriate recommendations.
5. Develop and recommend to the Board appropriate criteria for determining director independence.
6. In consultation with senior management, establish the Company's general compensation philosophy, and oversee the development and implementation of compensation programs.
7. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar

incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years.

8. Review and approve compensation programs applicable to the senior management of the Company.
9. Make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
10. In consultation with senior management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
11. Review and approve the significant terms of any employment agreement, severance arrangement and changes to the Company's Senior Executive Severance Agreements (or other similar change in control agreements) relating to any current or former senior executive officer of the Company.
12. Prepare and issue the evaluations and reports required under "Committee Reports" below.
13. Review compensation of the Board and recommend any changes to the full Board for its approval.
14. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs or nominating procedures.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Committee Reports

The Committee shall produce the following reports and provide them to the Board:

1. An annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

2. An annual performance self-evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall also recommend to the Board, for its approval, any improvements to this charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.
3. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to select, retain and terminate a compensation consultant and to approve the consultant's fees and other retention terms. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, including the Company's senior compensation or human resources executives, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.