

corporate governance

THE BUCKLE, INC. CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines (the "Guidelines") have been adopted by the Board of Directors (the "Board") of The Buckle, Inc. (the "Company") to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company.

A. Board Membership Matters

1. Nominating and Corporate Governance Committee

The Board has adopted the Charter for the Nominating and Corporate Governance Committee, which Committee shall be responsible for nominating members to the Board of Directors.

2. Board Membership Criteria

Directors should be selected upon the basis of, among other things, independence, integrity, experience, sound judgment in areas relevant to the Company's business, and willingness to commit sufficient time to the Board, all in the context of an assessment of the perceived needs of the Board at that point in time. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with his or her service as a Director. Nominees for Board membership should have a broad diversity of experience, professions, skills, and backgrounds. The Board does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. The backgrounds and qualifications of the Directors, considered as a group, should provide a significant breadth of experience, knowledge, and abilities that will allow the Board to fulfill its responsibilities.

3. Size of the Board

The Board believes that a size of 5 to 15 Directors is appropriate. This range encourages diversity of experience without diminishing individual accountability or effective discussion. The Board would consider increasing the size under special circumstances, including in order to accommodate the availability of an outstanding candidate for Board membership. The Board will periodically review the size of the Board.

4. Board Composition and Independence

Independent Directors. A majority of the Board members should qualify as Independent Directors (the "Independent Directors") under the requirements of the New York Stock Exchange (the "NYSE") and any other applicable regulatory authority.

The Board shall review annually the relationships that each Director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those Directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to any additional qualifications under the listing standards of the NYSE or the rules of any other applicable regulatory authority.

Management Directors. The Chairman, the Chief Executive Officer, and the Chief Financial Officer should serve on the Company's Board. While the Board is willing to consider other members of management as Directors, Board membership is not necessary or a prerequisite to any higher management position in the Company.

5. Term Limits; Mandatory Retirement

The Board does not believe it should at this time establish term limits. While term limits could help ensure that fresh ideas and viewpoints are available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

6. Director Duties and Responsibilities

The business and affairs of the Company shall be managed by or under the direction of the Board. The basic responsibility of a Director is to exercise his or her business judgment and act in what he or she reasonably believes to be in the best interests of the Company. A Director is also expected to spend the time and effort necessary to properly discharge such Director's duties and responsibilities. Accordingly, each Director is expected to rigorously prepare for (including the review of materials received in advance of meetings), attend, and participate in all Board and applicable committee meetings, and keep current with issues and policy decisions facing global businesses. A Director who is unable to attend a meeting is expected to notify the Chairman or the chairman of the appropriate committee in advance of such meeting.

7. Conflicts of Interest

Non-management Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of conflict. If an actual or potential conflict of interest develops, the Director should immediately report the matter to the Chief Executive Officer and the Chairman of the Board for evaluation.

If a Director has a personal interest in a matter before the Board, the Director shall disclose the interest to the Board, excuse himself or herself from participation in the matter, and shall not vote on the matter.

8. Changes in Job Responsibilities

A Director who changes employers or whose job responsibilities change meaningfully (including retirement) from those held in either case he or she was last elected to the Board, is required to notify the Board of such change.

It is not the sense of the Board that in each case such a Director should necessarily leave the Board. There should, however, be an opportunity for the Board to review the continued appropriateness of Board membership under the circumstances, and the affected Director shall be expected to act in accordance with the Board's recommendation. This includes submitting his or her resignation, if requested by the Board.

9. Former Chief Executive Officer's Board Membership

The Board believes a former Chief Executive Officer's board membership is a matter to be decided in each individual instance. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new Chief Executive Officer and the Board.

10. Directors Orientation and Continuing Education

The Company is committed to an orientation program for new Directors. Each new Director must participate in the Company's orientation program, which should be conducted within twelve months of the meeting at which the new Director is elected. This orientation program should include presentations by senior management to familiarize new Directors with the Company's: business; strategic plans; significant financial, accounting, and risk management issues; conflict policies; compliance programs; these Guidelines; principal officers; the internal auditing function; and independent public accountants (the "Outside Auditors"). All other Directors will be invited to attend the orientation program.

Each Director is expected to participate in continuing educational programs and/or gain equivalent knowledge and expertise through their continuing business and professional activities and associations to maintain the necessary level of expertise to perform his or her responsibilities as a Director.

11. Board Compensation

Management (with the assistance of outside experts, if necessary) shall report at least annually to the Compensation Committee on the status of Board compensation in relation to other U.S. companies of comparable size, industry and complexity. Such review will

also include a review of both direct and indirect forms of compensation to the Company's Directors.

Changes in Board compensation, if any, should come upon the recommendation of the Compensation Committee, but with full discussion and concurrence by the Board.

Directors on the Audit Committee shall not receive any compensation from the Company other than Director fees (including fees paid for service on Board committees).

Management Directors shall not receive additional compensation for their services as Directors.

B. Board Structure, Operations and Meetings

1. Selection of Chairman and Chief Executive Officer

The Company's Bylaws, which the Board can amend as particular circumstances warrant, provide for the designation of both a Chairman and a Chief Executive Officer for the Company. The Board has no fixed policy with respect to their separation or combination, and believes that the separation or combination of these officers is a matter for discussion by the Board.

2. Selection of Agenda Items for Board Members

The Chairman, working with the Chief Executive Officer and the Chief Financial Officer, will establish the agenda for each Board meeting. The Secretary will distribute a preliminary agenda sufficiently in advance of each meeting to assure that Board members are apprized of the principal matters to be considered. Each Board member may recommend agenda items and is encouraged to raise at any Board meeting subjects that are not on the agenda for that meeting.

3. Distribution of Board Material

Information and data are important to the Board's understanding of the Company's business and essential to prepare Board members for productive meetings. Board materials relevant to each meeting should, to the extent practicable, be distributed in writing to the Board sufficiently in advance of the meeting to permit prior review by the Directors. Management will make every effort to provide materials that are brief and concise, consistent with providing the desired and essential information.

4. Presentations

To conserve meeting time and focus deliberations, presentations on specific subjects should be distributed in writing to Board members in advance unless the subject matter is too sensitive. When there is no prior distribution of a presentation on a sensitive subject, () each Board member should be advised in advance of the meeting of the subject and the

principal issues to be considered and (ii) the Board should be provided ample time to deliberate on any action to be taken.

5. Attendance of Non-Directors at Meetings

The Board concurs that, at the discretion of the Chairman, and upon invitation, the senior officers of the Company may attend Board meetings or appropriate portions thereof. In addition, the Chairman may, as particular circumstances warrant, invite other members of management to attend Board meetings or appropriate portions thereof.

Furthermore, the Board encourages the continuation of the long-standing practice of management to bring managers into Board meetings from time to time who: (a) can provide additional insight into the items being discussed by the Board which involve the manager; (b) make presentations to the Board on matters which involve the manager, or (c) senior management believe have future potential as leaders.

6. Executive Sessions of the Board

The Non-management Directors will meet privately in regularly scheduled executive sessions, at each quarterly Board meeting, without the presence of any management. The Directors shall on a rotating basis, preside at such executive sessions.

Any interested parties desiring to communicate with the Chairman of the Audit Committee or Non-management Directors as a group regarding the Company may send mail in care of the Company's Corporate Secretary.

7. Board Access to Management and Independent Advisors

Board members shall have complete access to management and the Company's outside advisors.

Board members will use judgment to ensure that such access is not distracting to the business operation of the Company and that the Chief Executive Officer is appropriately advised of any such access.

The Board may retain and have access, as necessary and appropriate, to independent advisors of its choice with respect to any issue relating to its activities.

8. Board Interactions with Institutional Investors, the Press, Customers, Etc.

The Board believes that management speaks for the Company. While individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, it is expected that Board members would do this with the knowledge of management and, absent unusual circumstances, only at the request of management. Directors should refer all inquiries from institutional

investors, analysts, the press or customers to management in accordance with the Company's disclosure policy.

If comments from the Board are appropriate, they should, in most circumstances, come from the Chief Financial Officer.

9. Assessing the Performance of the Board,

The Board, using such resources or methods as it determines, including surveys of individual Directors as to their observations, shall oversee and report annually an assessment of the Board's performance. The report will be discussed by the full Board at the same time as it makes recommendations of nominees for inclusion in the proxy statement for the next annual meeting. This assessment should be of the Board's contribution as a whole. The Board shall conduct an annual self-evaluation to assess the efficient and effective functioning of it and its committees.

C. Board Committees

1. Committees

The Board shall have at least the following standing committees: Nominating and Corporate Governance, Audit and Compensation. The Board has the flexibility to form a new committee or disband a current committee depending on circumstances.

Only Independent Directors shall serve on the Nominating and Corporate Governance, Audit and Compensation Committees; provided, that Directors serving on the Audit Committee shall also meet the additional independence qualifications under Section 10A(m) of the Securities Exchange Act, the listing standards of the NYSE and the rules of any other applicable regulatory authority. In addition, a member of the Audit Committee shall not serve on the Audit Committee for more than two other public companies, unless the Board determines that such simultaneous service would not impair the member's ability to effectively serve on the Audit Committee, which determination will be disclosed in the Company's annual proxy statement.

Each committee shall have the duties and responsibilities set forth in its respective charter.

2. Assignment and Rotation of Committee Members

The Board, after consultation with the Chairman, designates the members of the committees, taking into account their particular experience and knowledge of the Company and the preferences of individual Board members. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

While rotating committee members should be considered periodically, the Board does not believe rotation should be mandated because significant benefits are attributable to

continuity; experience gained in service on particular committees, and utilizing most effectively the individual talents of Board members.

3. Frequency and Length of Committee Meetings

The Chair of each committee, in consultation with its members and the appropriate officers, determines the frequency and length of the meetings of the committee.

4. Committee Agenda and Reports

The Chair of each committee, taking into account recommendations of committee members and in consultation with the appropriate officers, will establish the agenda for each committee meeting.

Minutes of each committee meeting will be provided to each Board member to assure that the Board remains fully apprised of topics discussed and actions taken. The Chair of each committee will also regularly report at Board meetings on committee matters.

D. Planning

As may be requested by a member of the Board of Directors, the Board shall consider policies and principles relating to management selection and performance reviews, as well as policies regarding succession in the event of an emergency or retirement of a key member of executive management.

E. Company Principles

1. Code of Business Conduct and Ethics

The Board shall develop, and the Board shall adopt, a Code of Business Conduct and Ethics, which will be available on the Company's website: www.buckle.com. Any waiver of the Code by the Directors or officers shall promptly be disclosed on the Company's website.

2. Corporate Governance Guidelines

These Corporate Governance Guidelines have been approved by the Board of Directors. These Guidelines shall be posted on the Company's website: www.buckle.com. The Board of Directors shall implement, review, amend, and modify these Guidelines as desired, but at all times as necessary to comply with applicable regulatory requirements.