

Barnes & Noble Inc.
Corporate Governance & Nominating Committee Charter

*As adopted by the Board of Directors
on December 8, 2015*

I. Purpose

The Corporate Governance & Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Barnes & Noble, Inc. (the "Company"): (1) to identify and evaluate individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for each annual meeting of the Company's stockholders and from time to time fill vacancies on the Board; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to recommend to the Board director nominees for each Board committee and for the Chairperson of each committee; and (4) to oversee the evaluation of the Board and management. Such activities shall be conducted in a manner consistent with the Company's Corporate Governance Guidelines.

II. Committee Membership

The Committee shall consist of no fewer than two members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed by the Board. Committee members may be replaced by the Board. There may be a Chairman of the Committee, who shall be appointed by the Board.

III. Committee Goals and Responsibilities

1. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
2. The Committee shall determine the specific minimum qualifications, if any, for Board members and the process for identifying and evaluating nominees. These minimum qualifications and the existing process for identifying and evaluating nominees is attached to this Charter as Appendix A.
3. The Committee shall determine a policy regarding stockholder nominated candidates for the Board. The existing policy is attached to this Charter as Appendix B.
4. The Committee shall make recommendations to the Board regarding the size and composition of the Board and its committees.
5. The Committee shall formally recommend to the Board the slate of directors to be elected at each annual meeting of the Company's stockholders.
6. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search

firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from legal, accounting or other advisors.

7. The Committee shall develop and recommend to the Board an annual self-evaluation process of the Board and its committees, and shall oversee the annual self-evaluations.
8. The Committee shall annually review its own performance.
9. The Committee shall oversee the evaluation of the Company's management.
10. The Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
11. The Committee may form and delegate authority to subcommittees when appropriate.
12. The Committee shall make regular reports to the Board.
13. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
14. The Committee shall, together with the other members of the Board, determine the Company's policies with respect to communications between stockholders and the Board, and with respect to attendance of Board members at annual meetings of stockholders. These existing policies are attached to this Charter as Appendix C and Appendix D, respectively.

APPENDIX A

Minimum Qualifications and Process for Identifying and Evaluating Nominees.

The Company does not set specific criteria for directors except to the extent required to meet applicable legal, regulatory and stock exchange requirements, including, but not limited to, the independence requirements of the New York Stock Exchange and the Securities and Exchange Commission, as applicable. Nominees for director will be selected on the basis of outstanding achievement in their personal careers; board experience; wisdom; integrity; ability to make independent, analytical inquiries; understanding of the business environment; and willingness to devote adequate time to Board duties. While the selection of qualified directors is a complex and subjective process that requires consideration of many intangible factors, the Committee believes that each director should have a basic understanding of (i) the principal operational and financial objectives and plans and strategies of the Company, (ii) the results of operations and financial condition of the Company and of any significant subsidiaries or business segments, and (iii) the relative standing of the Company and its business segments in relation to its competitors.

When nominating a sitting director for re-election at an annual meeting, the Committee will consider the director's performance on the Board and the director's qualifications in respect of the foregoing.

The Committee is willing to consider candidates submitted by a variety of sources (including incumbent directors, stockholders (see Appendix B), Company management and third party search firms) when reviewing candidates to fill vacancies and/or expand the Board. If a vacancy arises or the Board decides to expand its membership, the Committee asks each director to submit a list of potential candidates for consideration. The Committee then evaluates each potential candidate's educational background, employment history, outside commitments and other relevant factors to determine whether he/she is potentially qualified to serve on the Board. At that time, the Committee also will consider potential nominees submitted by stockholders in accordance with the procedures described in Appendix B, the Company's management and, if the Committee deems it necessary, retain an independent third party search firm to provide potential candidates. The Committee seeks to identify and recruit the best available candidates, and it intends to evaluate qualified stockholder nominees on the same basis as those submitted by Board members, Company management, third party search firms or other sources.

After completing this process, the Committee will determine whether one or more candidates are sufficiently qualified to warrant further investigation. If the process yields one or more desirable candidates, the Committee will rank them by order of preference, depending on their respective qualifications and the Company's needs. A member of the Committee will then contact the preferred candidate(s) to evaluate their potential interest and to set up interviews with the full Committee. All such interviews are held in person, and include only the candidate and the Committee members. Based upon interview results and appropriate background checks, the Committee then decides whether it will recommend the candidate's nomination to the full Board.

APPENDIX B

Stockholder-Submitted Director Candidates.

The Committee will consider candidates for the Board submitted by stockholders in a timely manner. Any stockholder wishing to submit a candidate for consideration should send the following information to the Company's Secretary, Barnes & Noble, Inc., 122 Fifth Avenue, New York, New York 10011:

- Stockholder's name, number of shares owned, length of period held, and proof of ownership;
- Name, age and address of candidate;
- A detailed resume describing, among other things, the candidate's educational background, occupation, employment history for at least the previous five years, and material outside commitments (*e.g.*, memberships on other boards and committees, charitable foundations, etc.);

- A supporting statement which describes the candidate's reasons for seeking election to the Board;
- A description of any arrangements or understandings between the candidate and the Company; and
- A signed statement from the candidate, confirming his/her willingness to serve on the Board.

The Company's Secretary will promptly forward such materials to the Committee. The Company's Secretary also will maintain copies of such materials for future reference by the Committee when filling Board positions.

The Committee will consider stockholder submitted candidates if a vacancy arises or if the Board decides to expand its membership, and at such other times as the Committee deems necessary or appropriate.

Nothing in this Appendix B shall be deemed to modify or supersede any provision of the Company's By-Laws relating to the nomination of directors by stockholders.

APPENDIX C

Communications Between Stockholders and the Board.

Stockholders and other interested persons seeking to communicate with the Board should submit any communications in writing to the Company's Secretary, Barnes & Noble, Inc., 122 Fifth Avenue, New York, New York 10011. Any such communication must state the number of shares beneficially owned by the stockholder making the communication. The Company's Secretary will forward such communication to the full Board or to any individual director or directors to whom the communication is directed.

APPENDIX D

Attendance at Annual Meetings.

All Board members are expected to attend in person the Company's annual meeting of stockholders and be available to address questions or concerns raised by stockholders.