

**Barnes & Noble Education, Inc.**  
**Corporate Governance Guidelines**

*As adopted by the Board of Directors on July 21, 2015, amended September 20, 2017*

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Barnes & Noble Education, Inc. (the “Company”) to provide a framework for the governance of the Company and to assist the Board in the exercise of its responsibilities to the Company and its stockholders. These guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, By-laws and other corporate governance documents. These guidelines are intended to provide a set of flexible guidelines for the effective functioning of the Board. The Board will review these guidelines and other aspects of the Company’s governance periodically and may modify or amend these guidelines and the authority and responsibilities of the Board set forth in these guidelines at any time.

**A. The Role of the Board of Directors**

**1. Direct the Affairs of the Company for the Benefit of Stockholders**

The primary responsibility of directors of the Company is to oversee the affairs of the Company for the benefit of stockholders. The Board agrees that day-to-day management of the Company is the responsibility of management and that the role of the Board is to oversee management’s performance of that function. The Board shall also mandate and administer a corporate compliance program, which shall include the creation of a Company Code of Business Conduct and Ethics, the maintenance of accounting, financial and other controls, and the review of the adequacy of such controls.

**2. Long Range Strategy Development**

Long range strategic issues should be discussed as a matter of course at regular Board meetings.

**3. Review of Financial Goals and Performance**

The Board reviews the annual operating plan and specific goals at the start of the fiscal year and financial performance quarterly (actual and in comparison to plan). The Board also believes it is important to establish and evaluate both short and longer term objectives.

**4. Ethical Business Environment**

The Board insists on an ethical business environment that focuses on adherence to both the letter and the spirit of regulatory and legal mandates. The Board expects that management will conduct operations in a manner supportive of this view and in adherence to the policies comprising the Company’s Code of Business Conduct and Ethics. The Board is committed to avoiding any transactions that compromise, or appear to compromise, director independence.

## **5. CEO's Performance Evaluation**

The CEO's performance shall be evaluated annually by the Compensation Committee as a regular part of any decision with respect to the CEO's compensation.

## **6. Succession Planning**

The Board is responsible for succession planning. The Board will have the CEO annually review with the independent directors the abilities of the senior executives and their likely successors. Additionally, the independent directors may meet periodically to discuss, among other things, management succession issues.

## **7. Periodic Review of These Guidelines**

The operation of the Board is a dynamic and evolving process. Accordingly, these guidelines will be reviewed periodically by the Corporate Governance & Nominating Committee and any recommended revisions will be submitted to the full Board for consideration.

## **B. Meetings of the Board of Directors**

### **1. Board Leadership**

The Chairman of the Board shall be selected by the Board in the manner that it determines to be in the best interests of the Company and its stockholders. The Chairman of the Board shall be selected by the Board in the manner that it determines to be in the best interests of the Company and its stockholders, and the Board shall determine whether the roles of Chief Executive Officer and Chairman of the Board should, at any given point in time, be held by one or two persons. In addition, the independent members of the Board have appointed an independent director to serve as lead director for a period of at least one year. The lead director (i) acts as a liaison between the independent directors and the Company's management, (ii) presides at the executive sessions of non-management and independent directors, and has the authority to call additional executive sessions as appropriate, (iii) chairs Board meetings in the Chairman's absence, (iv) coordinates with the Chairman on agendas and schedules for Board meetings, and information sent to the Board, reviewing and approving these as appropriate, and (v) is available for consultation and communication with major stockholders as appropriate.

### **2. Frequency of Meetings**

The Board will meet at least one time each quarter and in conjunction with the annual meeting of stockholders. The Board believes that the specific number of Board meetings should vary with circumstances and that special meetings should be called as necessary.

While the Board recognizes that directors discharge their duties in a variety of ways, including personal meetings and telephone contact with management and others regarding the business and affairs of the Company, the Board feels it is the responsibility of individual directors to make themselves available to attend both regular and special Board and committee meetings on a consistent basis.

### **3. Executive Sessions**

Non-management directors meet in executive sessions at every regularly scheduled quarterly Board meeting, and such other times as are necessary or advisable. In addition, the independent directors meet at least once a year in an executive session of only independent directors. The lead director is responsible for presiding at the executive sessions.

### **4. Access to Management and Outside Experts**

Board members shall have reasonable direct access to the Company's officers and employees. The Board or a Board committee may seek legal, financial or other expert advice from a source independent of management. Board members will use judgment to ensure that contact with the Company's officers or employees is not distracting to the business operation of the Company and that such contact, if in writing, be copied to the CEO.

### **5. Attendance of Non-Directors at Meetings**

The Chairman has discretion to invite any members of management that the Chairman deems appropriate to attend Board meetings at appropriate times, subject to the Board's right to request that such attendance be limited or discontinued. At the Board's request, non-management guests shall sign a confidentiality agreement in form satisfactory to the Company prior to such guest's participation in any Board or committee meeting. The Board and committees may exclude any guest from part or all of any meeting upon its determination that it is in the best interests of the Company to do so.

### **6. Agendas and Presentations**

The Chairman and the lead director shall coordinate to establish the agenda for each Board meeting, taking into account suggestions of Board members. Board members may include particular items on the agenda by contacting the Chairman or the lead director, who customarily ask directors for their suggestions or opinions on possible agenda items before each meeting.

The process of preparing the agenda includes determining the form of each presentation to the Board and the person to make such presentation. Each meeting should include reports from the Board committees, as appropriate.

It is the policy of the Board that the Chief Financial Officer or other senior financial officer give a presentation on the financial and operating results of the Company and related issues at each regular Board meeting.

### **7. Information Flow**

Information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting generally is distributed in writing or electronically to Board members in advance, whenever feasible and appropriate. This will help facilitate the efficient use of meeting time. In preparing this information, management should ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make informed decisions. The Board acknowledges that certain items to

be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

The Board periodically reviews the information flow to Board members to ensure that directors receive the right kind and amount of information in sufficient time to prepare for meetings. The lead director coordinates with the Chairman regarding information flow to the directors, periodically discussing director satisfaction of Board materials with individual directors and encouraging directors to offer suggestions on materials. In addition, this topic shall be considered annually by the Corporate Governance & Nominating Committee as part of its regular review of Board performance.

#### **8. Director Orientation**

The Chief Financial Officer shall be responsible for providing an orientation for new directors, which will include comprehensive information about the Company's business and operations; general information about the Board and its committees, including a summary of director compensation and benefits; and a review of director duties and responsibilities.

#### **9. Director Continuing Education**

Each director is expected to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company may, from time to time, offer continuing education programs to assist the directors in maintaining such level of expertise.

### **C. Board Structure**

#### **1. Composition of Board**

The majority of the members of the Board shall be independent directors. Independent directors should have appropriate skills and characteristics required of Board members.

The Board is committed to diversified membership. The Board will not discriminate on the basis of race, color, national origin, gender, religion or disability in selecting nominees.

#### **2. Definition of Independent Director**

The Board defines an "independent director" as a director that meets the independence requirements of the New York Stock Exchange and the rules and regulations promulgated by the Securities and Exchange Commission. In addition, for a director to be deemed an independent director, the Board must affirmatively determine that the director has no material relationship with the Company and the basis for the determination will be disclosed in the Company's annual proxy statement. To evaluate "independence," the Board may consider all relevant factors.

#### **3. Size of the Board**

The Board believes that the Board should not be too large and understands that the size of the Board will fluctuate from time to time depending on circumstances. The Corporate

Governance & Nominating Committee will make recommendations regarding increasing or decreasing the size of the Board from time to time.

#### **4. Director Retirement Age and Term Limits**

The Board believes that consistent quality in the directorship can be achieved effectively without term limits or any mandatory retirement age.

#### **5. Director Appointments**

The Corporate Governance & Nominating Committee recommends candidates to the Board to be nominated by the Board for election to the Board. It is the Corporate Governance & Nominating Committee's responsibility to make director recommendations to the full Board for appointments to fill vacancies of any unexpired term on the Board and to recommend to the Board nominees for submission to stockholders for election at the time of the annual meeting of stockholders. The chairman of the Corporate Governance & Nominating Committee will extend the offer to a new director candidate to serve on the Board.

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. 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. The Board 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.

#### **6. Director Evaluation**

The Board believes it is appropriate to annually review its own performance and for each Board committee to review its own performance. The Corporate Governance & Nominating Committee will oversee the annual self-evaluations and report to the Board and its committees the results of its analysis and any recommendations following each such review. All directors are free to make suggestions on improvement of the Board's practices at any time and are encouraged to do so.

#### **7. Director Compensation and Stock Ownership**

The Board believes that the level of director compensation generally should be competitive with that paid to directors of other corporations of similar size and profile in the United States. The Compensation Committee is responsible for making recommendations for the full Board's review and approval with respect to director compensation and benefit programs.

The Board believes that directors should have a financial interest in the Company. Accordingly, directors receive a significant portion of their compensation in the form of equity-based compensation.

## **8. Outside Board Service**

Directors may not serve on the boards of more than five other companies in addition to the Company's Board. Service on the boards of subsidiary companies, non-profit organizations and non-public for-profit organizations is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation. Directors should obtain approval from the Audit Committee prior to accepting other board membership at for-profit organizations.

## **D. Committees of the Board**

### **1. Number and Types of Committees**

The Board believes that committees should be created and disbanded depending on the particular interests of the Board, issues facing the Company and legal requirements. The current "standing" committees of the Board (that is, committees expected to operate over an extended period) are the Audit Committee, the Compensation Committee, and the Corporate Governance & Nominating Committee. The Corporate Governance & Nominating Committee shall periodically recommend changes to the composition of the Board committees. Directors are free to make suggestions regarding committees at any time and are encouraged to do so. The Board also expects that the committee structure will be one of the matters considered from time to time as part of the review of overall Board effectiveness. The composition, members and responsibilities will also be defined periodically.

### **2. Committee Qualifications**

Members of the Audit Committee, Compensation Committee, and Corporate Governance & Nominating Committee shall meet the independence requirements of the New York Stock Exchange and the rules and regulations promulgated by the Securities and Exchange Commission. Additionally, members of the Audit Committee shall meet the financial sophistication requirements of the New York Stock Exchange. The Board will annually evaluate such financial sophistication and will determine whether any member of the Audit Committee may be deemed an "audit committee financial expert," as defined under the rules and regulations of the Securities and Exchange Commission.

### **3. Frequency of Committee Meetings**

Management will generally recommend an annual committee meeting schedule for all standing committees, but it is the responsibility of committee chairpersons, in consultation with committee members, to determine the frequency and length of committee meetings. The Audit Committee will meet at least quarterly.

**4. Committee Agendas**

Committee chairpersons, in consultation with appropriate members of management and committee members, shall determine committee agendas.

**5. Committee Reports**

Reports of committee meetings are submitted to the full Board following each committee meeting. Committee chairpersons are offered the opportunity to comment or report on committee activities at each Board meeting.

**6. Specific Roles and Responsibilities**

The specific roles and responsibilities of each committee are outlined in their respective charters.