

Barnes & Noble Education, Inc. Compensation Committee Charter

*As adopted by the Board
of Directors-September
17, 2015*

I. Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Barnes & Noble Education, Inc. (the “Company”). The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation. The Committee has overall responsibility for the compensation of the Company’s directors and officers, and for approving and evaluating the director and officer compensation plans, policies, practices and programs of the Company.

II. Committee Membership

The Committee shall consist of no fewer than three members. Each of the Committee members shall be independent, as determined in accordance with the rules of the New York Stock Exchange (the “NYSE”) and the Securities and Exchange Commission (the “SEC”) as in effect from time to time, including the specific NYSE independence rules applicable to compensation committee members. Each member shall also be a “non-employee director” within the meaning of Rule 16b-3, as that Rule may be amended from time to time, promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”), as amended from time to time, and shall be an “outside director” within the meaning of Regulation Section 1.162-27(e)(3) under the Internal Revenue Code, as amended from time to time.

The members of the Committee shall be appointed by the Board on the recommendation of the Company’s Corporate Governance & Nominating Committee. The Board may remove any member from the Committee at any time with or without cause. There shall be a Chairman of the Committee, who shall be appointed by the Board on the recommendation of the Company’s Corporate Governance & Nominating Committee.

III. Committee Duties and Responsibilities

1. The Committee shall annually review and approve corporate goals and objectives relevant to Chief Executive Officer (the “CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives and, either as a committee or together with the other independent directors of the Company (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee should consider factors that the Committee deems appropriate, including, but not limited to, the Company’s performance and relative shareholder return, the value of similar incentive awards provided to CEOs at comparable companies, and the awards given to the CEO in past years.

2. The Committee shall annually review and approve, for the executive officers, Section 16 officers of the Company and any other employees of the Company earning a base salary of \$400,000 per annum or more (the “Executives”),
 - a. the annual base salary level,
 - b. the annual incentive opportunity level,
 - c. the long-term incentive opportunity level,
 - d. employment agreements, severance arrangements, and change of control agreements/provisions, in each case as, when and if appropriate, and
 - e. any special or supplemental benefits.

In making the foregoing determinations, the Committee shall annually review the corporate goals and objectives relevant to the Executives’ compensation and evaluate the Executives’ performance in light of those goals and objectives.

3. The Committee shall have the sole authority, in its sole discretion, to select, retain, obtain the advice of and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or Executive compensation and obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to approve such consultant’s fees and other retention terms. The Committee shall oversee the work of its outside advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel, and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall, before selecting any compensation consultant, outside legal counsel or other expert or advisor consider all independence factors and potential conflicts of interest of any such compensation consultant, counsel or other expert or advisor to the extent required under all applicable current or future rules of the SEC, NYSE or any other applicable governing body.
4. The Committee shall periodically review the compensation programs and polices applicable to the Company’s Executives and non-employee directors, including incentive compensation plans and equity-based plans, and shall approve all grants under such plans, new incentive compensation plans and major benefit programs and shall recommend to the Board any new equity-based plans.
5. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company’s proxy statement.

6. The Committee shall review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and, where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say-on-Pay Vote.
7. The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
8. The Committee shall review, and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change of control, for the CEO and other Executives, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
9. The Committee shall annually conduct a risk assessment of executive and employee compensation and benefit plans and policies.
10. The Committee shall make regular reports to the Board.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

IV. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees or to management, as the Committee may deem appropriate in its sole discretion.

V. Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.