

*As adopted by the Board of Directors
on June 7, 2017*

Barnes & Noble, Inc. Compensation Committee Charter

I. Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Barnes & Noble, Inc. (the "Company"). The Committee has overall responsibility for the compensation of the Company's directors and executive officers, and for approving and evaluating the director and officer compensation plans, policies and programs of the Company.

II. Committee Membership

The Committee shall consist of no fewer than three 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 on the recommendation of the Company's Corporate Governance & Nominating Committee. Committee members may be replaced by the Board. 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 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 executive officers of the Company and any other executives of the Company with a title of Vice President (or above) reporting into the CEO (collectively "Executive Team"), (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 Executive Team's compensation and evaluate the Executive Teams 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 Team's 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 Securities and Exchange Commission and the New York Stock Exchange or any other applicable governing body.
4. The Committee shall annually review and make recommendations to the Board with respect to non-CEO compensation, the compensation programs and policies applicable to the Company's officers and directors, including incentive-compensation plans and equity-based plans, and shall approve all new incentive plans and major benefit programs.
 5. The Committee shall administer and exercise all authority granted to the administering committee under the Company's equity-based incentive compensation plans that may be established and approved by the Board.
 6. The Committee shall meet with management periodically to review and make recommendations relating to (i) succession planning for the CEO and (ii) management development and succession planning for senior executives, including identification of high potential performers.
 7. The Committee shall produce an annual report on executive compensation for inclusion in the Company's annual proxy statement.
 8. The Committee may form and delegate authority to subcommittees when appropriate.
 9. The Committee shall make regular reports to the Board.
 10. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
 11. The Committee shall annually review its own performance.