

**CHARTER FOR THE COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS
OF
BUFFALO WILD WINGS, INC.
(Adopted February 13, 2017)**

I. PURPOSE

The Compensation Committee (the “Committee”) shall be responsible for matters relating to the compensation policies of Buffalo Wild Wings, Inc. (the “Company”) and for the compensation of senior management of the Company.

The Committee shall oversee and direct the design, development, and implementation of compensation programs that promote the attraction, retention and appropriate motivation of executive officers. The Committee shall ensure that programs are designed to motivate executive officers toward the achievement of business objectives and to align the interests of executive officers with the long-term interest of the Company’s shareholders.

The Committee shall produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement in compliance with and to the extent required by applicable Securities and Exchange Commission (“SEC”) rules and regulations and relevant listing authority.

The Committee shall oversee the annual succession planning process and talent development of the Chief Executive Officer and other executive officers. The Committee shall also periodically review the leadership development programs of the Company.

II. MEMBERSHIP

The Committee will be comprised of at least three of the Company’s independent directors, who shall be appointed by the Board and may be removed by the Board. The definition of “independence” for purposes of selecting Committee members shall satisfy the requirements under the listing standards of the NASDAQ Stock Market and under the rules and regulations of the Securities and Exchange Commission, in each case as may be in effect from time to time. In addition, each member of the Committee shall qualify as a (1) “non-employee director” as defined in Rule 16b-3 under the Securities Exchange Act and (2) “outside director” as defined in regulations adopted under Section 162(m) of the Internal Revenue Code. The Chair of the Committee shall be elected by the Board.

III. RESPONSIBILITIES

The Committee shall have the responsibility to:

1. Periodically review and approve the Company’s compensation philosophy, policies and programs that in the Committee’s judgment support the Company’s strategy and are consistent with the long-term interest of shareholders.

2. Annually consider the relationship between the Company's strategic and operating plans and the various compensation plans and programs for which the Committee is responsible.
3. Review and approve the Company's goals and objectives relative to the Chief Executive Officer. Evaluate the Chief Executive Officer's performance against these goals and objectives and, based upon this evaluation, recommend to the independent directors of the Board the Chief Executive Officer's compensation. The Chief Executive Officer shall not be present during voting or deliberations relating to his/her own compensation.
4. Review the Chief Executive Officer's recommendations for the compensation of the other executive officers and newly hired and newly promoted executive officers, including employment agreements, change in control agreements, severance arrangements and special or supplemental benefits, pursuant to the Chief Executive Officer's evaluation of the executive officers' performance relative to their individual goals and objectives, and approve the compensation of the other executive officers.
5. Review and approve the following executive compensation policies and any modifications subject to the rules of each plan: Equity Incentive Plan, Cash Incentive Plan, Deferred Compensation Plan, ESPP Plan and 401K Plan. Make recommendations to the Board for shareholder approval of any new or amended equity-based compensation plans.
6. Approve equity-based compensation for any employee subject to the requirements of Section 16 of the Securities Exchange Act of 1934.
7. Periodically review with management, and advise the Board with respect to, employee benefits, perquisites and other employee compensation plans.
8. Oversee the succession planning process by reviewing annually the succession plans for the Chief Executive Officer and other executive officer positions.
9. Ensure the effectiveness of the leadership development process by reviewing on an annual basis the Company's leadership development programs and talent development plans with respect to the Chief Executive Officer and other executive officers.
10. Annually review the charter for the Committee, recommend any changes to the Board for approval, and forward all changes to the Governance Committee for comment.
11. Obtain or perform an annual evaluation of the Committee's performance, and make applicable recommendations and reports on the Committee's performance to the Board.

12. Issue necessary reports required by the SEC and other regulatory bodies. Review and discuss the Compensation Discussion and Analysis (“CD & A”) with management and, based on the review and discussions, recommend to the Board that the CD & A be included in the Company’s proxy statement.
13. Engage and oversee independent counsel and other advisors to advise the Committee, as the Committee deems appropriate in executing its responsibilities. Prior to selecting a compensation consultant, legal counsel or other advisor to the Committee, the Committee shall take into consideration such factors as could affect the independence of such consultant, counsel or advisor as may be identified from time to time in the rules and regulations of the SEC and the NASDAQ Stock Market.
14. Review and discuss with management whether the Company’s compensation policies and practices for its employees are consistent with effective controls and sound risk management, coordinating such reviews with the risk oversight activities of the Company’s Audit Committee and reporting the results of such reviews to the Board.
15. Oversee the process by which the Company conducts such advisory stockholder votes as may be required by SEC rules and regulations regarding the compensation of the Company’s named executive officers and related matters, review the results of such stockholder votes and recommend to the Board such actions in response as the Committee deems appropriate.

IV. AUTHORITY

- A. The Committee shall have the authority to:
 1. At the expense of the Company, conduct such studies, analyses and evaluations necessary to perform the duties and fulfill the responsibilities assigned to it by the Board.
 2. Have full and independent access to Company personnel, after first notifying the Chief Executive Officer or the Chief Financial Officer of the intention to interview personnel.
 3. Have full and independent access to Company business and financial information.
 4. At the expense of the Company, identify, engage, and establish the terms of retention for such compensation consultant and other consulting assistance as it deems necessary to fulfill its responsibilities.
 5. Take all action appropriate to the performance of the Committee’s duties.
- B. In addition, the Committee shall have the power and authority to:

1. administer the Company's Equity Incentive Plan ("EIP") to the extent permitted under Section 4 of the EIP, including, without limiting such powers, the authority to adopt rules and regulations with respect to the EIP and to determine the individuals to whom awards will be granted, the number of shares or units provided under an award, and the exercise price, term, vesting, and exercisability;
2. administer the Company's Cash Incentive Plan ("CIP") to the extent permitted under Article 2 of the CIP, including, without limiting such powers, the authority to administer and interpret the CIP, to adopt and revise rules, regulations and guidelines relating to the CIP and to make all other determinations necessary or advisable for the administration of the CIP; and
3. oversee the administration and design of any and all other equity and cash compensation plans that the Company may establish.

V. MEETINGS; MINUTES

The Committee shall meet no fewer than two times per year and as many additional times as the Committee deems necessary. A majority of members shall constitute a quorum and will be able to conduct the business of the Committee. As necessary or desirable, the Committee may request that members of management and representatives of the Company's independent accountants and advisors be present at meetings of the Committee. The Committee shall regularly report to the Board on its activities. The Chief Executive Officer and other executive officers who serve on the Board shall be excused during any portion of such report that directly relates to their compensation or evaluation.

The Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board and filed with the minutes of the meetings of the Board.

VI. MANAGEMENT; COOPERATION

Management of the Company shall interact with the Committee and render to the Committee such assistance as it shall request for the purpose of carrying out its functions.