

**BUFFALO WILD WINGS**  
**PRINCIPLES OF CORPORATE GOVERNANCE**  
**(Adopted February 14, 2017)**

Buffalo Wild Wings (the “Company”) is committed to strong, forward-looking corporate governance practices as one means of ensuring the trust and confidence of the Company’s stakeholders. To this end, the Buffalo Wild Wings Board of Directors (the “Board”) has adopted these principles as a statement of the corporate governance policies which the Board will observe in the discharge of its responsibilities. These Principles of Corporate Governance are not intended to conflict with, and should be interpreted in the context of, any applicable federal or state law or regulation, including the Minnesota Business Corporation Act, the Certificate of Incorporation and the Bylaws of the Company. These Principles of Corporate Governance are subject to modification from time to time by the Board.

**1. Board Responsibilities**

- *Duties and Responsibilities.* The Board shall perform the duties and responsibilities of a Board of Directors as required by law and the Company’s governing documents.
- *Directors’ Preparation and Participation.* A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review before each meeting the material distributed in advance for such meetings. A director who is unable to attend a meeting is expected to notify the Chairperson of the Board or the chairperson of the appropriate committee in advance of such meeting.
- *Integrity of the Company; Ethical Culture.* Among its many responsibilities, the Board views overseeing the integrity of the Company, and the development/maintenance of a corporate culture which is ethical and embodies values of fairness and trust as critically important.
- *Oversight of Risk Management.* The Board shall oversee risk management and provide guidance to the Company in evaluating risk.

**2. Board Leadership**

- *Leadership.* The Board recognizes the importance of leadership which effectively assists the Board in the discharge of its responsibilities.
- *Board Chair.* It is the Board’s policy that, with respect to the question as to whether the role of the Chief Executive Officer and Chairperson should be separate, the Board should be free to make these choices in any manner that it deems best for the Company from time to time. The Board Chair position is currently held by an independent director.
- *Certain Committee Chairs.* The Chairs of the Governance, Audit and Compensation Committees will be independent directors.

### 3. **Board Size, Composition; Criteria**

- *Number of Directors.* It is the current view of the Board that the number of directors should be no fewer than seven.
- *Independent Directors.* A majority of the Company's directors will be independent under criteria for independence established from time to time by the Board in conformity with the rules of the NASDAQ Stock Market. The Governance Committee shall oversee determinations of director independence.
- *Director Qualifications.* Directors as a group shall meet the qualifications established by the Governance Committee, including governance, business and professional experience, industry awareness and knowledge and stakeholder awareness. Directors must have high standards of personal ethics and a commitment to the mission and integrity of the Company and be willing and able to devote the necessary time and energy to fulfilling the Board's responsibility of oversight of the Company and its management.

### 4. **Board Organization; Committees**

- *Board Committees.* The Board shall have a Governance Committee, Audit Committee and Compensation Committee, and such other committees as the Board shall from time to time determine.
- *Number of Members.* The Governance and Compensation Committees shall each have no fewer than two members. The Audit Committee shall have no fewer than three members.
- *Committee Member Independence.* The make-up of the Governance, Audit and Compensation Committees shall comply with the rules of the NASDAQ Stock Market regarding independence. The Audit Committee members must also comply with SEC Rule 10A-3 for Audit Committee independence.
- *Committee Member and Committee Chair Appointment.* Committee members and the Chairs of each Committee will be appointed by the Board, upon the recommendation of the Governance Committee. The Governance Committee will recommend an active process of rotating Chair roles and Committee assignments among the directors. Committee members serve at the will of the Board.
- *Committee Charters.* Each Committee will have its own charter, which will set forth the responsibilities of the Committee.
- *Committee Meetings; Agenda.* The Chair of each Committee, in consultation with the Committee members, will determine the frequency and length of meetings, consistent with any requirements set forth in the Committee's charter and the appropriate discharge of the Committee's responsibilities. The Chair of each Committee, in consultation with members of the Committee, the Board Chair, and appropriate senior management, will develop the agenda for each Committee

meeting. To the extent possible, each year the Committee will establish a schedule of agenda subjects to be considered during the year.

- *Committee Minutes.* Committees shall keep minutes of their meetings and actions. Absent special circumstances, Committee minutes shall be made available to all directors following Committee meetings or Committee action.
- *Committee Evaluation.* In cooperation with the Governance Committee, each Committee will annually evaluate its performance.

## **5. Board and Committee Advisors**

- *Authority to Engage Advisors.* The Board and each Committee shall have the authority to hire at the Company's expense independent legal, financial or other advisors as the Board or Committee may deem appropriate to assist with the performance of Board and Committee responsibilities.

## **6. Selection and Orientation of New Directors**

- *Assessing Board Needs; Recommending Qualified Candidates.* The Governance Committee shall be responsible for periodically assessing the needs of the Board of Directors to accomplish its oversight responsibilities for current and future Company strategy, and recommending to the Board qualified candidates for election by the shareholders or by the Board (in the case of filling vacancies or increasing the Board size between shareholders meetings).
- *Consultation with CEO.* In making its recommendations regarding director candidates, the Governance Committee shall consult with the Chair, CEO and other directors as appropriate.
- *Final Authority for Selecting Director Nominees.* The Board itself is responsible for selecting director nominees upon the recommendation of the Governance Committee and recommending them for election by the shareholders. The identification of director candidates is the responsibility of the Governance Committee with input from the CEO and other directors. The Governance Committee shall conduct the candidate screening process. The Committee may utilize such advisory assistance with the identification and screening process as it shall determine.
- *Orientation.* The Company has an orientation process for new directors that includes background material, meetings with senior management and visits to Company facilities. All new directors must participate in the orientation process, which should be conducted as soon as practicable following the meeting at which a new director is elected to the Board. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Ethics and Business Conduct, its Principles of Corporate Governance, its principal officers, and its internal and independent auditors and legal counsel. All continuing directors are also invited to attend any orientation meetings.

- *Extending Invitations to Prospective Directors.* Either the Chair of the Governance Committee or Board Chair, if the Board Chair is independent, shall extend invitations to prospective directors to join the Board.

## 7. **Director Service; Terms; Resignation; Retirement; Evaluation**

- *Term and Term Limits.* Directors are elected for one-year terms. The Board has not established term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations. The Governance Committee will ensure an active board refreshment and director succession planning process is in place.

As an alternative to term limits, the Governance Committee will review each director's continuation on the Board each time the director is renominated. This will also allow each director the opportunity to evaluate his/her contributions to the Board and confirm his/her desire to continue as a member of the Board for another year.

- *Retirement Age.* The Board has established a retirement age for directors of 75.
- *Submission of Director Resignation.* Directors shall submit their resignations to the Board, and the remaining members of the Board, by majority vote, shall determine whether to accept such resignation, upon the following circumstances:
  - ❖ A material change in a director's principal occupation or business association from the position or association which the director held at the time such person joined the Board or which such person held while serving on the Board.
  - ❖ The commission by a director of any act, or the occurrence of any circumstance involving a director, which has affected, or may adversely affect, the Company's reputation.
  - ❖ Failure to receive enough votes during the shareholder vote to meet the number of votes that would be required for a majority voting standard. If the Board does not accept the resignation of a director that fails to receive the majority voting standard, the Company will file an 8-K document explaining why the director resignation was not accepted.
- *Service on Other Boards.* Independent directors are encouraged to limit the number of other boards (excluding non-profit and private companies) on which they serve to two, taking into account meeting attendance, participation and effectiveness on these boards. Management personnel, including the CEO, shall not serve on more than one additional public board without the approval of the Board. Directors should advise the Board Chair and Chair of the Governance Committee in advance of accepting an invitation to serve on another public, for-profit board in order that the Committee may consider issues such as conflicts of interest, indemnification and director insurance.

## 8. Board Meetings

- *Number of Meetings.* The Board shall meet no fewer than four times per year.
- *Agenda for Meetings.* The Chair, in consultation with the CEO, and the other directors, shall establish the agenda for each meeting, and the length of meetings. At the beginning of each year, to the extent possible, the Board will establish a schedule of agenda subjects to be discussed during the year.
- *Attendance at Meetings.* The Board shall determine, in its sole discretion, whether persons who are not directors may attend Board meetings. It is anticipated that selected members of management will attend Board meetings as described elsewhere in these Principles.
- *Advance Distribution of Materials.* Information and materials that are important to the Board's understanding and discussion of meeting agenda items will be distributed to directors prior to the Board meeting to the extent possible.
- *Executive Sessions.* To facilitate free and open communication among non-management directors, each Board meeting shall begin and/or conclude with an executive session at which only independent directors are present, except as may otherwise be determined by the independent directors with respect to any particular executive session.
- *Board Minutes.* The Board will keep minutes of its meetings and actions. Board minutes shall be made available to all directors following Board meetings or action.
- *Confidentiality.* To promote full, open and candid discussion and debate in Board meetings, the Board considers its deliberations to be confidential, and expects all participants in Board meetings to observe that confidentiality.

## 9. Board Relationships With Management; Others

- *Director Access to Management.* Board members shall have access to the Company's management beyond the access provided to selected members of management in Board meetings. In initiating contact with management members not already known to a director, a director will consult with the CEO or Board Chair to facilitate introduction or access. The Board shall make known to management the Board's policy of open access to alleviate any management concerns about a director's authority in this regard.
- *Management Attendance at Board Meetings.* In principle the Board encourages participation in Board and Committee meetings by management members who will provide reports and/or insight respecting meeting agenda items, and those members of management who by reason of responsibilities or succession the CEO believes should have exposure to the directors. The regular attendance at Board meetings of any management member, other than the CFO, Corporate Secretary, and General Counsel, who is not a director, shall be agreed upon by the CEO and the Board.

- *Periodic Access to Selected Persons; Consultation Regarding Certain Matters.* In the conduct of its oversight functions it is anticipated that the Board and its Committees will seek individual meetings with selected members of management or employees or advisors who have responsibility for the financial matters, risk management, internal audit, ethical and legal compliance, human resources and such other areas as the Board and its Committees may identify. Further, with respect to such identified persons, the Board and its Committees may request consultation with the CEO or other members of management respecting the compensation, promotion or termination of such persons.

## **10. CEO Evaluation and Compensation**

- *Evaluation.* The Compensation Committee shall annually evaluate the performance and compensation of the CEO against goals and objectives established by the Compensation Committee and the CEO and approved by the independent directors of the Board.
- *Compensation.* The Compensation Committee shall recommend to the Board the fundamental principles and policies of executive compensation taking into consideration the Company's desire to attract and retain excellent, well-qualified management, provide fair, competitive compensation considering the size and business of the Company and alignment with the long-term interests of the Company and its stakeholders. The Committee shall report to the independent directors of the Board in executive session the results of the CEO evaluations, and its recommendations as to CEO compensation.

## **11. Board Evaluation and Compensation**

- *Evaluation.* Annually, the Governance Committee of the Board shall conduct an evaluation of the Board's performance of its responsibilities, and shall report to the Board respecting its conclusions and recommendations.
- *Compensation.* The Governance Committee shall annually review and make recommendations to the Board regarding the compensation to be paid to non-management directors, including separate compensation to be paid for chairing the Board, chairing Committees, and serving as Committee members. In recommending non-management director compensation, the Governance Committee will take into consideration the Company's desire to attract and retain well-qualified directors, provide fair, competitive compensation considering the size and business of the Company, and alignment with the long-term interests of the Company and its stakeholders.

## **12. Leadership Development**

- *Management Succession and Development.* At least annually, the Governance Committee shall report to the Board respecting long-term and emergency management succession. At least annually the CEO shall report to the Board respecting management development.

- *Board Education.* Directors are expected to continually educate themselves as to the Company's business, and corporate governance matters. The Company shall reimburse directors for reasonable expenses relating to ongoing director education. Management, in consultation with the Governance Committee, shall plan programs and presentations to the directors respecting the Company's business and industry which may include periodic attendance at conferences and management meetings. The Governance Committee shall oversee directors' corporate governance educational activities.

### **13. Communications With Public and Various Constituents**

- *Communications with the Board.* The Company's Chief Executive Officer, together with other senior management, is responsible for establishing effective communications with the Company's constituents, including its shareholders. Shareholders may communicate in writing, by mail or email, directly with the Company's Board of Directors; such communications should be directed to the Company's corporate Secretary, who will forward the communications to the directors specified therein. If no individual director is specified in the communication, the Secretary shall forward the communication to the appropriate committee(s) or director(s) and facilitate an appropriate response.
- *Director Attendance at Shareholders' Meetings.* The Board policy is that, subject to unavoidable personal conflicts, directors shall attend shareholders' meetings.

### **14. Director Stock Ownership**

- Directors are expected to become shareholders of the Company, and continue to hold an amount of shares equal to at least five times their annual cash retainer during their terms of service. Directors have six years from beginning their service to meet this requirement.

### **15. Ethics and Conflicts of Interest**

- *Ethical Conduct.* The Board expects the Company's directors, officers and employees to act ethically at all times, and to comply with the Company's Code of Ethics and Business Conduct.
- *Conflicts of Interest.* No director, officer or employee of the Company shall waive compliance with the Company's Code of Ethics and Business Conduct without the prior approval of the Board of Directors.

### **16. Review of Principles of Corporate Governance**

- The Board, or a committee, if applicable, expects to review these Principles of Corporate Governance on an ongoing basis. The purpose of such review is to ensure that these Principles are effective in enabling the Board to fulfill its responsibilities, to consider whether these Principles continue to accurately reflect Board practices, and to address any changes to applicable laws and regulations.