

NOMINATING COMMITTEE CHARTER OF GOLFSMITH INTERNATIONAL HOLDINGS, INC.

The Board of Directors (the “Board”) of Golfsmith International Holdings, Inc. (the “Company”) has constituted and established a Nominating Committee (the “Committee”) with the authority, responsibility and specific duties as described in this Nominating Committee Charter (this “Charter”).

I. Purpose

The primary purpose of the Committee is to support and advise the Board in selecting individuals who are best able to fulfill the responsibilities of a director or executive officer of the Company.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under state or federal law for directors of a corporation.

II. Membership

The members of the Committee shall consist of two or more members of the Board.

At such time as the Company shall cease to qualify as a “controlled company” under the rules of the Nasdaq National Market (the “CC Termination Date”), the size of the Committee shall be increased to three members, one member of the Committee shall qualify as an “independent director” under applicable law and the rules of the Nasdaq National Market. Ninety days following the CC Termination Date, a majority of the members of the Committee shall qualify as “independent directors.” Within one year following the CC Termination Date, all members of the Committee shall qualify as “independent directors.”

The Committee’s members shall be appointed by and serve at the discretion of the Board. Members shall serve until their successors are duly designated and qualified. Any member of the Committee may be removed at any time, with or without cause, by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause whatsoever may be filled by a majority of the Board then in office.

The Committee’s chairperson shall be designated by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

III. Meetings and Authority

The Committee shall meet at least two times annually or more frequently as circumstances require. The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall determine the frequency and length of each meeting and the agenda of items to be addressed at each meeting.

The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary.

The Committee shall have the power to retain, without Board approval and at the Company's expense, and terminate, as it deems appropriate, outside counsel, and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole authority to approve such firms' fees and other retention terms.

The Committee may delegate its authority to subcommittees established from time to time by the Committee, which subcommittees shall consist of one or more members of the Committee or the Board of Directors, and shall report to the Committee.

IV. Duties and Responsibilities

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

1. Developing and making recommendations to the Board regarding criteria for selecting new directors.
2. Conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates for director.
3. Review and recommend to the Board nominees for election as directors of the Corporation, including nominees recommended by stockholders of the Corporation, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection at the next annual meeting of the stockholders.
4. Recommending to the Board nominees to serve on the committees of the Board.
5. Establish procedures for, and administer annual performance evaluations of the Board, and its Committees by their members, which will also include an annual performance review of this Committee by its members.
6. Periodically reviewing and reassessing the adequacy of this Charter and recommend any proposed changes to the Board for consideration and approval. Conduct an annual self-performance evaluation of the Committee.
7. Performing any other activities consistent with this Charter, the Company's bylaws and applicable law as the Committee or the Board may deem appropriate.

IV. Reporting

The Committee will apprise the Board regularly of significant developments in the course of performing the above responsibilities and duties.

Last amended: June 12, 2006