

BOOT BARN HOLDINGS, INC.

Compensation Committee Charter

INTRODUCTION

This charter (the “Charter”) governs the operations of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Boot Barn Holdings, Inc. (the “Company”) and shall remain in effect unless and until further amended, modified and/or restated. The Committee shall review the adequacy of this Charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this Charter. The Company shall make this Charter available on its website at www.bootbarn.com. 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.

PURPOSES OF THE COMMITTEE

The Committee shall discharge the overall responsibility of the Board relating to executive and director compensation, produce the *Compensation Committee Report* for inclusion in the Company’s annual proxy statement and the Annual Report on Form 10-K and perform any other tasks as the Board, from time to time, may prescribe. All powers of the Committee are subject to the Company’s by-laws and applicable law. The Committee shall regularly report to the Board.

MEMBERSHIP AND INDEPENDENCE OF COMMITTEE

The Committee shall be composed of such number of directors as appointed by the Board. The members of the Committee and the Chair of the Committee shall be appointed by the Board. Each Committee member shall serve until his or her successor is duly appointed and qualified or until his or her earlier removal by the Board at any time.

The Board will establish and affirm that each Committee member meets all applicable standards of independence, in accordance with the requirements of the New York Stock Exchange (the “NYSE”) and the rules and regulations of the Securities and Exchange Commission (the “Commission”) at such time as the Company is subject to such requirements. Each member of the Committee will be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Committee may form, and may delegate any of its responsibility to, subcommittees as it deems necessary or appropriate, in its sole discretion provided, however, the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. To the extent permitted by applicable laws, rules and regulations and the Company’s incentive compensation plans and equity-based compensation plans, the Committee may delegate to management the administration of such incentive compensation plans and equity-based compensation plans for persons not subject to the reporting requirements of Section 16 of the Exchange Act. Delegation shall not limit or restrict the Committee on any delegated matter, and any related Committee action shall not limit or restrict the Committee’s future actions.

MEETINGS OF THE COMMITTEE

The Committee shall meet as often as it shall determine is appropriate, but not less frequently than annually. The Committee intends to maintain regular executive sessions at which executives, management representatives, compensation committee consultants and advisers, and/or other non-Committee members generally will be excluded.

The Chair of the Compensation Committee shall have the responsibility for presiding over Committee meetings, and ensuring that meeting agendas and minutes are prepared.

AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- To assist the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and to oversee the development of executive succession plans, including in the event of an emergency;
- To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer. The Committee shall evaluate at least once a year the Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations shall set the Chief Executive Officer's annual compensation, including salary, bonus, incentive and equity compensation;
- To review and approve on an annual basis the evaluation process and compensation structure for the Company's other executive officers. The Committee shall evaluate the performance of the Company's executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers. The Committee also shall provide oversight of management's decisions concerning the performance and compensation of other Company officers;
- To make recommendations to the Board regarding non-employee director compensation;
- To review, approve and, when appropriate, recommend to the Board for approval, the Company's incentive compensation and other equity-based plans, including the ability to adopt, amend and terminate such plans. The Committee shall also have and shall exercise all the authority of the Board with respect to the administration of such plans;
- To review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation required by Section 14A of the Exchange Act (a "Say-on-Pay Vote"), 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. In evaluating and determining Chief Executive Officer compensation, 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;
- To review periodically Board and committee compensation and benefits and recommend any proposed changes to the Board for approval;
- To review and approve non-routine employment agreements, severance arrangements and change in control agreements and provisions when, and if, appropriate, as well as any special supplemental benefits, including the ability to adopt, amend and terminate such agreements, arrangements or plans;
- To review major organizational and staffing matters;
- To administer, monitor and review the Company's clawback policies and the clawback, recoupment and forfeiture provisions contained in the Company's equity and cash incentive compensation programs;
- To assist the Board in its oversight of the Company's hedging and pledging policies applicable to executive officers and directors;
- To assist the Board in its oversight of the Company's stock ownership guidelines for its executive officers and non-employee directors;
- To review and discuss with management the Company's *Compensation Discussion & Analysis* ("CD&A") and the related executive compensation information, and based on that review and discussion, recommend to the Board whether the CD&A and related executive compensation information be included in the Company's annual proxy statement or Annual Report on Form 10-K.
- To prepare the annual *Compensation Committee Report* as required by the Commission to be included in the Company's annual proxy statement or Annual Report on Form 10-K;
- To review annually the performance of the Committee;
- To review annually the independence of any Compensation Advisers (as defined below) of the Committee;
- To establish and communicate to Board and management the Company's general compensation philosophy;

- To assess risks related to the Company's compensation policies, practices, and programs, including , without limitation, evaluating whether incentive and other forms of compensation encourage unnecessary or excessive risk-taking;
- To report regularly to the Board on the Committee's activities; and
- To perform any other activities consistent with this Charter, the Company's certificate of incorporation and by-laws and applicable law, as the Committee or the Board deems appropriate.

COMPENSATION COMMITTEE CONSULTANTS AND ADVISER INDEPENDENCE ASSESSMENT

The Committee shall have the authority to select, retain, obtain the advice of and terminate any compensation consultant, independent legal counsel or other adviser (each a "Compensation Adviser") as it deems necessary or appropriate, in its sole discretion. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by it. The Committee may invite any such Compensation Adviser, as well as any officer, director or employee of the Company, to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the sole authority to approve the reasonable fees and retention terms relating to any Compensation Adviser, which fees shall be borne by the Company. The Company shall provide for appropriate funding, as determined by the Committee, for compensation of ordinary administrative expenses for the Committee that are necessary or appropriate in carrying out the Committee's duties. The Committee is responsible for performing an assessment of each Compensation Adviser, in accordance with NYSE listing standards, including taking into consideration the independence factors enumerated below, before making their selection to retain the services of such Compensation Adviser. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The Committee will also perform an annual independence assessment of its Compensation Advisers, including a review of the following enumerated independence factors: (1) other services performed for the Company by the Compensation Adviser's employer; (2) amount of fees received from the Company by the Compensation Adviser's employer, as a percentage of the total revenue of the employer; (3) policies and procedures of the Compensation Adviser's employer that are designed to prevent conflicts of interest; (4) any business or personal relationship of the Compensation Adviser with a member of the Committee; (5) any stock of the Company owned by the Compensation Adviser; and (6) any business or personal relationship of the Compensation Adviser or the Compensation Adviser's employer with an executive officer of the Company.