

**CHARTER OF THE NOMINATING  
AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF SPORTSMAN’S WAREHOUSE HOLDINGS, INC.**

**(Effective on April 16, 2014)**

- 1. Purpose.** The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Sportsman’s Warehouse Holdings, Inc. (the “Company”) to assist the Board in:
- identifying, evaluating and recommending individuals qualified to become members of the Board and its committees;
  - developing and recommending to the Board a set of corporate governance guidelines applicable to the Company; and
  - overseeing the evaluation of the Board and its committees and advising the Board on corporate governance matters and Board performance matters.

- 2. Membership.** The Committee shall be comprised of at least two (2) members of the Board. Each Committee member shall, as determined in the business judgment of the Board, qualify as an “independent director,” as such term is defined under applicable listing standards of The NASDAQ Stock Market LLC (“NASDAQ”), subject to any applicable exceptions such as (a) the initial-phase in periods for committee membership requirements applicable in connection with and after the Company’s initial public offering, and (b) the exemptions applicable to a “controlled company” to the extent the Company meets the definition of a “controlled company” under applicable listing standards and elects to rely on such exemption.

The members of the Committee shall be appointed by and serve at the discretion of the Board. Committee members may be removed at any time by the Board. The Board will appoint one member of the Committee to serve as the Chairperson of the Committee.

- 3. Specific Responsibilities and Duties.** In performing its function, the Committee shall undertake those tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes of the Committee. In addition to the general tasks and responsibilities, the following duties and responsibilities are the specific functions of the Committee, to be performed as the Committee deems necessary or appropriate, along with such other responsibilities as the Board shall require from time to time:

- 3.1. Director Criteria.** Periodically review and recommend to the Board the experience, qualifications, attributes, skills or other criteria desired for directors and director candidates (“Director Criteria”).

- 3.2. Identify Director Candidates.** Identify and evaluate individuals qualified to become members of the Board consistent with the criteria, policies and principles set forth in the Corporate Governance Guidelines and any additional Director Criteria determined from time to time by the Board.
- 3.3. Director Nominees.** Make recommendations to the Board regarding the nominees for director to be submitted to a stockholder vote at the Company's annual meeting of stockholders and to fill any vacancy on the Board occurring between annual meetings of stockholders.
- 3.4. Stockholder Recommendations.** Establish a process for the recommendation of director candidates by stockholders and publish such process annually in the Company's proxy statement. Review director candidates for the Board recommended by stockholders consistent with the Board's criteria for evaluating new directors as set forth in the Corporate Governance Guidelines and any additional Director Criteria determined from time to time by the Board, and make a recommendation to the Board with respect to each such director candidate.
- 3.5. Board Composition.** Periodically review with the Board the appropriate size and composition of the Board as a whole in light of the Company's current and anticipated needs and recommend, if necessary, measures to be taken so that the Board (a) reflects the appropriate balance of experience, qualifications, attributes and skills desired for the Board as a whole and (b) contains at least the minimum number of independent directors required by the listing standards of NASDAQ or other applicable law as in effect from time to time.
- 3.6. Board Committees.** Review the Board's committee structure and make recommendations to the Board concerning the qualifications, appointment and removal of members of Board committees and the appointment of the chairperson of each committee. The Committee shall recommend additional members to fill vacancies on Board committees as needed. Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.
- 3.7. Continued Board and Committee Membership.** Review the suitability of each Board member for continued service on the Board and each relevant committee thereof (a) annually, and (b) when he or she retires or materially changes his or her job responsibility or business association or experiences other changed circumstances that could pose a conflict of interest or diminish his or her effectiveness as a Board member or ability to commit appropriate time and attention to his or her service on the Board.
- 3.8. Corporate Governance Guidelines.** Develop and recommend to the Board for approval a set of corporate governance guidelines applicable to the Company. The Committee shall review and reassess at least annually the adequacy of the

Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

- 3.9. Code of Conduct and Ethics.** Develop and recommend to the Board for approval a Code of Conduct and Ethics and periodically review and reassess such Code, and, when necessary, recommend any proposed changes to the Board for approval.
- 3.10. Director Orientation and Continuing Education.** Develop with management the director orientation process for new directors and monitor the continuing education for existing directors. The Committee shall oversee the orientation process for new directors and recommend changes to it as deemed appropriate.
- 3.11. Board Leadership Structure.** Periodically review the Board's leadership structure in light of the specific characteristics of the Company and recommend any changes to the Board for approval, and discuss the effect on the Board's leadership structure of the Board's role in risk oversight of the Company.
- 3.12. Other Corporate Governance Matters.** Oversee and consider any other corporate governance matters that may arise from time to time and develop appropriate recommendations for the Board.
- 3.13. Annual Board Evaluation.** Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of this evaluation on an annual basis.

#### **4. Other Responsibilities.**

- 4.1. Review of Charter.** On an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- 4.2. Self-Evaluation.** On an annual basis, evaluate the performance of the Committee based on the process developed by the Committee and approved by the Board. The results of the annual self-evaluation shall be reported to the Board.
- 4.3. Other Actions.** Perform any other activities consistent with this Charter and the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws ("Bylaws") as in effect from time to time as the Committee or the Board deems necessary or appropriate. The Committee may from time to time seek input from the Board on any of the foregoing matters as it may determine to be appropriate.

#### **5. Organization and Operations.**

- 5.1. Meetings.** The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee, determines. Such meetings, at the

Committee's discretion, may be in person, by telephone or by unanimous written consent. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson (in consultation with the appropriate members of the Committee and management) and circulated to each member prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws, as in effect from time to time and as applicable to meetings of the Board, will govern meetings of the Committee. A quorum for any meeting of the Committee shall be a majority of the members of the Committee.

- 5.2. Minutes and Reports.** Minutes of each meeting will be kept with the regular corporate records. The Committee will periodically report to the Board its findings and actions.
- 5.3. Subcommittees.** The Committee has the power to appoint, from among its members, subcommittees, each of which may have (as determined by the Committee) the full power and authority of the Committee; provided, however, that 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. Each such subcommittee shall consist of at least two members of the Committee.
- 5.4. Voting.** Each Committee member shall have one vote and actions at meetings are approved by a majority of the members present.

## **6. Reliance; Experts; Cooperation.**

- 6.1. Retention of Outside Advisors.** The Committee has the power, in its sole discretion, to retain at the Company's expense such legal counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties, including the authority to approve any such outside advisor's fees and other retention terms. Without limiting the foregoing, the Committee has the express authority to decide whether to retain, at the Company's expense, a search firm to assist it in identifying, screening and/or attracting director candidates. If the Committee decides in its discretion to retain such a firm, the Board delegates to the Committee the sole authority to retain and terminate any such firm and to approve the firm's fees and other retention terms.
- 6.2. Reliance Permitted.** In carrying out its duties, the Committee may act in reliance on management, the independent auditors, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.
- 6.3. Investigations.** The Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties.

**6.4. Participation of Employees and Outside Experts.** The Committee shall have unrestricted access to the independent auditors, the internal auditors, internal and outside counsel, and anyone else in the Company, and may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

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