

GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

WEST MARINE, INC.

The Governance and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of West Marine, Inc. (the "Company") serves as the representative of the Board in overseeing the Company's overall compensation plans, policies and programs for all Associates, including determining all forms of compensation, equity awards and benefits to be provided to the Company's officers (as defined in Rule 16-a1 of the Securities and Exchange Act of 1934, as amended [the "Act"]) and directors, identifying qualified individuals to become Board members, assisting with the determination of Board and committee composition, monitoring a process to assess Board effectiveness, and developing and implementing the Company's governance guidelines.

Membership

The Committee will consist of at least two (2) members appointed by the Board who will serve until their successors are duly appointed. The Board will designate one member of the Committee as chairperson. Each member of the Committee will be an "independent" director of the Board. "Independent" will mean a director who meets the requirements for "independence" set forth in the applicable rules of the National Association of Securities Dealers, Inc. ("NASD"), the NASDAQ National Market ("NASDAQ"), the Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act"), and other applicable law. Each member of the Committee also will qualify as a "Non-Employee Director" within the meaning of Rule 16b-3 under the Act, and as an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

Nomination

The Committee will identify and consider individuals qualified to become new Board members or to fill vacancies on the Board and will develop recommendations for the Board to consider with respect to director nominees. The formal nomination of the persons recommended by the Committee as director nominees will be subject to the approval of the Board. As part of the process of selecting nominees, the Committee will:

1. Adopt and review, annually, criteria for qualification and selection of director candidates for election to the Board and committee membership, considering such factors as are appropriate including: issues of character, experience with businesses and other organizations of comparable size and industry sector, the interplay of the candidate's experience with the experience of other Board members, retail and e-commerce strategic planning ability, financial literacy, boating experience, special talents or personal attributes, the extent to which the candidate would be a desirable addition to the Board and any committees of the Board, the embodiment of integrity and ethical conduct in their personal and professional lives, demonstrated exercise of good business judgment, diversity, independence, skill and expertise, corporate experience, length of service, ability and willingness to devote the necessary amount of time (including attendance at Board meetings, Board committee meetings and annual Stockholder meetings), and commitment to overseeing and fostering sound, long-term growth;
2. Establish procedures for the nomination process and make recommendations to the Board regarding its size, composition and candidates for election to the Board, including recommending a slate of nominees to be proposed by the Company for election at each annual meeting of Stockholders or special meeting of Stockholders at which directors are to be elected or to fill any vacancies that may occur between meetings or that may be created by expansion of the number of members of the Board and by resignation, retirement or other termination of service of incumbent Board members;
3. Develop and periodically review a process for considering Stockholder suggestions for Board nominees and shall periodically review that process;
4. Develop standards for determining the independence of Board members that meet the requirements of the rules of the NASD, NASDAQ and applicable law;

5. Review and evaluate all Stockholder proposals submitted to the Company (relating to the nomination of directors) and recommend to the full Board appropriate action on such proposal(s);
6. Solicit the views of the Chairman of the Board, of other members of the Board, and of such other third parties as the Committee deems appropriate;
7. Consider the qualifications, performance and contributions of incumbent Board members who consent to re-election including, among other factors, attributes, attendance, preparedness, participation, effectiveness and candor of the individual;
8. Review the structure of the Board and each of its committees and recommend to the Board for its approval directors to serve as members of each committee;
9. Assist the Board in developing and evaluating potential candidates for "Executive Officer" positions, and oversee the Company's succession plans for such Executive Officers. For purposes of this Charter, the term "Executive Officers" means the Chief Executive Officer and any other "officer" as such term is defined under Rule 16a-1 of the Act;
10. Nominate the Chairman of the Board, the Chief Executive Officer and any other Executive Officers required to be appointed by the Board pursuant to the Company's Bylaws, and grant authority to the Chief Executive Officer to appoint other Company officers; and
11. Review from time to time and administer a periodic assessment procedure relating to the performance of the Board as a whole and its individual members, as well as the members of the Committee and other standing committees of the Board, as applicable.

Governance

The Committee also will advise and report to the Board with respect to the creation and maintenance of effective governance processes and principles and such other organizational and governance matters as determined by the Board. Among other functions, the Committee will:

1. Develop and recommend to the Board a set of Governance Principles. The Committee will periodically review and reassess the adequacy of the Governance Principles, will monitor and evaluate other governance guidelines that may merit consideration by the full Board, and will recommend to the Board such changes in the Company's Governance Principles as the Committee may believe to be necessary or appropriate;
2. Periodically review and reassess the adequacy of the Company's Codes of Ethic, monitor and evaluate other codes of ethical conduct and similar guidelines that may merit consideration by the full Board, and recommend to the Board such changes in the Company's Codes of Ethics as the Committee may believe to be necessary or appropriate;
3. Review and evaluate all Stockholder proposals submitted to the Company (in addition to those, if any, relating to director nominees) and recommend to the full Board appropriate action on such proposal(s);
4. Periodically review and reassess procedures for consideration by the full Board with respect to a periodic self-evaluation review of the operation and effectiveness of the Board and its committees and recommend any changes to the size, composition or operation of the Board or its committees, including making recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees;
5. Periodically review and reassess procedures for security holders and other interested parties to send communications to the Board and/or non-management directors, including the manner in which communications may be sent to the directors, the process for collecting and organizing communications, the process for determining which communications will be relayed to the directors, and the manner and timing of delivery of such communications to the directors; and
6. Perform any other functions, as the Board may deem appropriate, relating to organizational and governance matters that are consistent with principles of good governance as practiced by other public companies that are reasonably comparable to the Company and that are otherwise consistent with this Charter, the Company's Bylaws, applicable law and the applicable rules of the NASD or NASDAQ.

Compensation

The Committee will be responsible for the oversight of the Company's overall compensation policies, plans and benefit programs, which are designed to attract, motivate and reward highly qualified Associates and Executive Officers for the attainment of long-term strategic management goals and the enhancement of Stockholder value. The Company's compensation policies, plans and benefit programs will be designed to create a performance-driven environment and retain key Associates whose abilities are critical to the Company's long-term success and competitiveness. In developing compensation policies, plans and benefit programs, and setting and reviewing compensation levels—including, for Executive Officers and other senior management, base salary, annual incentive compensation and long-term incentive compensation including, without limitation, equity-based incentive awards—the Committee will take into account industry, locality and peer group norms and hiring and retention needs.

Among other functions that are suggested by principles of good governance and that are required by law or by the applicable rules of the NASD or NASDAQ, or any other functions that may be delegated by the Board to it, the Committee will (consulting with outside consultants if and when appropriate):

1. Annually review and approve the Company's compensation strategy, goals and objectives to ensure that the Company's compensation programs: (i) are designed to encourage high performance, (ii) align the interests of the Company's Associates with the interests of its Stockholders; and (iii) are appropriately balanced and do not create incentives or risks with respect to individual or collective behavior that are reasonably likely to have a material adverse effect on the Company;
2. Review and approve the Company's goals and objectives relevant to the compensation for the Company's "Executive Officers" and other senior management;
3. Evaluate the performance of the Chief Executive Officer in light of established goals and objectives and set the level of compensation for the Chief Executive Officer based on that evaluation. The compensation to be paid to the Chief Executive Officer will then be approved by the Committee;
4. Expressly approve all forms of compensation to be paid or provided to other Executive Officers including and any special perquisites and other special compensation and benefit arrangements, if any, and approve ranges of compensation to be paid to other senior management, granting to the Chief Executive Officer the ability to set compensation for such other senior management within the approved ranges;
5. Periodically review and recommend to the Board for approval director compensation levels and practices;
6. Review and approve incentive-compensation plans for Executive Officers and other senior management;
7. Review, approve and oversee the Company's Omnibus Equity Incentive Plan and Stock Ownership Guidelines for Executive Officers and Directors, and review and approve any proposed changes thereto.

In connection with the grant of stock options, restricted stock awards, restricted stock units and other discretionary awards under the Company's Omnibus Equity Incentive Plan, the Committee may delegate to one or more officers designated by the Committee the authority to make grants to eligible individuals who are not directors or Executive Officers, subject to the terms of such Plan and the Company's Equity Award Grant policy and provided that the Committee shall have fixed the price (or a formula for determining the price) and the vesting schedule for such grants, approved the form of documentation evidencing such grants, and determined the appropriate number of shares or the basis for determining such number of shares by position, compensation level, or category of personnel. Any officer(s) to whom such authority is delegated shall regularly report to the Committee the grants so made. Any such delegation of authority may be revoked at any time by the Committee. The Committee shall also make recommendations to the Board of Directors with respect to amendments to the plans and changes in the number of shares reserved for issuance. Responsibility for day-to-day administration, including the preparation and filing of all government reports and the preparation and delivery of all required Associate materials and communications, will be performed by company personnel;

8. Review and approve Severance Plans or agreements, if any, for Executive Officers and other senior management;
9. Oversee and periodically review all of the Company's Associate benefit plans including, but not limited to, the Section 401(k) Plan and the Associates Stock Purchase Plan. Responsibility for day-to-day administration of Associate benefit plans, including the preparation and filing of all government reports and the preparation and delivery of all required Associate materials and communications, will be performed by company personnel;
10. Review and discuss with the Company's management the Compensation Discussion and Analysis, in consultation with outside consultants, if any, retained by the Committee, and with Company counsel, as necessary, to ensure that such disclosure complies with applicable law, as required by the applicable rules and regulations of the Securities and Exchange Commission (the "SEC"), which will be included in the Company's proxy statement to the extent required by SEC rules and regulations. Based on such review and discussion, the Committee shall prepare an annual Compensation Committee Report as required by the applicable rules and regulations of the SEC, which will be included in the Company's proxy statement to the extent required by SEC rules and regulations;
11. Consider the impact on the Company, if any, of Section 162(m) of the Code (which limits corporate deductions to \$1,000,000 for certain compensation paid to the Executive Officers of publicly held companies), in setting the compensation of executives and document, as necessary, specific performance goals and take all other reasonable steps in order to preserve the Company's tax deductions. It is the policy of the Committee to preserve the deductibility of compensation under Section 162(m) to the extent it believes that doing so would be consistent with the best interests of the Company's Stockholders;
12. Assist the Board in fulfilling its oversight responsibilities with respect to the management of risks arising from the Company's compensation policies and programs;
13. Review and approve the Company's succession planning processes for Executive Officers, and assume direct involvement in, and approval of, the Chief Executive Officer and Chief Financial Officer selection;
14. Review and assess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval; and
15. Perform any other functions, as the Board may deem appropriate, relating to compensation matters that are otherwise consistent with this Charter, the Company's Bylaws, applicable law and the applicable rules of the NASD or NASDAQ.

Meetings/Voting/Operational Matters

The Committee will meet separately from the Board and management at least one time during the Company's fiscal year and at such other times as may be required, as determined by the Chairperson, in order to discharge the Committee's duties.

Except if otherwise prohibited by the Company's Bylaws, applicable law and/or the applicable rules of the NASD or NASDAQ, or as otherwise permitted under this Charter, a majority of the Committee members constitutes a quorum for any matters on which the Committee is required or permitted to take action, and a majority vote of the Committee members present at a meeting at which a quorum is present is required for the matter voted upon to pass. In the event of a tie vote, the chairperson may cast his/her vote to break the tie if the chairperson has not yet voted. If the chairperson has voted and such vote results in a tie, then votes may be recast until the tie is broken and if not broken, the matter voted upon shall not pass. Additionally, any action required or permitted to be taken at any Committee meeting may be taken without a meeting if all members of the Committee consent thereto in writing and the writing(s) are filed with the minutes of the proceedings of the Committee.

The Chair (or in her/his absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the Company's Articles of Incorporation, Bylaws, and applicable law.

The Committee will keep minutes of each meeting. The Committee also will make regular reports to the Board and will propose any necessary action to the Board.

All Committee members must attend scheduled Committee meetings, except where the failure to attend is due to an unavoidable conflict, medical issues/illness, family emergencies or other valid excuse.

Investigations; Outside Advisors

In discharging its duties and responsibilities, the Committee is empowered to investigate any matter relating to its purpose, duties or responsibilities that it deems appropriate and shall have full access to all books, records, facilities and personnel of the Company.

The Committee also is authorized to retain and/or terminate such outside counsel, accounting, compensation and other professionals, experts and advisors, including any executive search firm to be used to identify director or Executive Officer candidates, as the Committee determines to be necessary or appropriate, to assist it in the performance of any of its functions, including determining the fees to be paid and the other terms of engagement for such outside advisors. In retaining compensation consultant(s) the Committee will consider regarding the independence of such consultants as set forth in the applicable provisions of the Dodd Frank Act, the NASE and NASDAQ rules and other applicable law and make appropriate disclosures related thereto if and as required.

Authority

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board of Directors and may be certified as such by the Secretary or other authorized officer of the Company.

Updated and Approved for Recommendation to Board by the Governance & Compensation Committee - December 5, 2012

Approved by the Board of Directors – December 6, 2012