

**WEST MARINE, INC.**

**INTERNAL PROCESS FOR HANDLING COMMUNICATIONS TO DIRECTORS (NON- AUDIT COMMITTEE)**

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**1. Purpose of document**

West Marine, Inc. (the "Company") provides mechanisms for Company Associates, Stockholders and other interested parties to send confidential and anonymous communications to the whole Board, any standing committee of the Board, the independent directors, the Chairman of the Board, or the chair or member of any standing committee ("Director Communication").

This statement of the *Internal Process for Handling Communications to Directors (Non- Audit Committee)* ("Statement") describes the Company's process for collecting and organizing Director Communication and determining which communications will be relayed to the Directors.

**2. Process administration and oversight**

This process is administered by the Company's Secretary, is overseen by the Governance and Compensation Committee and is approved by a majority of the Company's independent Directors.

**3. Methods for collecting communications**

Written Director Communications should be addressed to the Board of Directors, any standing committee of the Board, any independent Director, the Chairman of the Board, or the chair or member of any standing committee and sent via pre-paid mail or courier to:

c/o Secretary  
West Marine, Inc.  
500 Westridge Drive  
Watsonville, California 95076

or via e-mail to BOD@westmarine.com. The Company also provides a confidential, anonymous Network Hotline at 1 (800) 241-5689, which is a toll-free call if placed within the United States.

**4. Collection of communications**

The Company Secretary, engaging members of her staff as appropriate, will use reasonable efforts to collect all Director Communications (whether received as written material, e-mail or voice message) and will act as the agent of the Board and the Directors for the purpose of applying the process described in Section 5 below.

**5. Processing of communications and routine reporting**

- a. Review: The Company Secretary, or a member of the Secretary's staff under the Secretary's direction, will review all collected Director Communications and will apply the process described in this Section 5. Communications that are addressed to the Company's President and Chief Executive Officer which relate to his role as an officer of the Company, rather than to his role as a Director, are not considered to be Director Communications and are outside of the scope of this process.
- b. Filtering: The Company Secretary, or a member of the Secretary's staff under the Secretary's direction, may "filter out" and disregard (without providing a copy to the Directors or advising them of the communication), or may otherwise handle in the Secretary's discretion, any Director Communication that is described within any of the following categories:
  - Obscene or otherwise inappropriate materials;
  - Unsolicited marketing or advertising material, mass mailings and "spam;"
  - Unsolicited newsletters, newspapers, magazines, books and publication;
  - Improper or irrelevant topics; or
  - Issues that require investigation to verify its content may not be forwarded immediately.
- c. Referrals to Other Processes: Director Communications that are described as "In-Scope Matters" under the *Internal Process for Handling Communications to the Audit Committee* will be referred to and processed as described in that document. Director Communications that include unsolicited offers or recommendations relating to Director candidates will be referred to the Governance and Compensation

Committee for consideration under its guidelines developed for all new Director nominees. The Company Secretary may refer other Director Communications as appropriate.

- d. Routine Business Communications: The Company Secretary, or a member of the Secretary's staff under the Secretary's direction, may handle in the Secretary's discretion, any Director Communication that is described within any of the following categories, but the Secretary will provide a copy of the original communication to the Chairman of the Board (or to the Presiding Independent Director, or to the Chair of the Governance and Compensation Committee) and advise such Director of any action taken with respect to the communication:
  - Routine questions, complaints and comments that can be appropriately addressed by management;
  - Surveys and questionnaires; and
  - Requests for business contacts or referrals
- e. Log of Communications. The Company Secretary, or a member of the Secretary's staff under the Secretary's direction, will maintain a summary log of all communications (other than those excluded under Sections 5.a and b. above). At least quarterly, the Company Secretary will provide to the Chairman of the Board (or to the Presiding Independent Director, or to the Chair of the Governance and Compensation Committee) a copy of all log entries made since the immediately preceding report was provided to such Director. The Company Secretary will promptly provide to any Director, upon his or her request, a copy of any part of, or all of, the log.
- f. Forwarding Communications: The Company Secretary will forward, to one or more of the following groups or individuals as the Secretary determines is appropriate in the Secretary's reasonable judgment (which groups or individuals may differ from the addressee named in the Director Communication), the original or a complete copy of any particular Director Communication that is not described in any of Sections 5.a through 5.c above: the whole Board, all of the independent Directors, the Chairman of the Board, the chair of any particular committee of the Board, or any particular individual Director.
- g. File copies of communications. The Company Secretary, or a member of the Secretary's staff under the Secretary's direction, will maintain an original or a copy (which may be in an electronic format), of all Director Communications (other than those excluded under Sections a and b above), which shall be kept in accordance with the Company's then current record retention policy. The Company Secretary will promptly provide to any Director upon request a copy of any or all filed Director Communications.

#### **6. Action by Company Secretary**

The Company Secretary may immediately investigate and take any action the Secretary believes is necessary or appropriate in response to any matter raised in any Director Communication. At least quarterly, the Company Secretary will report promptly to the Governance and Compensation Committee the actions taken, since the last report, in response to matters raised in any Director Communication.

#### **7. Policy Administration**

This Statement supersedes any and all previously adopted or published statements of the Company's guidelines, policies and procedures regarding any of the matters or topics described herein.