ZUMIEZ INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The primary function of the Governance and Nominating Committee of Zumiez Inc. (the "Company") is to (a) assist the Board of Directors in matters of Board organization and composition, (b) locate and recommend to the Board individuals to fill vacancies on the Board, (c) oversee the evaluation of the Board of Directors of the Company and (d) develop and recommend to the Board of Directors corporate governance principles and policies.

Organization

The Governance and Nominating Committee shall be comprised of two or more non-employee directors, as determined by the Board, including a Chairperson of the Governance and Nominating Committee, each of whom shall be independent directors under all applicable regulation, including the corporate governance rules of The Nasdaq Stock Market, Inc., when and as required by Nasdaq.

The members of the Governance and Nominating Committee shall be two or more of our independent directors. The Governance and Nominating Committee shall make a recommendation on the appointment of a Chairperson of the Governance and Nominating Committee, which appointment shall be made by the Board of Directors. In fulfilling its responsibilities, the Governance and Nominating Committee shall be entitled to delegate any or all of its responsibilities to subcommittees, provided that any such subcommittee shall be composed entirely of independent directors. If the Chairperson of the Board of Directors is not independent, then the Chairperson of the Governance and Nominating Committee shall serve as the Company's Lead Independent Director.

Authority

The Governance and Nominating Committee shall have the authority to engage independent counsel, consultants or other advisors, and shall have the authority to approve the fees payable to and expenses of such counsel, consultants or other advisors, and to meet with or call upon any person, including officers or employees of the Company for information and counsel.

Meetings

The Governance and Nominating Committee shall meet at least semi-annually, including a meeting in advance of the preparation of the Company's proxy statement prepared in connection with the annual meeting of shareholders to consider and recommend to the Board individuals to stand for election to the Board. Non-employee directors that are not members of the Governance and Nominating Committee may attend meetings of the Governance and Nominating Committee but may not vote. Additionally, the Governance and Nominating Committee may invite to its meetings any other director or any member of management of the

Company and such other persons as it deems appropriate to carry out its responsibilities. The Governance and Nominating Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Responsibilities

The principal functions of the Governance and Nominating Committee are set forth below. The Governance and Nominating Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate from time to time.

- To evaluate annually the performance and effectiveness of the board to ensure that the directors are fulfilling their responsibilities in a manner that effectively serves the interests of the Company's shareholders.

- To establish criteria for Board membership, including (without limitation): experience, skill set, diversity and the ability to act effectively on behalf of the shareholders and such other criteria as the Governance and Nominating Committee may deem relevant from time to time. A set of representative criteria is set forth in Exhibit A to this charter. The Governance and Nominating Committee will use these criteria as guidelines and will not be limited to them in instances where the best interests of the Company will be served by considering other criteria.

- To review the capability of each incumbent director as to availability to serve, conflicts of interest, and other factors relevant to qualifications prior to making the recommendation to the Board.

- To identify, evaluate and recommend candidates to fill Board vacancies occurring between annual shareholder meetings, taking into account the criteria for Board membership established by the Governance and Nominating Committee. In this role, the Governance and Nominating Committee will follow the procedures set forth below under "Process for Identification and Evaluation of Director Nominees."

- To present each year to the Board for inclusion in the Company's proxy statement prepared in connection with the Annual Meeting of Shareholders, a list of those individuals recommended for nomination for election to the Board of Directors at the Annual Meeting of Shareholders.

- To present recommendations to the Board for replacement directors as necessary, including a review of the capability of each prospective nominee as to health, availability to serve, conflicts of interest, and other factors relevant to qualifications prior to making the recommendation to the Board.

- To make a recommendation as to the director who should act as Chairperson of the Board of Directors (and Vice Chairperson if the Governance and Nominating Committee so

desires). Normally, this recommendation will be made at the meeting when officers are elected for the ensuing year.

- To review the composition of each Committee annually and to present recommendations for committee memberships, committee Chairpersons, and terms to the Board as needed.

- Review the recommendations of officer candidates and monitor the appointment of officers who are likely treated as named executive officers for purposes of proxy statement and other public disclosure requirements. The Governance and Nominating Committee shall review the Board's annual review process for the chief executive officer and the Company's management.

- To perform an annual review of the required financial literacy and independence qualifications for the Audit Committee and report to the Board for ratification that the qualifications have been met.

- To periodically review the process of determining the compensation paid to non-employee directors for annual retainers (including Board and Committee Chairpersons) and meeting fees and, together with the Compensation Committee, make recommendations to the Board for any adjustments.

- To review actual or potential conflicts of interest affecting directors and executive officers.

- To review corporate governance developments both generally and specific to proxy analysis and other external reviews of the Company performed by RiskMetrics and similar institutions and where appropriate to make recommendations to the Board, or other committees, regarding corporate governance matters and practices including the organization and legal structure of the Company.

- To review regularly the processes and procedures that it has developed for the Board.

- To review regularly the Company's performance as it affects employees.

- To review the process for Board and director orientation.

- The Governance and Nominating Committee shall review the continued adequacy of this Governance and Nominating Committee Charter on a periodic basis and shall comply with provisions in such general procedures for Board committees as approved by the full Board.

- The Governance and Nominating Committee shall review and update periodically the Company's Corporate Governance Guidelines.

Annual Performance Evaluation

The Governance and Nominating Committee shall perform a review and evaluation, at least annually of the performance of the Governance and Nominating Committee and its

members. In conducting such performance evaluation the Governance and Nominating Committee shall review the compliance of the Governance and Nominating Committee with this charter.

Director Attendance at Annual Meeting

Absent a valid reason, such as a schedule conflict, it is expected that all directors will attend the Annual Meeting of Shareholders.

Process for Identification and Evaluation of Director Nominees

The Governance and Nominating Committee may employ a variety of methods for identifying and evaluating nominees for director. The Governance and Nominating Committee will regularly assess the size of the Board, the need for particular expertise on the Board, the upcoming election cycle of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Governance and Nominating Committee will consider various potential candidates for director which may come to the Governance and Nominating Committee's attention through current Board members, management, shareholders or other persons. These candidates are evaluated at regular or special meetings of the Governance and Nominating Committee, and may be considered at any point during the year.

The Governance and Nominating Committee will consider candidates recommended by shareholders, when the nominations are properly submitted in accordance with the procedures set forth in Exhibit B to this charter. Following verification of the shareholder status of persons proposing candidates, the Governance and Nominating Committee will make an initial analysis of the qualifications of any candidate recommended by shareholders or others pursuant to the criteria summarized above to determine whether the candidate is qualified for service on the Board before deciding to undertake a complete evaluation of the candidate. If any materials are provided by a shareholder in connection with the nomination of a director candidate, such materials will be forwarded to the Governance and Nominating Committee as part of its review. If the Governance and Nominating Committee determines that additional consideration is warranted, it may gather and review additional information about the nominee's background and experience (or may request a third-party search firm on its behalf to gather such additional information and report its findings to the Governance and Nominating Committee). Other than the verification of compliance with procedures and shareholder status, and the initial analysis performed by the Governance and Nominating Committee, a potential candidate nominated by a shareholder will be treated like any other potential candidate during the review process by the Governance and Nominating Committee. In connection with this evaluation, the Governance and Nominating Committee will determine whether to interview the prospective nominee, and if warranted, one or more members of the Governance and Nominating Committee, and others as appropriate, will interview prospective nominees in person or by telephone. After completing this evaluation and interview, the Governance and Nominating Committee will make a recommendation to the full Board as to the persons who should be nominated by the Board, and the Board determines the nominees after considering the recommendation and report of the Governance and Nominating Committee.

Shareholder Communications

Shareholders may communicate directly with directors, including non-employee directors, by mailing such communication to the Board, in care of the Company's Secretary, at the Company's headquarters in Everett, Washington. The mailing envelope must contain a clear notation indicating that the enclosed letter is a "Shareholder-Board Communication" or "Shareholder-Director Communication." All such letters must identify the author as a shareholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual directors. The Secretary will make copies of all such letters and circulate them to the appropriate director or directors. All such communications will be forwarded to the intended director(s) without editing or screening. If these foregoing procedures are modified, then updated procedures will be posted on the Company's corporate website.

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS ON MAY 31, 2006.
AS AMENDED BY THE GOVERNANCE AND NOMINATING COMMITTEE ON MARCH 10, 2009 AND NOVEMBER 18, 2009

Exhibit A

Director Qualifications/Criteria/Skills

Integrity. All candidates must be individuals of personal and professional integrity and ethical character, and who value and appreciate these qualities in others.

Absence of Conflicts of Interest. Candidates should not have any interests that would materially impair his or her ability to (i) exercise independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its shareholders.

Fair and Equal Representation. Candidates must be able to represent fairly and equally all shareholders of the Company without favoring or advancing any particular shareholder or other constituency of the Company.

Achievement. Candidates must have demonstrated achievement in one or more fields of business, professional, governmental, communal, scientific or educational endeavor consistent with the needs of the Company's strategic plan.

Experience. Candidates should have (i) experience in corporate management, such as serving as an officer or former officer of a publicly held company; (ii) relevant business experience, at a senior management level, preferably in the retail industry; or (iii) experience as a board member of another publicly held company.

Oversight. Candidates are expected to have sound judgment, borne of management or policy-making experience (which may be as an advisor or consultant), that demonstrates an ability to function effectively in an oversight role.

Business Understanding. Candidates must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Company. These include-

- contemporary governance concerns;
- regulatory obligations of a public issuer;
- strategic business planning;
- competition in a global economy; and
- basic concepts of corporate finance.

Available Time. Candidates must have, and be prepared to devote, adequate time to the Board and its committees and to learning about the Company, its stores, employee activities and events. It is expected that each candidate will be available to attend substantially all meetings of the Board and any committees on which the candidate will serve, as well as the Company's annual meeting of shareholders, after taking into consideration their other business and professional commitments, including service on the boards of other companies, and attending company events, doing store visits and participating in company activities.

Incumbent Directors. If the candidate is an incumbent director, the director's overall service to the Company during the director's term, including the number of meetings attended, the level of participation and the overall quality of performance of the director will be evaluated.

Additional Qualifications. In approving candidates for election as director, the Governance and Nominating Committee will also assure that:

- at least a majority of the directors serving at any time on the Board are independent, as defined under the Nasdaq Market Place Rules;
- at least three of the directors satisfy the financial literacy requirements required for service on the audit committee under the Nasdaq Market Place Rules;
- at least one of the directors qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission;
- at least some of the independent directors have experience as senior executives of a public or substantial private company; and
- at least some of the independent directors have general familiarity with the retail industry.

Evaluation. It is best practices to complete an annual evaluation of directors and their contributions, which can be completed by a self-evaluation process or other means. The review process for the board will be determined annually in order to evaluate performance and to ensure a value add to the directors and shareholders.

Diversity. The Governance and Nominating Committee will seek to promote through the nominations process an appropriate diversity on the Board of professional background, experience, expertise, perspective, age, gender, ethnicity and country of citizenship.

Exhibit B

Procedures for Shareholders to Recommend Director Candidates

The Nominating and Governance Committee will consider qualified nominees recommended by shareholders who may submit recommendations to the Governance and Nominating Committee in care of our Chairman of the Board and Secretary at the following address:

Board of Directors
c/o Corporate Secretary
Zumiez Inc.
6300 Merrill Creek Parkway, Suite B
Everett, Washington 98203

Nominees for director who are recommended by our shareholders will be evaluated in the same manner as any other nominee for director. Shareholder recommendations for director should include the following information:

- the name and address of the shareholder recommending the person to be nominated;
- a representation that the shareholder is a holder of record of stock of the Company, including the number of shares held and the period of holding;
- a description of all arrangements or understandings between the shareholder and the recommended nominee;
- such other information regarding the recommended nominee as would be required to be included in a proxy statement filed pursuant to Regulation 14A promulgated by the SEC pursuant to the Securities Exchange Act of 1934, as amended; and
- the consent of the recommended nominee to serve as a director of the Company if so elected.

The Governance and Nominating Committee may require that the proposed nominee furnish the Governance and Nominating Committee with other information as it may reasonably request to assist it in determining the eligibility of the proposed nominee to serve as a director.

To submit a recommendation for director for an upcoming annual shareholder meeting, it is necessary that a proposing shareholder notify the Company and provide the information set forth above no later than 120 days prior to the corresponding date on which the Company's annual proxy statement was mailed in connection with the most recent annual meeting.