

**CHARTER
FOR THE
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
SLEEP NUMBER CORPORATION**

(Revised March 2016)

The purposes, responsibilities and duties of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Sleep Number Corporation (the “Company”) shall be as follows:

I. PURPOSES

The primary purposes of the Committee are to:

- (a) Be aware of the best practices in corporate governance and develop and recommend to the Board a set of Corporate Governance Principles to govern the Board, its Committees, the Company and its employees in the conduct of the business and affairs of the Company;
- (b) Identify and recommend to the Board individuals qualified to become members of the Board and its committees; and
- (c) Develop and oversee the annual Board and Board Committee evaluation process.

The Committee will fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

II. COMPOSITION

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall be independent directors, as determined by the Board consistent with applicable law and the applicable requirements of any exchange or self-regulatory organization with which the Company's shares are listed for trading, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. A director is not independent if the director:

- (a) Is an employee of the company or of an affiliate, or an immediate family member of a current executive officer;
- (b) Is currently receiving any non-director compensation from the Company (excluding benefits under a tax-qualified retirement plan); or
- (c) Is an executive of another entity and any of the Company's executives serve on that entity's compensation committee.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve for such terms as are established by the Board or until their successors shall be duly elected and qualified. Unless the Board elects a Chair, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chair of the Committee shall have the authority to call meetings of the Committee upon reasonable notice and shall preside at all meetings of the Committee. Meetings of the Committee may be conducted by telephone conference if each of the members may simultaneously hear each other member. A majority of the members of the Committee shall constitute a quorum for the conduct of business and the Committee

shall act by majority vote of the quorum. Action of the Committee may be taken without a meeting if unanimous written consent thereto by each of the members of the Committee is given. The Committee shall keep minutes of its meetings and shall provide copies of such minutes and of actions by written consent to the Board and to the Secretary of the Company for placement in the Company's minute books.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

- (a) Develop and recommend to the Board for its approval a set of Corporate Governance Principles that are consistent with generally accepted best practices in corporate governance and that are believed by the Committee to be in the best interests of the shareholders of the Company;
- (b) Review the Board's and the Company's corporate governance policies and practices, at least annually, to assure compliance with the Corporate Governance Principles;
- (c) Periodically review the Corporate Governance Principles and recommend to the Board for its approval such additions or changes that the Committee determines to be necessary or advisable to meet changing circumstances, developments in the law, or developments in corporate governance practices;
- (d) Review the outside board activities of the Chief Executive Officer and the direct reports to the Chief Executive Officer;
- (e) Identify, review and recommend to the Board for its approval individuals qualified to become members of the Board and its committees;
- (f) Sponsor and promote continuing education in board governance for members of the Board and an orientation program for new directors;
- (g) Develop, implement and administer an annual Board and Board Committee evaluation process;
- (h) Review and take action with respect to any Related Party Transaction pursuant to the Company's Related Party Transactions Policy;

- (i) Report regularly to the Board with regard to action taken by the Committee and any issues that may arise in the course of the discharge by the Committee of its responsibilities and duties hereunder;
- (j) Retain (without need for further Board approval) and consult with such independent advisors as the Committee may deem necessary or appropriate in connection with fulfilling the responsibilities and duties of the Committee; and
- (k) Undergo an annual review of the performance of the Committee pursuant to the process established as set forth above.

V. FUNDING OF THE COMMITTEE'S FUNCTIONS BY THE COMPANY

The Company shall provide for appropriate funding for the Committee, in its capacity as a committee of the Board, in such amounts as may be determined by the Committee, for payment of compensation to any advisors engaged by the Committee in connection with the fulfillment by the Committee of its responsibilities and duties hereunder.