

SCHOOL SPECIALTY, INC.

GOVERNANCE/NOMINATING COMMITTEE CHARTER

Effective as of October 16, 2015

I. PURPOSE

The primary responsibilities of the Governance/Nominating Committee (the “Committee”) of the Board of Directors of School Specialty, Inc. (the “Company”) are to provide assistance to the Board of Directors in the selection of candidates for election to the Board of Directors, including identifying, as necessary, new candidates who are qualified to serve as directors of the Company, recommending to the Board of Directors the candidates for election to the Board of Directors, developing and recommending to the Board of Directors, and thereafter periodically reviewing and recommending, corporate governance principles applicable to the Company, overseeing the periodic evaluation of the Board and its committees, and monitoring, recommending information and programs which will the Board of Directors in fulfilling their responsibilities as directors and advising the Board of Directors on corporate governance matters and practices.

II. COMMITTEE COMPOSITION

The Committee shall be comprised of at least three members, all of whom are “independent” directors (except that, at any time when the Board of Directors does not include at least three members who are “independent” directors, the Committee shall be comprised of two members, both of whom are “independent” directors). A director is “independent” if he or she meets the requirements for independence set forth in the rules of The Nasdaq Stock Market and the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The members of the Committee will be appointed by the Board of Directors. A member will serve until the earliest of (a) his or her successor is appointed, (b) until his or her resignation from the Committee, (c) until his or her position on the Committee is eliminated due to a reduction in the size of the Committee, (d) until he or she is removed from the Committee by the Board of Directors, or (e) until his or her service on the Board of Directors terminates. The chairperson of the Committee will be the member of the Committee appointed to serve in such capacity by the Board of Directors from time to time.

III. MEETINGS, COMMITTEE ACTIONS AND REPORTS

The Committee shall meet as often as the Committee or Committee chair determines, but not less frequently than annually. Meetings of the Committee may be called by any member of the Committee. The Committee chair shall prepare or approve an agenda in advance of Committee meetings. Any action to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing, and such writing or writings are filed with the minutes of the Committee. All decisions of the Committee shall be

determined by an affirmative vote of the majority of members in attendance. A quorum of the Committee shall be established when a majority of the members of the Committee are in attendance. Except as otherwise set forth in this Charter, the Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), notice and waiver of notice as are applicable to the Board of Directors.

If appropriate, the Committee shall report to the Board of Directors at the Board meeting following each Committee meeting or more frequently as necessary regarding the Committee's activities, findings, conclusions and recommendations.

IV. RESPONSIBILITIES AND POWERS

The specific responsibilities of the Committee are as follows:

- A. Develop and recommend to the Board of Directors for adoption guidelines for selecting candidates for election to the Board of Directors, and periodically review such guidelines and recommend to the Board of Directors for adoption amendments to such guidelines that the Committee deems necessary or appropriate.
- B. Identify, as necessary, new candidates who are qualified for Board membership, in accordance with the guidelines adopted by the Board of Directors and recommend potential director nominees that satisfy the qualification criteria developed by the Committee. Review the qualifications of all candidates proposed for Board membership, including any candidates nominated by shareholders in accordance with the Company's by-laws, in light of the guidelines adopted by the Board of Directors.
- C. Annually recommend to the Board of Directors the nominees to stand for election at the Annual Meeting of Shareholders of the Company and, as necessary or deemed appropriate, recommend nominees to fill vacancies on the Board of Directors and, in consultation with the Chairman of the Board of Directors, recommend the directors to be appointed to each committee of the Board of Directors.
- D. Coordinate the annual self-evaluation of the performance of the Board of Directors and each of its committees.
- E. Review shareholder proposals duly and properly submitted to the Company and recommend appropriate action to the Board of Directors.
- F. Review any proposed amendments to the Company's Articles of Incorporation or By-Laws and recommend appropriate action to the Board of Directors; provided, however, that the Committee shall not be responsible for reviewing, assessing and recommending action with respect to any such amendments that are reviewed and approved by the Board of Directors or any other committee of the Board of Directors.
- G. Review and assess the Company's compliance with the corporate governance requirements applicable to the Company.

- H. Reevaluate the Company's corporate governance guidelines periodically and recommend to the Board for adoption any revisions that the Committee deems necessary or appropriate for the Board of Directors to discharge its responsibilities more effectively.
- I. Develop and periodically review succession plans for the directors and periodically report to the Board of Directors on these matters.
- J. Periodically review succession plans for the Chief Executive Officer, the Chief Financial Officer, any other "executive officers" of the Company and its subsidiaries under Section 16 of the Exchange Act, and other key executive officers of the Company and its subsidiaries identified from time to time by the Committee, and periodically report to the Board on these matters.
- K. Serve as the Company's Qualified Legal Compliance Committee within the meaning of Section 307 of the Sarbanes-Oxley Act of 2002 and the rules adopted thereunder.
- L. Develop and recommend to the Board for approval a Company Code of Ethics, and monitor compliance with such Code of Ethics as it relates to matters other than financial records and use of Company assets and direct any special investigations concerning such matters.
- M. If requested by the Board of Directors, review the relevant facts of any proposed related party transaction and make recommendations to the Board of Directors regarding the approval or disapproval of such transaction.
- N. Undertake such additional activities within the scope of the purpose of the Committee as the Committee or the Board of Directors may from time to time determine.
- O. Review, on an annual basis, the advisability of, or need for, any changes in the number, composition or qualifications of the members of the Board of Directors or of any Board Committees, and make recommendations to the Board of Directors regarding the foregoing.

V. DELEGATION; USE OF ADVISORS

The Committee may, if it deems appropriate from time to time, delegate authority with respect to any of its functions to a subcommittee of the Committee.

In the course of fulfilling its duties, the Committee has the sole authority to retain, at the Company's expense, its own counsel or advisors in its sole discretion, including any search firm to be used to identify director candidates, and to approve the fees and other retention terms of any such counsel or advisors and to terminate such counsel or advisors. Counsel or advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent, when considered appropriate by the Committee.

VI. ANNUAL EVALUATION

The Committee shall review and assess the adequacy of this Charter annually and recommend any changes to this Charter for approval by the Board of Directors. In addition, the Committee shall conduct an annual evaluation of the performance of the Committee, in such manner as the Committee deems appropriate, and shall present the results of such evaluation to the Board of Directors.