

## **Build-A-Bear Workshop, Inc.**

### **NON-EXECUTIVE CHAIRMAN**

#### **CHARTER**

The Build-A-Bear Workshop, Inc. (the “Company”) Board of Directors (the “Board”) will elect a non-management director, who shall be an independent director, as defined in the rules of any national securities exchange on which the Company’s shares may be listed from time to time, to serve in a lead capacity as Non-Executive Chairman. Although the Board may change the Non-Executive Chairman at any time, the Non-Executive Chairman is generally expected to serve for three years, subject to his or her removal, resignation, retirement or failure to be reelected as a director of the Company.

The Non-Executive Chairman has a dual responsibility serving as both the Chair of the Board and a partner to the Chief Executive Officer (“CEO”) in the development and execution of the Company’s strategic direction.

#### Chair of the Board:

- In collaboration with the CEO and other Board members, determine board meeting agendas and the appropriate provision of information to the Board
  - Collaborate with the CEO to ensure appropriate quality, quantity and timeliness of information sent to the Board as well as meeting agenda times.
  - Collaborate with the CEO to facilitate the Board’s approval of the number and frequency of Board meetings, as well as meeting schedules to assure that there is sufficient time for discussion of all agenda items.
- Preside over Board meetings including executive sessions of the independent directors.
- Communicate with Board members regarding strategies.
- Principal liaison between the Board and the CEO and Company management.
- Collaborate with the Board on CEO succession planning.
- Participate in committee meetings and calls as deemed necessary.
- Collaborate with the Board regarding the retention of outside advisors and consultants who report directly to the Board when necessary.
- If requested by shareholders, ensure that he/she is available, when appropriate, for consultation and direct communication.
- Coordinate the activities of the other non-management directors as needed.
- Other duties and responsibilities as the Board may determine.

#### Partner to the CEO:

##### Goal Setting

- Together with the CEO and Board, set strategic goals for Company and develop plan of action for their implementation.

- Together with the CEO, assess whether financial and human capital resources are in place to achieve results.
- In partnership with the CEO, develop bench strength within the organization, including a CEO succession plan.
- Other projects and/or involvement that will assist the CEO in the achievement of the Company's strategic plans.