

BIG LOTS, INC.
ENVIRONMENTAL SOCIAL AND GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Environmental Social and Governance Committee (the “Committee”) of Big Lots, Inc. (the “Company”) is to support the Company’s on-going commitment to environmental, health and safety, corporate social responsibility, corporate governance, sustainability and other public policy matters relevant to the Company (collectively, “ESG Matters”). The Committee is a cross-functional management committee of the Company. The Committee will take a leadership role in (a) developing the Company’s general strategy with respect to ESG Matters, (b) overseeing the development of policies and practices relating to ESG Matters based on such strategy and the integration of such policies and practices into the Company’s business operations and strategy, (c) overseeing communications with employees, investors and stakeholders regarding ESG Matters and (d) monitoring and assessing developments relating to, and improving the Company’s understanding of, ESG Matters.

Membership

The Committee shall be comprised of such officers and employees of the Company that the Co-Chairs deem appropriate, taking into account such person’s expertise in relevant disciplines, such as environmental, health and safety, real estate, operations, legal, governance, compliance, human resources, finance, investor relations and government affairs. The initial Committee members are as follows:

- Chief Legal and Governance Officer, Co-Chair
- Chief Financial and Administrative Officer, Co-Chair
- Functional Leaders of:
 - Compliance/Social
 - Diversity, Equity & Inclusion (DEI)
 - Investor Relations
 - Public Relations
 - Sustainability

Meetings

The Committee shall meet in person, telephonically or via other electronic means of communication at least quarterly. The Committee may meet at such other times as the Co-Chairs or the Committee deem necessary or appropriate. The Co-Chairs shall schedule all meetings of the Committee and set the agenda for all meetings. The Committee shall designate a secretary, who need not be a Committee member, for each meeting to record minutes. The Committee may invite to its meetings such members of management and such other persons as it may deem necessary or appropriate.

Duties and Responsibilities

The duties and responsibilities of the Committee are as follows:

1. Develop the Company's general strategy with respect to ESG Matters and oversee the development and implementation of policies and practices that conform with such strategy;
2. Review current and emerging ESG Matters that may affect the Company's operations, performance or public image or are otherwise pertinent to the Company and its stakeholders.
3. Review and assess the Company's policies and practices (including risk management policies and practices) with respect to the ESG Matters identified in Section 2 and consider the Company's strategy for addressing the future impact of these ESG Matters on its operations, performance and public image.
4. Oversee the Company's reporting and disclosures and internal and external communications regarding ESG Matters, including coordinating and reviewing, as appropriate, responses, reports or other disclosures to stakeholders.
5. Review and make recommendations to the Board of Directors of the Company (the "Board") with respect to shareholder proposals received by the Company that relate to ESG Matters and advise the Company on other significant stakeholder concerns relating to ESG Matters.
6. Report on its activities to the Nominating/Corporate Governance Committee of the Board (the "Nominating Committee") as frequently as requested by the Nominating Committee, but in no event less than [once] annually.
7. Perform such other activities consistent with this Charter or applicable laws, rules or regulations as the Committee deems necessary, desirable or appropriate.

Performance Evaluation

The Committee shall conduct an annual self-evaluation of its performance of its duties under this Charter. The Committee shall conduct the evaluation in such manner as it deems appropriate. The Committee shall also annually review and assess the adequacy of this Charter and make any changes it deems necessary or appropriate.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee. Any such subcommittee shall report on its activities to the Committee.