

## THE BUCKLE, INC. CORPORATE GOVERNANCE GUIDELINES RESTATED EFFECTIVE DECEMBER 2, 2019\*

*\*Revised to reflect the name change of the Nominating, Governance and Corporate Social Responsibility Committee as approved by The Buckle, Inc.'s Board of Directors on December 3, 2021\**

These Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors (the “Board” and each a “Director”) of The Buckle, Inc. (the “Company”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company. These Guidelines should be interpreted in accordance with any applicable legal requirements, including those imposed by federal or state laws or regulation, the New York Stock Exchange (“NYSE”) and the Company’s organizational documents.

The Nominating Governance and Corporate Social Responsibility Committee of the Board (the “NGCSR Committee”) is responsible for reviewing and recommending to the Board appropriate changes to these Guidelines to reflect changes in legal or regulatory requirements, evolving governance practices and the Board’s policies and procedures. The NGCSR Committee also oversees the implementation of the Guidelines by the Board and management of the Company.

### I. ROLE OF THE BOARD

The Board is responsible for oversight of the business affairs and integrity of the Company and oversight of the Company’s risks while evaluating and directing adoption of Company controls and procedures. The Board may delegate some of its responsibilities to the committees of the Board.

### II. COMPOSITION AND QUALIFICATIONS OF THE BOARD

- A. **Size of the Board.** The Board has determined that a size of 5 to 15 Directors is appropriate. This range encourages diversity of experience without diminishing individual accountability or effective discussion. The Board may consider increasing the size under special circumstances, including in order to accommodate the availability of an outstanding candidate for Board membership. The Board will periodically review the size of the Board.
- B. **Board Membership Criteria.** Directors should be selected upon the basis of, among other things, integrity, experience, sound judgment in areas relevant to the Company's business, and willingness to commit sufficient time to the Board, all in the context of an assessment of the perceived needs of the Board at that point in time. Each Director is expected to ensure that other existing and planned future commitments do not materially interfere with his or her service. Nominees for Board membership should have a broad diversity of experience, professions, skills, and backgrounds. The Board does not assign specific weights to particular criteria and no criterion is necessarily applicable to all prospective nominees. The backgrounds and qualifications of the Directors, considered as a group, should provide a significant breadth of experience, knowledge, and abilities that will allow the Board to fulfill its responsibilities.
- C. **Board Composition and Independence.** A majority of the Directors should qualify as Independent Directors (as defined hereafter) under the requirements of the NYSE and any other applicable regulatory authority. The Board will review annually the relationships that each Director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those Directors who the Board affirmatively determines have no material relationship with

the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) will be considered “Independent Directors”, subject to any additional qualifications under the listing standards of the NYSE or the rules of any other applicable regulatory authority.

- D. **Management Directors.** The Chairman of the Board (the “Chairman”), the Chief Executive Officer, and the Chief Financial Officer should serve on the Company's Board. From time to time, the Board may consider other members of management as a Director, it being understood that Board membership is not necessary or a prerequisite to any particular higher management position in the Company.

### III. GUIDELINES FOR BOARD OF DIRECTORS

- A. **Term Limits; Mandatory Retirement.** The Board has determined that it will not establish term limits or a mandatory retirement age for Directors at this time. While term limits or a mandatory retirement age could help ensure that fresh ideas and viewpoints are available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.
- B. **Director Duties and Responsibilities.** The basic responsibility of a Director is to exercise his or her business judgment and act in what he or she reasonably believes to be in the best interests of the Company. A Director is also expected to spend the time and effort necessary to properly discharge such Director's duties and responsibilities. Accordingly, each Director is expected to rigorously prepare for (including the review of materials received in advance of meetings), attend, and participate in all Board and applicable committee meetings, and keep current with issues and policy decisions facing global businesses. A Director who is unable to attend a meeting is expected to notify the Chairman or the applicable committee chair in advance of such meeting.
- C. **Conflicts of Interest.** Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company or gives the appearance of conflict. If an actual or potential conflict of interest develops, the Director should immediately report the matter to the Chief Executive Officer and the Chairman for evaluation. If a Director has a personal interest in a matter before the Board, the Director will disclose the interest to the Board, excuse himself or herself from participating in discussion on the matter, and abstain from voting on the matter.
- D. **Changes in Job Responsibilities.** A Director who changes employer, whose job responsibilities change meaningfully, or plans to retire from their employer since he or she was last elected to the Board is required to notify the Board of such change within ten (10) business days of such change.

Changes to Director job responsibilities need not result in the departure of the applicable Director from the Board. There should, however, be an opportunity for the Board to review the continued appropriateness of Board membership under the circumstances. The affected Director will be expected to act in accordance with the Board's recommendation. This includes submitting his or her resignation, if requested by the Board.

- E. **Former Chief Executive Officer's Board Membership.** The Board has determined a former Chief Executive Officer's Board membership is a matter to be decided in each individual instance. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new Chief Executive Officer and the Board.

- F. **Board Access to Management and Independent Advisors.** Directors will have complete access to management and the Company's outside advisors. Directors will use judgment to ensure that such access is not distracting to the business operation of the Company and that the Chief Executive Officer is appropriately advised of any such access. The Board may retain and have access, as necessary and appropriate, to independent advisors of its choice with respect to any issue relating to its activities.
- G. **Board Interactions with Institutional Investors, the Press, Guests, Etc.** The Board believes that management speaks for the Company. While individual Directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, it is expected that Directors would only do this with the knowledge of management and, absent unusual circumstances, only at the request of management. Directors should refer all inquiries from institutional investors, analysts, the press or customers to management in accordance with the Company's disclosure policy.

If comments from the Board are appropriate, they should, in most circumstances, come from the Chief Executive Officer or the Chairman.

- H. **Chairman Responsibilities.** The Chairman is responsible for presiding over all meetings of the Board, other than special meetings and executive sessions of the independent Directors, and meetings of shareholders. The Chairman, in consultation with the Chief Executive Officer and members of management, manage the Board and Board processes, including establishing meeting dates, and the agenda and items to be discussed at Board meetings. The Chairman will provide guidance to the Chief Executive Officer and Board regarding corporate strategy. The Chairman will be available to discuss any concerns that a Director may have regarding the Board, the Company, or management. The Chairman shall be available to the Chief Executive Officer for advice and counsel on issues of significance to the Company. The Chairman may attend all meetings of the committees of the Board and has authority to call meetings of the Board.

#### IV. EDUCATION AND EVALUATION

- A. **Director Orientation and Continuing Education.** The Company is committed to an orientation program for new Directors. Each new Director must participate in the Company's orientation program, which should be conducted within twelve months of the new Director's election or appointment, as applicable. The orientation program will include presentations by senior management to familiarize new Directors with the Company's business; strategic plans; significant financial, accounting, and risk management issues; conflict policies; compliance programs; these Guidelines; principal officers; the internal auditing function; and independent public accountants (the "Outside Auditors"). Other Directors may choose to participate and attend the orientation program.

Each Director is expected to participate in continuing educational programs and/or gain equivalent knowledge and expertise through their continuing business and professional activities and associations to maintain the necessary level of expertise to perform his or her responsibilities as a Director.

- B. **Assessing the Performance of the Board.** The Board, using such resources or methods as it determines, including surveys of individual Directors as to their observations, will oversee and report annually an assessment of the Board's performance. The report will be discussed by the full Board at the same time as it makes recommendations of nominees for inclusion in the proxy statement for the next annual meeting. This assessment should be of the Board's contribution as a whole. The Board will conduct an annual self-evaluation to assess the efficient and effective functioning of it and its committees.

## V. BOARD STRUCTURE, OPERATIONS AND MEETINGS

- A. **Selection of Chairman and Chief Executive Officer.** The Company's by-laws, which the Board can amend as particular circumstances warrant, provide for the designation of both the Chairman and a Chief Executive Officer for the Company. The Board has no fixed policy with respect to their separation or combination and the separation or combination of these officers may be a matter for discussion by the Board as the need arises.
- B. **Selection of Agenda Items for Directors.** The Chairman, working with the Chief Executive Officer and the Chief Financial Officer, will establish the agenda for each Board meeting. The Corporate Secretary will distribute a preliminary agenda sufficiently in advance of each meeting to assure that Directors are apprised of the principal matters to be considered. Each Director may recommend agenda items and is encouraged to raise at any Board meeting subjects that are not on the agenda for that meeting.
- C. **Distribution of Board Material.** Information and data are important to the Board's understanding of the Company's business and essential to prepare Directors for productive meetings. Board materials relevant to each meeting should be, to the extent practicable, distributed in writing sufficiently in advance of the meeting to permit prior review by the Directors. Management will make every effort to provide materials that are brief and concise, consistent with providing the desired and essential information.
- D. **Presentations.** To conserve meeting time and focus deliberations, presentations on specific subjects should be distributed in writing to Directors in advance unless the subject matter is too sensitive. When there is no prior distribution of a presentation on a sensitive subject Directors should be advised in advance of the meeting of the subject and the principal issues to be considered and ample time to deliberate on any action to be taken must be provided.
- E. **Attendance of Non-Directors at Meetings.** The Board concurs that, at the discretion of the Chairman, and upon invitation, members of senior management of the Company may attend Board meetings or appropriate portions thereof. In addition, the Chairman may, as particular circumstances warrant, invite other members of management to attend Board meetings or appropriate portions thereof. Furthermore, the Board encourages the continuation of the long-standing practice of management to bring managers into Board meetings from time to time who (a) can provide additional insight into the items being discussed by the Board which involve the manager; (b) make presentations to the Board on matters which involve the manager, or (c) senior management believe have future potential as leaders.
- F. **Executive Sessions of the Board.** The non-management Directors will meet privately in regularly scheduled executive sessions, at each quarterly Board meeting, without the presence of any management. The Directors will on a rotating basis, preside at such executive sessions. Any interested parties desiring to communicate with the Chair of the Audit Committee or non-management Directors as a group regarding the Company may send mail in care of the Company's Corporate Secretary.

## VI. BOARD COMMITTEES

- A. **Standing Committees.** The Board will have at least the following standing committees: NGCSR, Audit, and Compensation. In addition, those members of management serving as Directors shall constitute the Executive Committee. The Board has the flexibility to form a new committee or disband a current committee depending on circumstances.

- B. **Committee Membership – Independence.** Only Independent Directors will serve on the NGCSR, Audit, and Compensation Committees; provided, that Directors serving on the Audit Committee will also meet the additional independence qualifications under the listing standards of the NYSE and the rules of any other applicable regulatory authority. In addition, a member of the Audit Committee will not serve on the Audit Committee for more than three other public companies, unless the Board determines that such simultaneous service would not impair the member's ability to effectively serve on the Audit Committee, which determination will be disclosed in the Company's annual proxy statement.
- C. **Charters.** Each committee will have the duties and responsibilities set forth in its respective charter.
- D. **Assignment and Rotation of Committee Members.** The Board appoints on an annual basis the committee members, taking into account their particular experience and knowledge of the Company and the preferences of each Director. Unless a chair is elected by the full Board, members of the committee may designate a chair by majority vote of the full committee membership.

While rotating committee members may be considered periodically, the Board does not believe rotation should be mandated because significant benefits are attributable to continuity, experience gained in service on particular committees, and utilizing most effectively the individual talents of each Director.

- E. **Frequency and Length of Committee Meetings.** Each committee chair, in consultation with its members and the appropriate officers, will determine the frequency and length of the meetings of the committee.
- F. **Committee Agenda and Reports.** Each committee chair, taking into account recommendations of committee members and in consultation with the appropriate officers, will establish the agenda for each committee meeting.
- G. **Committee Minutes.** Minutes of each committee meeting will be provided to each Director to assure that the Board remains fully apprised of topics discussed and actions taken. Each committee chair will regularly report at Board meetings on committee matters.

## VII. COMPENSATION OF THE BOARD OF DIRECTORS

- A. Management will, on an annual basis, discuss with the Compensation Committee chair the status of Board compensation in relation to other U.S. companies of comparable size, industry, and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's Directors. Changes in Board compensation, if any, should come upon the recommendation of the Compensation Committee, but with full discussion, concurrence, and adoption by the Board.

Management Directors will not receive additional compensation for their services as Directors.

## VIII. Company Principles

- A. **Code of Business Conduct and Ethics.** The Board will develop, and the Board will adopt, a Code of Business Conduct and Ethics (the "Code"), which will be available on the Company's website: [www.buckle.com](http://www.buckle.com). Any waiver of the Code by a Director or officer will promptly be disclosed on the Company's website.
- B. **Insider Trading Policy.** Directors are subject to the Company's Insider Trading Policy which sets forth restrictions for buying, selling, or transferring the Company's securities. Directors are generally prohibited from

buying, selling, or transferring the Company's securities if they are aware of any material non-public information. Material information is information that might affect the Company's stock price or otherwise be of significance to an investor who is determining whether to purchase, sell or hold the Company's securities.

- C. **Corporate Governance Guidelines.** These Guidelines have been approved by the Board. These Guidelines will be posted on the Company's website: [www.buckle.com](http://www.buckle.com). The NGCSR Committee shall review these Guidelines from time to time to determine whether any changes are appropriate and recommend any changes to the Board for its approval.