

THE BUCKLE, INC. COMPENSATION COMMITTEE CHARTER

This Compensation Committee (“Committee”) Charter (this “Charter”) was adopted by the Board of Directors (“Board”) of The Buckle, Inc. (the “Company”) on December 12, 2005, and subsequently updated on March 19, 2012, September 16, 2019, and September 14, 2020.

PURPOSE. The purpose of the Committee is to:

- Assist the Board in discharging its responsibilities relating to oversight of the compensation of the Company's Chief Executive Officer (“CEO”), other executive officers and directors;
- Administer the Company's incentive compensation and other equity-based plans (the “Plans”) including making certain equity grants pursuant to such Plans; and
- Oversee the Company's compensation policies and equity plans generally. In addition, the Committee will undertake the specific duties and responsibilities listed below and such other duties as the Board from time to time prescribes.

COMMITTEE MEMBERSHIP. The Committee shall:

- Consist of not less than three (3) members of the Board, the exact number to be established by the Board from time to time;
- Consist solely of individuals who meet the independence standards set forth in Securities and Exchange Commission rules, and the listing requirements of the New York Stock Exchange (“NYSE”); and
- Be elected by the Board at the annual organizational meeting of the Board and shall serve until their successors shall be duly elected and qualified. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership.

Determinations as to whether a director satisfies the requirements for membership on the Committee shall be made by the Board.

RESPONSIBILITIES AND DUTIES. To fulfill its responsibilities and duties the Committee shall:

- Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluating the CEO's performance in light of those goals and objectives, and review and approve the level of compensation, including base salary, bonus, equity compensation, and any other benefits to be provided to the CEO. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider such factors as the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs of comparable companies, and the awards given to the Company's CEO in past years;
- Review and approve the compensation for executive officers other than the CEO. Review, make recommendations to the Board, and approve, as appropriate, general compensation goals and guidelines for the Company's employees. Review, make recommendations to the Board, and approve, as appropriate, the compensation policy for the non-employee directors of the Company;
- Approve and authorize amendments to the Plans and the Company's other benefit programs to the extent such amendment authority has been delegated to the Committee by the Board;
- Administer within the authority delegated by the Board, the Company's Plans. In its administration of the Plans, the Committee may: (i) grant stock options or shares of restricted stock to individuals eligible for such grants (including, to the extent relevant, grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder); (ii) amend such stock options or restricted stock grants; and (iii) take all other actions permitted under the Plans. The Committee may delegate to two or more Directors of the Company the authority to make grants and awards to any non-executive officer of the Company under such of the Plans as the Committee deems appropriate in accordance with the terms of such Plans. The Committee also shall review and make recommendations to the Board with respect to changes in the number of shares reserved for issuance under those Plans;
- Review and discuss with management the Compensation Discussion and Analysis required by Item 402(b), and based upon that review and discussion, recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K, or proxy statement, as applicable;
- Review and assess the adequacy of this Charter annually, requesting Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation;
- Annually review Committee member compliance with applicable independence rules and regulations; and

- Conduct an annual evaluation of the Committee's own performance.

ADDITIONAL AUTHORITY OF THE COMMITTEE. The Committee shall have the authority to do the following, in its discretion, to the extent it deems appropriate in carrying out its duties under this Charter:

- Delegate any of its responsibilities to a subcommittee or subcommittees; and
- Retain, or obtain, in its sole discretion, the advice of a third-party consultant or service provider relevant to the Committee's scope of responsibility. The Committee has the sole authority to approve all such third-party's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such advisor retained by the Committee. The Committee may select such advisors, or receive advice from any other advisor, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors set forth in the listing requirements of the NYSE.

MEETINGS OF THE COMMITTEE. The Committee shall meet as often as necessary to carry out its responsibilities, but not less than once each year. The Committee may, at its discretion, ask certain members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate, to attend the meetings and provide pertinent information as appropriate; provided, however, that no executive officer should be present during the portion of any meeting where such executive's performance or compensation is discussed, unless expressly invited by the Committee. At the discretion of the chairperson of the Committee (but at least once each year), the members of the Committee shall meet in executive session, without any members of management present.

MINUTES. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS. The Committee will report to the Board on a periodic basis and make such recommendations with respect to any of the above matters as the Committee deems necessary or appropriate.

COMPENSATION. Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Fees may be paid in such form of consideration as is determined by the Board.