

## **WILLIAMS-SONOMA, INC.**

### **NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(as amended and restated on November 2, 2012)

#### **PURPOSE**

The Nominations and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Williams-Sonoma, Inc. (the “Company”) acts on behalf of and with the concurrence of the Board with respect to matters relating to the composition and membership of the Board and the Board’s governance responsibilities.

#### **COMPOSITION**

The Committee shall be comprised entirely of independent members of the Company’s Board. The exact number of members of the Committee shall be fixed and may be changed from time to time by resolution duly adopted by the Board. The members of the Committee shall be appointed by the Board. Committee members may be removed or replaced by the Board. The Board shall designate one member of the Committee to serve as the chairperson.

The members of the Committee shall meet the independence requirements of the New York Stock Exchange and the Securities and Exchange Commission.

#### **COMMITTEE RESPONSIBILITIES**

The Committee’s primary responsibilities are to:

- In consultation with the Chairman of the Board, periodically review and recommend to the Board suitable revisions to the Board’s Corporate Governance Guidelines, which are updated periodically.
- Periodically consider and review with the Board the appropriate skills and characteristics required of prospective Board members in light of the then-current composition of the Board.
- Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
- Assist the Chairman of the Board and the Board in general with screening potential Board candidates, meet with potential Board candidates and, as appropriate, participate in the recruitment of potential Board members, consistent with the procedures prescribed by the Board’s Corporate Governance Guidelines.
- As appropriate, use its sole authority to retain and terminate any search firm to be used to identify director candidates, including its sole authority to approve the search firm’s fees and other retention terms.

- Recommend to the Board the director nominees for the next annual meeting of stockholders or to fill vacancies on the Board.
- Consider director nominees recommended and properly submitted by the Company's stockholders in accordance with the Committee's Stockholder Recommendations Policy.
- Review proposals submitted by stockholders, with assistance of other Board committees as appropriate, and recommend action by the Board with regard to each proposal.
- In accordance with the Company's majority voting bylaw, as set forth in the Amended and Restated Bylaws, and resignation policy, as set forth in the Corporate Governance Guidelines, consider the resignation offer of any nominee for director who is not elected, and recommend to the Board the action it deems appropriate to be taken with respect to each such offered resignation.
- Review, make recommendations to the Board regarding, and approve, as appropriate, the compensation policy for the non-employee directors of the Company.
- Oversee the evaluation of the Board and the Company's senior management team.
- As appropriate, obtain advice and assistance from independent counsel or other advisors, including, without limitation, any compensation consultant to be used in the evaluation of non-employee director compensation.
- Conduct an annual performance evaluation of the Committee.

## **MEETINGS**

The Nominations and Corporate Governance Committee will set its own schedule and will meet periodically, but not less frequently than at least twice each year. The members of the Committee may invite the Chief Executive Officer or any other person to attend meetings as appropriate and consistent with this charter.

## **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.

## **DELEGATION OF AUTHORITY**

The Committee may form and delegate authority to subcommittees when appropriate.