

AMENDED AND RESTATED SCHOOL SPECIALTY, INC. GOVERNANCE/NOMINATING COMMITTEE CHARTER

Effective as of June 13, 2007 and Amended November 17, 2008

I. Purpose

The primary responsibilities of the Governance/Nominating Committee of the Board of Directors of School Specialty, Inc. (the "Company") are to provide assistance to the Board of Directors in the selection of candidates for election to the Board of Directors, including identifying, as necessary, new candidates who are qualified to serve as directors of the Company, recommending to the Board of Directors the candidates for election to the Board of Directors, developing and recommending to the Board of Directors, and thereafter periodically reviewing, corporate governance principles applicable to the Company, and monitoring and advising the Board of Directors on corporate governance matters and practices.

II. Committee Composition

The Committee shall be comprised of at least three members, consisting solely of "independent" directors. A director is "independent" if he or she meets the requirements for independence set forth in the rules of the Nasdaq National Market and the Securities Exchange Act of 1934 (the "Exchange Act").

The members of the Committee will be appointed by the Board of Directors. A member will serve until his or her successor is appointed, until his or her resignation from the Committee, until his or her position on the Committee is eliminated due to a reduction in the size of the Committee, until he or she is removed from the Committee by the Board of Directors, or until his or her service on the Board of Directors terminates. The chairperson of the Committee will be the member of the Committee appointed to serve in such capacity by the Board of Directors from time to time. Any action to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing, and such writing or writings are filed with the minutes of the Committee. All decisions of the Committee shall be determined by an affirmative vote of the majority of members in attendance. A quorum of the Committee shall be established when a majority of the members of the Committee are in attendance.

III. Meetings and Reports

The Committee shall meet as often as the Committee or Committee chair determines, but not less frequently than annually. Meetings of the Committee may be called by any member of the Committee. The Committee chair shall prepare or approve an agenda in advance of Committee meetings. If appropriate, the Committee shall report to the Board of Directors at the Board meeting following each Committee meeting or more frequently as necessary regarding the Committee's activities, findings, conclusions and recommendations.

IV. Responsibilities and Powers

The specific responsibilities of the Committee are as follows:

- A. Develop and recommend to the Board of Directors for adoption guidelines for selecting candidates for election to the Board of Directors, and periodically review such guidelines and recommend to the Board of Directors for adoption amendments to such guidelines that the Committee deems necessary or appropriate. A copy of the guidelines adopted by the Board of Directors is attached hereto as Appendix A.
- B. Identify, as necessary, new candidates who are qualified for Board membership, in accordance with the guidelines adopted by the Board of Directors.

- C. Review the qualifications of all candidates proposed for Board membership, including any candidates nominated by shareholders in accordance with the Company's by-laws, in light of the guidelines adopted by the Board of Directors.
- D. Annually recommend to the Board of Directors the nominees to stand for election at the Annual Meeting of Shareholders of the Company and, as necessary or deemed appropriate, recommend nominees to fill vacancies on the Board of Directors and, in consultation with the Chairman of the Board of Directors, recommend the directors to be appointed to each committee of the Board of Directors.
- E. Coordinate the annual self-evaluation of the performance of the Board of Directors and each of its committees.
- F. Review shareholder proposals duly and properly submitted to the Company and recommend appropriate action to the Board of Directors.
- G. Review any proposed amendments to the Company's Articles of Incorporation or By-Laws and recommend appropriate action to the Board of Directors; provided, however, that the Committee shall not be responsible for reviewing, assessing and recommending action with respect to any such amendments that are reviewed and approved by the Board of Directors or any other committee of the Board of Directors.
- H. Review and assess the Company's compliance with the corporate governance requirements established by the Nasdaq National Market and under the Exchange Act or otherwise applicable to the Company.
- I. Reevaluate the Company's corporate governance guidelines periodically and recommend to the Board for adoption any revisions that the Committee deems necessary or appropriate for the Board of Directors to discharge its responsibilities more effectively.
- J. Develop and periodically review succession plans for the directors and periodically report to the Board of Directors on these matters.
- K. Undertake such additional activities within the scope of the purpose of the Committee as the Committee or the Board of Directors may from time to time determine.

V. Delegation; Use of Advisors

The Committee may, if it deems appropriate from time to time, delegate authority with respect to any of its functions to a subcommittee of the Committee.

In the course of fulfilling its duties, the Committee has the sole authority to retain its own independent advisors in its sole discretion, including any search firm to be used to identify director candidates, and to approve the fees and other retention terms of any advisor and to terminate such advisor.

VI. Annual Evaluation

The Committee shall review and assess the adequacy of this Charter annually and approve any changes to this Charter. Such approval shall also be ratified by the Board of Directors. In addition, the Committee shall annually review the performance of the Committee.

Appendix A

GUIDELINES FOR SELECTING BOARD CANDIDATES

In considering possible candidates for election as a director, the Governance/Nominating Committee should consider the following guidelines.

The Board of Directors should be composed of:

- A. Directors who will bring to the Board of Directors a variety of experience and backgrounds.
- B. Directors who will form a central core of business executives with substantial senior management experience and financial expertise.
- C. Directors who will represent the balanced, best interests of the shareholders as a whole and the interests of the Company's stakeholders, as appropriate, rather than special interest groups or constituencies.
- D. Qualified individuals who reflect a diversity of experience, gender, race and age.

Each director should:

- A. Be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others.
- B. Be free of any conflict of interest which would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director.
- C. Possess substantial and significant experience which would be of value to the Company in the performance of the duties of a director.
- D. Have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.