

**CHARTER OF THE
NOMINATING AND GOVERNANCE
COMMITTEE
OF THE BOARD OF DIRECTORS
OF
THE MICHAELS COMPANIES, INC.**

(as amended April 5, 2017)

1. Organization and Governance of the Nominating and Governance Committee. The Nominating and Governance Committee (the “Committee”) of The Michaels Companies, Inc. (the “Company”) shall consist of no less than three (3) members appointed by the Board of Directors (the “Board”) and satisfying the independence requirements of the NASDAQ Global Select Market. In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Committee members shall be appointed and shall serve for such term or terms as the Board may determine or until earlier resignation or death;
- the Chairperson of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine or until earlier resignation or death’
- the Board may remove any member from the Committee at any time with or without cause;
- the Committee shall meet at least two (2) times a year (either in person or by telephone or other similar communications equipment), at such times and places as it deems necessary to fulfill its responsibilities;
- any two (2) members or the Chairperson of the Committee may call a meeting of the Committee upon 48 hours’ prior notice to each other member;
- action may be taken by the Committee during a meeting upon the affirmative vote of a majority of its members;
- action may be taken by the Committee by written consent if all of the members of the Committee indicate their approval thereto; and
- the Committee may delegate its authority to a subcommittee.

2. Statement of Purpose. The purposes of the Committee are to (i) identify individuals qualified to become members of the Board; (ii) recommend director nominees to the Board; (iii) oversee the evaluation of the Board and its committees; (iv) develop and maintain the Company’s corporate governance guidelines; and (v) carry out any related matters required by the federal securities laws.

3. Responsibilities of the Committee. The responsibilities of the Committee shall include the following:

- identify individuals qualified to become Board members;
- receive and review nominations for such qualified individuals from stockholders of the Company pursuant to the procedures set forth in the Company's Bylaws;
- review director nominee recommendations put forward by the Chief Executive Officer;
- recommend to the Board the slate of director nominees for the Company's next annual meeting of stockholders, taking into account each candidate's ability, judgment and experience, the overall diversity and composition of the Board and any other criteria approved by the Board;
- review committee membership annually and recommend to the Board individuals to serve as committee members on the various Board committees;
- review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto;
- review and recommend additional Board or committee members to fill vacancies, as needed;
- clearly articulate to each director what is expected, including reference to directors' basic duties and responsibilities with respect to attendance at Board meetings, advance review of meeting materials and the Company's corporate governance principles;
- review and make recommendations to the Board regarding the Company's practices and policies with respect to directors, including, but not limited to, retirement policies for non-employee directors, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings;
- annually review the Company's corporate governance guidelines, identify best practices and recommend any changes to the Board, including changes to the documents, policies and procedures in the Company's corporate governance framework;
- recommend to the Board processes for annual evaluations of the performance of the Board and its committees;
- consider and report to the Board any questions of possible conflicts of interest of Board members;
- provide for new director orientation and continuing education for existing directors on a periodic basis;

- annually review and assess the adequacy of this charter and submit any changes to the Board for approval;
- report its actions and any recommendations to the Board on a periodic basis; and
- annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

4. Powers of the Committee on Directors and Corporate Governance. In order to fulfill its role, the Committee shall have the sole authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.