

BARNES & NOBLE EDUCATION, INC.

SPECIAL MEETING OF STOCKHOLDERS

June 5, 2024

RULES OF CONDUCT

Welcome to the Special Meeting of Stockholders (the “**Meeting**”) of Barnes & Noble Education, Inc. (the “**Company**”).

In the interest of conducting an orderly meeting, please observe the following rules and procedures:

1. The business of the Meeting will be conducted as indicated in the Notice of the Special Meeting dated May 15, 2024. The only business matters to be conducted at the Meeting are the matters set forth in the Notice of the Special Meeting and Proxy Statement dated May 15, 2024, as supplemented.
2. Only stockholders as of the close of business on May 13, 2024, the record date, or their duly authorized proxies, are entitled to submit questions and vote at the Meeting. Stockholders may vote until the polls close. The polls will open at the start of the Meeting and close upon declaration by a presiding officer. If you have voted your shares before the start of the Meeting, your vote has been received and there is no need to vote again during the Meeting, unless you wish to revoke or change your vote. If you have not yet voted and wish to vote, or if you wish to revoke or change your vote, you may vote by clicking on the “Vote Here” button located under the “Meeting Materials” section of the live webcast of the Meeting.
3. Each stockholder will be given the opportunity to submit one question during the Meeting by entering it in the ‘Ask a Question’ box located on the live webcast of the Meeting. Please ensure all questions are relevant, pertinent and brief.
4. The Company will make every effort to answer all questions submitted during the Meeting. However, if multiple questions are submitted on the same topic or are otherwise related, we may group them, summarize them and/or respond collectively. Depending on the number of questions submitted, we may not be able to answer all questions during the Meeting.
5. Please note that we will not address questions that:
 - do not relate to the business of the Meeting;
 - relate to pending or threatened litigation;
 - relate to material nonpublic information of the Company;
 - relate to a personal grievance, individual personnel matters or a complaint about the Company's products or services;

- are derogatory references to individuals or are otherwise in bad taste;
- are repetitious of questions or statements already submitted or made by another stockholder;
- are not a matter of interest to stockholders generally; or
- are out of order or not otherwise suitable for the conduct of the Meeting as determined by the Chairman in his reasonable judgment.

6. The Chairman may adjourn the Meeting or call a recess at any time and for any reason, including disorder, a technical malfunction or any other significant problem that disrupts the Meeting. In addition to these rules, the Chairman may adopt any other rules or make rulings during the course of the Meeting as he deems appropriate.

7. Recording of the Meeting is prohibited. You may not use cameras, sound recording equipment, your computer or any other method to record the proceedings of the Meeting.

8. If you have any questions or encounter any difficulties accessing the Meeting, please call the technical support number that will be posted on the Meeting website log-in page. You may log in 15 minutes before the start of the Meeting. Stockholders are encouraged to log into the online webcast 15 minutes before the start of the Meeting to allow for ample time to test their Internet connectivity and download the required software, if needed.

Violation of any of these rules will be considered cause for expulsion from the Meeting. Thank you for your cooperation and for joining the Meeting.