



CHARTER OF THE COMPENSATION COMMITTEE

The Compensation Committee Charter was adopted by the Board of Directors (the “*Board*”) of Deckers Outdoor Corporation (the “*Company*”) on September 29, 2016.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSE

The Compensation Committee (the “*Committee*”) is appointed by the Board of the Company to discharge the responsibilities of the Board relating to the compensation of the Company’s directors, Chief Executive Officer (“*CEO*”) and the Company’s other executive officers as determined with reference to Section 16 of the Securities Exchange Act of 1934, as amended (together with the CEO, the “*Executive Officers*”). The Committee has overall responsibility for approving and evaluating the director and Executive Officer compensation plans, policies and programs of the Company.

To carry out this purpose, the Committee shall:

- A. Review and approve Company and individual goals and objectives relevant to compensation of the Executive Officers.
- B. Evaluate the performance of the Executive Officers in light of those goals and objectives.
- C. Determine and approve the compensation level of the Executive Officers based on this evaluation, including each element of compensation.
- D. Make recommendations to the Board for any action that is required by law or regulation to be submitted to the stockholders of the Company for approval with respect to incentive-compensation plans and equity-based plans.
- E. Administer the Company’s equity-based plans, and approve or delegate authority to approve individual award grants under those plans or recommend award grants to the Board for approval.

- F. Produce an annual report on executive compensation for inclusion in the Company’s annual report or proxy statement for the annual meeting of stockholders.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION

The Committee shall be comprised of no fewer than three members. Each member of the Committee shall meet the independence requirements adopted by the Board with reference to the requirements of the New York Stock Exchange Listed Company Manual and the Securities and Exchange Commission and shall be “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986 and “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). Each member shall be free of any material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), as determined by the Board. Furthermore, no member shall be affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The Corporate Governance and Nominating Committee shall recommend directors to be appointed as members of the Committee to the Board. The Board shall appoint members of the Committee and may replace or remove members from time to time. The Board shall appoint one of the members as Chair. Committee members shall serve for a period of one year unless a member resigns or is replaced by the Board and their successor appointed.

The Committee shall determine which officers of the Company or other visitors to invite to the Committee’s meetings, provided the CEO and other Executive Officers may not be present during voting or discussion of his or her compensation. The Committee shall meet regularly, but not less than twice annually, in executive session to discuss any matters that the Committee believes should be discussed privately. In the sole discretion of the Committee, the Committee may meet in executive session at any time.

III. COMMITTEE RESPONSIBILITIES AND AUTHORITY

To carry out the purposes expressed in Paragraph I above, the Committee shall have the responsibilities and authority set forth below. The Committee shall have sole authority to appoint, oversee and terminate any advisor used to assist in the

evaluation of director or Executive Officer compensation, including sole authority to approve the advisors' fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors and the sole authority to approve the payment of the advisor's fees and other retention items. All fees and other retention items for compensation consultants, internal or external legal, accounting or other advisors shall be paid by the Company.

1. Review from time to time and approve the Company's compensation strategy to ensure that management is rewarded appropriately for its contributions to Company growth and profitability and that the executive compensation strategy supports Company objectives and stockholder interests.
2. Annually review and approve for the Executive Officers, as applicable: (a) annual base salary level, (b) annual incentive opportunity level, (c) long-term incentive opportunity level (either cash-based, equity-based or otherwise), (d) any employment agreements or severance or retirement arrangements, and (e) any special or supplemental benefits except as provided in paragraph (5) below. The Committee may solicit and, if received, may accept or reject the recommendation of the CEO with respect to the foregoing for any Executive Officer (other than the CEO). The CEO may not be present during voting on or discussion of his or her compensation, but the CEO may participate in discussions regarding compensation for the Company's other Executive Officers. All stock awards granted to the Company's Executive Officers shall be granted under the Company's equity-based plans. In evaluating and determining the compensation of the Executive Officers, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.
3. Annually review and approve, subject to ratification by the Board, annual retainer and meeting fees for directors and members of Board committees, any additional compensation for service as a committee chairman, service as a lead director, or any other benefit payable by virtue of the director's position as a member of the Board, including expense reimbursement limits and per diem allowances, and the terms and awards of stock compensation for members of the Board.
4. Review and, subject to paragraph (5) below, approve the Company's (a) equity-based plans and any stock options or other awards thereunder, (b) employee stock purchase plan and (c) incentive compensation plans, and in each case shall review and approve any material changes or



amendments to such plans. To the extent that any such plans are qualified under Section 162(m) and require the Committee to certify whether performance goals have been met, the Committee shall make such certification prior to making any payments under such plans. The Committee shall oversee the Company's Benefits Committee and shall have responsibility for overseeing the 401(k) Plan.

5. The following shall be presented as a recommendation to the Board and approved by the Board: (a) any action that is required by law or regulation to be submitted to the stockholders of the Company for approval, and (b) any approval, amendment, or termination of change in control agreements/provisions related to directors or Executive Officers.
6. Annually review the performance of the Executive Officers, and report on the Committee's review to the Board. The Corporate Governance and Nominating Committee shall oversee and administer the annual performance evaluation process of the CEO and report to this Committee.
7. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") and related tabular disclosure and footnotes for inclusion in the Company's annual report or proxy statement for the annual meeting of stockholders. The Committee shall determine whether or not to recommend to the full Board that the CD&A be included in the annual report or proxy statement for the annual meeting of stockholders or shall disclose to the Board the reasons that it cannot make such a recommendation. Produce the annual Compensation Committee Report for inclusion in the Company's annual report or proxy statement.
8. Review and recommend to the Board any new employee benefit plan or change to an existing plan that creates a material long-term financial commitment by the Company. The Committee may review periodically the Company's material benefit plans, the appropriateness of the allocation of benefits under such plans, and the extent to which such plans are meeting their intended objectives.
9. Consult with and seek advice from the Company's senior management concerning the appropriateness and usefulness of the Company's employment policies, practices and compensation plans, and consult with senior management and other appropriate persons, including external consultants, regarding appropriate employment planning and incentives.
10. Routinely assess whether the Company's compensation programs and strategy encourage undue or inappropriate risk-taking by the Executive Officers and other employees, and recommend procedures to mitigate risk



where appropriate.

11. Review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (“*Say on Pay Vote*”), taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement.
12. As the Committee deems necessary or appropriate from time to time, obtain advice and assistance from compensation consultants, legal counsel or other advisers (each, an “*Adviser*”); provided that, other than in the case of in-house legal counsel, the Committee may only obtain advice and assistance from an Adviser after taking into consideration the following: (i) the provision of other services to the Company by the person or entity that employs the Adviser; (ii) the amount of fees received from the Company by the person or entity that employs the Adviser, as a percentage of the total revenue of the person or entity that employs the Adviser; (iii) the policies and procedures of the person or entity that employs the Adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Adviser with a member of the Committee; (v) any stock of the Company owned by the Adviser; and (vi) any business or personal relationship of the Adviser or the person or entity employing the Adviser with an Executive Officer of the Company. Consideration of the above factors is not required for a compensation adviser that acts in a role limited to (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the Adviser, and about which the Adviser does not provide advice.
13. Form and delegate authority to subcommittees, or delegate authority to members, when appropriate, provided that such subcommittees will be composed exclusively of members of this Committee.
14. Review and re-examine this Charter at least annually and make recommendations to the Board with respect to any proposed changes.
15. Annually report to the full Board regarding its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.



16. Such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chairman, or as designated in compensation plan documents.

IV. MEETING AND MINUTES

- A. The Committee will meet at least four times annually and will also meet, as required, in response to the needs of the Board and as necessary to fulfill their responsibilities.
- B. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. Two (2) members of the Committee shall constitute a quorum for doing business. Committee actions shall be taken by unanimous vote if only a quorum is present at a meeting; or by majority vote of the Committee members present at a meeting where at least three (3) members are present. The Committee may also act through unanimous written consent and such consents will be filed with the minutes of the meetings of the Board.

