

CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee Charter was adopted by the Board of Directors (the “**Board**”) of Deckers Outdoor Corporation (the “**Company**”) on September 18, 2014.

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.

The Corporate Governance Committee (the “**Committee**”) shall embody in its actions the Deckers Way, which represent the overarching beliefs that guide the way the Company does business.

I. PURPOSE

The purpose of the Committee is to help to ensure that the Board is appropriately constituted to meet its fiduciary obligations to the Company and its stockholders, and that the Company has, and follows, appropriate governance standards. To carry out this purpose, the Committee shall:

- A. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
- B. Identify individuals qualified to become Board members, consistent with criteria specified in the Corporate Governance Guidelines.
- C. Recommend to the Board the qualified director nominees to be selected by the Board for the next annual meeting of stockholders.
- D. Recommend to the Board membership of the Board committees.
- E. Ensure that the Company’s Certificate of Incorporation and Bylaws are structured in a way that best serves the Company’s practices and objectives and recommend to the Board amendments to the Company’s Certificate of Incorporation and Bylaws for consideration by the Board and/or the stockholders, as appropriate.
- F. Oversee the evaluation of management, the Board and Board committees.
- G. Oversee and approve the management continuity planning process.
- H. Review and evaluate the development and succession plans relating to the



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*”).

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 as specified in the Company’s Corporate Governance Guidelines, which have been adopted by the Board with reference to the requirements of the New York Stock Exchange Listed Company Manual and the Securities and Exchange Commission. 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. This 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.

III. COMMITTEE RESPONSIBILITIES AND AUTHORITY

To carry out the purposes expressed in Paragraph I above, the Committee shall have the following responsibilities and authority. The Committee shall determine which officers of the Company or other visitors to invite to the Committee’s meetings. 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.

1. The Committee shall determine which officers of the Company or other visitors to invite to the Committee’s meetings. 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.
2. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and shall review such guidelines annually. The Committee shall also advise the Board on corporate governance matters.
3. As appropriate, the Committee shall actively seek, interview, evaluate and nominate individuals qualified to become Board members and recommend such nominees to the Board for endorsement in accordance with the Company’s Corporate Governance Guidelines.



4. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's: (i) Board and committee meeting attendance and performance, (ii) length of Board service, (iii) experience, skills and contributions that the existing director brings to the Board, and (iv) independence.
5. The Committee shall review and recommend to the Board any revisions to the Board's policy on memberships by the directors on other public or private company boards as reflected in the Corporate Governance Guidelines. The Committee shall consider and review periodically existing directors' and senior executive officers' memberships on other public or private company boards and shall review future membership on other public or private company boards by existing directors and senior executive officers prior to the acceptance of such membership.
6. In the event that a director vacancy arises, the Committee shall either reduce the size of the Board accordingly or seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the stockholders' annual meeting.
7. The Committee shall establish procedures for consideration of director candidates recommended by the Company's stockholders, including the procedures that stockholders need to follow to submit their recommendations.
8. The Committee shall have the sole discretion and authority to retain, supervise and terminate any search firm to assist in identifying director candidates, retain outside counsel and/or any other internal or external advisors and approve all related fees and retention terms. All fees and other retention items shall be paid by the Company.
9. The Committee shall review the Board's committee structure and composition and recommend to the Board for its approval directors to be appointed as members on each Board committee. Prior to recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, if required, skills, Board committee meeting attendance, performance and contribution, and his or her fulfillment of committee responsibilities. If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant



experience and skills, and who is independent, if required by the committee charter, to be appointed to fill the vacancy. In making any recommendations for committee appointments, the Committee shall consider identifying new committee members and the periodic rotation of a committee member; however such rotation is within the Board's discretion.

10. Oversee the Board's performance evaluation process, including conducting surveys of director observations, suggestions and preferences. The Committee shall also evaluate the participation of members of the Board in continuing education activities.
11. Oversee and administer the annual performance evaluation process of the CEO and report to the Compensation Committee and the Board.
12. Discuss, review, adopt (or recommend to the Board for adoption) and revise on a periodic basis, plans for orderly succession to the positions of the Executive Officers. The Committee shall also work with the full Board and management to identify recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. Review periodically the Company's overall management, development and succession programs, including such topics as career paths and attracting and retaining high quality employees.
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. Evaluate and recommend termination of service of individual members of the Board as appropriate, in accordance with the Board's governance principles, for cause or for other proper reasons.
15. Review and recommend to the Board any revisions to the Board's retirement and term limit policies as reflected in the Corporate Governance Guidelines.
16. Review and re-examine this Charter at least annually and make recommendations to the Board with respect to any proposed changes.
17. With advice from the Company's chief legal counsel and/or outside legal counsel, periodically review and recommend changes to the Company's Certificate of Incorporation and Bylaws as they relate to



corporate governance matters.

18. Annually report to the full Board regarding its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.

IV. MEETING AND MINUTES

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 its responsibilities.

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.

V. SELECTION CRITERIA FOR DIRECTOR NOMINEES

As part of the director nominee selection process, the Committee shall consult with the Board members, the Chief Executive Officer, other members of management and other parties to evaluate the knowledge and skills which should be kept in mind in making nominations, including familiarity with the Company's business and conduct. In considering possible candidates for election as a director of the Company, the Committee and other directors should be guided in general by the following:

- A. Each director should be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others.
- B. Each director must have the ability to exercise sound business judgment.
- C. Each director must be highly accomplished in his or her respective field, with superior credentials and recognition and broad experience at the administrative and/or policy-making level in business, government, education or public interest.
- D. Each director should have the capacity and desire to represent the balanced, best interests of the stockholders of the Company as a whole and not primarily a special interest group or constituency.
- E. Each director should have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.
- F. Each director must have relevant expertise and experience, and be able to offer advice and guidance to the Chief Executive Officer based on that



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expertise and experience.
