



## **Compensation Committee Charter**

### **I. Designation and Membership**

The Board of Directors (the "Board") of Columbia Sportswear Company (including its subsidiaries, the "Company") will appoint from among its members a Compensation Committee (the "Committee") and will designate one member to serve as the Chairman of the Committee. The Committee will consist of at least three members of the Board, each of whom must be determined by the Board to be an independent, outside, non-employee director under all applicable rules, including the listing rules of the applicable stock exchange and the requirements of the Securities and Exchange Commission (the "SEC").

### **II. Purpose, Authority and Meetings**

The purposes of the Committee are to:

1. Discharge the Board's responsibilities relating to the compensation of the Company's executive officers (as defined in applicable SEC rules) and directors;
2. Oversee the administration of the Company's executive compensation plans;
3. Evaluate the performance of the Company's Chief Executive Officer ("CEO"); and
4. Perform all other duties set forth in this charter.

The Committee is broadly enabled to review all Company compensation matters and to make recommendations to the Board as the Committee determines may be required to discharge the Board's obligations under applicable corporate law, the listing rules of the applicable stock exchange and the requirements of the SEC or as otherwise may be advisable in the Committee's discretion. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee may form and delegate authority to subcommittees, including subcommittees consisting of one or more Company employees or Committee members, to the extent permitted by applicable law.

Meetings of the Committee shall be held at such times and places as the Committee determines, including by written consent. The Committee shall report regularly to the

Board on matters within the Committee's responsibilities and shall maintain minutes of Committee meetings.

### **III. Duties and Responsibilities**

The Committee shall:

1. Periodically review the compensation paid to directors and make recommendations to the Board for any adjustments. No Committee member will act to fix his or her own compensation except for uniform compensation to directors for services as a director.
2. Determine total compensation for the CEO, including base and incentive compensation. In determining the amount, form and terms of such compensation, the Committee shall consider the annual performance evaluations of the CEO, competitive market data pertaining to compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders. The CEO may not be present during voting or deliberations by the Committee on the CEO's compensation.
3. Establish annual performance criteria for the CEO.
4. Evaluate the annual performance of the CEO.
5. Determine annual base and incentive compensation and other matters relating to compensation of executive officers. In determining the amount, form and terms of such compensation, the Committee shall consider the officer's performance in light of Company goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders.
6. Establish annual performance goals to be used in executive officer and Company bonus plans;
7. Administer the Company's executive officer incentive compensation plans, and exercise all authority delegated by the Board to the Committee under the Company's 1997 Stock Incentive Plan, as amended, and 1999 Employee Stock Purchase Plan, as amended, including the authority to approve periodic stock option grants and other equity awards.
8. Review Company procedures for reviewing the performance of the Company's executive officers.

9. Review the Company's succession planning for executive officers.
10. Periodically review the Company's overall philosophy and practices regarding executive compensation.
11. Take action to require the CEO and CFO to disgorge compensation to the extent required by law if the Company is required to restate its financial statements as a result of misconduct, and administer the Company's Incentive Compensation Recovery Policy to the extent delegated by the Board.
12. Monitor the Company's compliance with prohibitions on certain extensions of credit to directors and executive officers.
13. As the Committee deems appropriate, review, consult and make recommendations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs.
14. Make recommendations to the Board, as needed, with respect to the adoption and amendment of employee compensation and benefit plans and programs generally.
15. Periodically review the Company's strategies, initiatives and programs with respect to the Company's culture, talent recruitment, development and retention, employee engagement, and diversity and inclusion.
16. Have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) a compensation consultant, independent legal counsel or other adviser ("Compensation Adviser") to assist the Committee with the discharge of its duties under this Charter and to select such a Compensation Adviser, only after taking into consideration all factors relevant to that person's independence from management, including the following:
  - The provision of other services to the Company by the person that employs the Compensation Adviser;
  - The amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
  - The policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
  - Any business or personal relationship of the Compensation Adviser with a member of the Compensation Committee;
  - Any stock of the Company owned by the Compensation Adviser; and
  - Any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with any executive officer of the Company.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee and the Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser engaged by the Committee.

If the Committee determines that the work performed by a Compensation Adviser retained by the Committee has raised any conflict of interest, the Committee shall disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Committee shall consider the factors described above and the other requirements of Item 407(e)(3)(iv) of Regulation S-K.

17. Assess the results of shareholder votes on executive compensation matters.
18. Review and discuss with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K (the "CD&A") and, based on the review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.
19. Periodically review any gifts in a category governed by the Company's gift policy and with a value over \$5,000.
20. Perform such other functions as may be assigned by the Board from time to time.
21. Annually evaluate the performance of the Committee.
22. Annually review and assess the adequacy of this Charter and recommend to the Board any proposed changes to this Charter.