



## 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 such 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. Purposes**

The primary purposes of the Committee are to:

1. Assist the Board in fulfilling its responsibilities relating to the design, administration and oversight of employee compensation programs and benefit plans;
2. Discharge the Board's duties relating to compensation of the Company's directors and executive officers; and
3. Review the performance of the Company's CEO.

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

The Committee shall conduct meetings as it deems necessary or advisable and shall:

1. Determine annual base and incentive compensation, benefit plans and perquisites for the CEO and other executive officers, including performance targets and incentive awards;
2. Administer any such executive officer incentive compensation plans;
3. Review and approve procedures for reviewing the performance of the Company's executive officers;
4. Establish annual performance criteria for the CEO;
5. Establish annual performance goal to be used in the executive and Company bonus plans.
6. Evaluate the annual performance of the CEO;
7. Review the Company's succession planning for executive officers;

8. 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;
9. Monitor the Company's compliance with prohibitions on certain extensions of credit to directors and executive officers;
10. Review the design, administration and effectiveness of the Company's policies regarding compensation programs and benefit plans for employees who are not executive officers of the Company;
11. Make recommendations to the Board of Directors with respect to the adoption and amendment of such employee compensation programs and benefit plans;
12. Exercise all authority delegated by the Board of Directors to the Compensation 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;
13. 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;
14. Be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee.
15. Be provided appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser engaged by the Committee.
16. Have the authority to select 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.

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. Periodically review all compensation and benefit plans and perquisites;
18. Review and approve disclosures relating to shareholder votes on equity compensation plans;
19. 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 and/or annual report on Form 10-K;
20. Review director compensation and the general compensation principles biennially and recommend any changes in the form and amount of director compensation or the principles to the Board when the Committee determines a change is advisable;
21. Delegate to a subcommittee any of its duties as it deems necessary or advisable;
22. Periodically review any gifts in a category governed by the Company's gift policy and with a value over \$5,000;
23. Perform such other functions as may be assigned by the Board from time to time;
24. Annually evaluate the performance of the Committee.
25. Annually review and assess the adequacy of this Charter and recommend to the Board any proposed changes to this Charter.