

# **JOHNSON OUTDOORS INC.**

## **CHARTER OF THE EXECUTIVE COMMITTEE**

**(Adopted December 4, 2003, as amended as of December 6, 2010 and October 10, 2016)**

### **Statement of Purpose**

The Executive Committee (the “Committee”) shall assist the Board of Directors of Johnson Outdoors Inc. (the “Company”) in developing and evaluating general corporate policies and objectives and in discharging the Board’s responsibilities with respect to the management of the business and affairs of the Company when it is impracticable for the full Board to act.

### **Committee Membership and Qualifications**

The Committee shall consist of not less than two members of the Board of Directors.

### **Appointment and Removal of Committee Members**

The Board of Directors shall appoint the members of the Committee in accordance with and pursuant to Section 4.01 of the Company’s Bylaws, on the recommendation of the Company’s Nominating and Corporate Governance Committee. Each member shall serve until his or her successor is duly elected and qualified or until such member’s earlier death, resignation or removal. The Board of Directors may remove any member of the Committee, with or without cause, by a majority vote, pursuant to Section 3.08 or Section 3.10 and Section 4.01 of the Company’s Bylaws.

### **Chairman**

Pursuant to Section 4.01 of the Company’s Bylaws, the Board of Directors shall appoint the Chairman of the Committee, and in the absence of any such designation by the Board of Directors, the members of the Committee shall designate one member of the Committee as its Chairman. The Chairman will chair all sessions of the Committee at which he or she is present.

### **Meetings and Policies and Procedures**

The Committee shall meet as frequently as circumstances dictate. Any two members of the Committee may call meetings of the Committee. All meetings of, and actions taken by, the Committee shall be held and taken pursuant to and in accordance with the Company’s Bylaws.

The Committee may invite to its meetings any officer, employee or director of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

The Committee believes the policies and procedures by which it carries out its responsibilities should remain flexible in order to be in the best position to react to changing

conditions and to ensure that the Committee is able to fulfill its duties and responsibilities efficiently and effectively. The Committee will from time to time adopt such additional policies and procedures for the conduct of its business pursuant to this Charter as the Committee members may deem necessary or appropriate. Any such additional rules or procedures shall be consistent with the Company's Articles of Incorporation and Bylaws and this Charter, in each case as in effect from time to time.

A majority of the members of the Committee present in person or participating in the meeting by, or through the use of, any means of communication that meet the standards set forth in Section 3.12 of the Company's Bylaws shall constitute a quorum.

### **Responsibilities and Duties**

The Committee shall perform such specific assignments as the Board of Directors shall expressly delegate to the Committee from time to time. Subject to the limitations specified in Section 4.01(d) of the Company's Bylaws, the Committee shall have and may exercise, when the Board of Directors is not in session, the authority of the Board in the management of the business and affairs of the Company, except (1) that the Committee may not take any action that, pursuant to any applicable law, regulation or listing standard, must be performed by another committee of the Board or cannot be delegated to a committee of the Board and (2) that the Committee may not take any action expressly limited or precluded in resolutions adopted by the Board from time to time.

The Committee shall report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Committee's Chairman or any other member of the Committee designated by the Committee to make such report.

The Committee shall maintain minutes or other records of meetings and activities of the Committee.

### **Subcommittees**

The Committee may, from time to time, create subcommittees with respect to specified matters. The powers of any such subcommittee shall be solely limited to making recommendations for action by the Committee.

### **Retention of Advisors**

The Committee shall have the authority to retain and terminate advisors to assist it on any subject relevant to the Committee's responsibilities, including the authority to approve reasonable fees for any such advisors and the other retention terms respecting such advisors. The Committee shall also have the right to use reasonable amounts of time of the Company's internal and independent accountants, inside and outside lawyers and other internal staff.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.