

## **JOHNSON OUTDOORS INC.**

### **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

**(Adopted December 4, 2003 as amended as of July 25, 2005 and May 28, 2008)**

#### **Statement of Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of Johnson Outdoors Inc. (the “Company”) in fulfilling its responsibilities by:

1. Identifying individuals qualified to become directors and recommending to the Board candidates for all directorships to be filled by the Board or by the shareholders of the Company;
2. Identifying directors qualified to serve on the committees established by the Board and recommending to the Board members for each committee to be filled by the Board;
3. Developing and recommending to the Board a set of corporate governance guidelines for the Company; and
4. Taking a leadership role in shaping the corporate governance of the Company.

#### **Committee Membership and Qualifications**

The Committee shall consist of not less than three members of the Board, each of whom shall meet the independence requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”)<sup>1</sup>.

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

The Board shall appoint the members of the Committee in accordance with and pursuant to Section 4.01 of the Company’s Bylaws. 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 may remove any member of the Committee, with or without cause, by a majority vote, pursuant to Section 3.08 and Section 4.01 of the Company’s Bylaws.

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<sup>1</sup> Per Nasdaq Rule 4350(c)(5), controlled companies are not required to have director nominees selected, or recommended for the Board’s selection, either by a majority of independent directors or a nominations committee comprised solely of independent directors. Accordingly, the composition of the committee can be modified as deemed appropriate by the Board.

## **Chairman**

Pursuant to Section 4.01 of the Company's Bylaws, the Board shall appoint the Chairman of the Committee, and in the absence of any such designation by the Board, the members of the Committee shall designate one member of the Committee as its Chairman. The Chairman will chair all regular sessions of the Committee and, in consultation with the Chairman of the Board, set the agendas for Committee meetings.

## **Meetings**

The Committee shall meet as frequently as circumstances dictate, but no less frequently than two times annually. Any member 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, as in effect from time to time.

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**

In furtherance of its purpose, the Committee shall have the following responsibilities and duties:

### *Recommendations Relating to the Selection of Director Candidates to Serve on the Board*

1. The Committee shall recommend to the Board criteria for the selection of potential directors, taking into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge.
2. The Committee shall identify individuals believed to be qualified as candidates to serve on the Board and recommend to the Board candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on

the Board, the Committee shall take into account the criteria for selection recommended by the Committee and approved by the Board, and the extent to which the candidate would fill a present need on the Board. In fulfilling its responsibilities as outlined above, the Committee shall consult from time to time, as appropriate, with the Chairman of the Board.

3. The Committee shall review any candidate recommended by shareholders for election to the Board.<sup>2</sup>
4. The Committee shall review the qualifications and effectiveness of existing Board members on an annual basis and make recommendations to the full Board whether they should stand for re-election.
5. The Committee shall oversee annual evaluations of the Board.
6. The Committee shall review the composition and size of the Board to ensure that the Board is comprised of members possessing an appropriate level of expertise, skills, attributes and personal and professional backgrounds for service on the Board.

#### *Corporate Governance*

7. The Committee shall consider the adequacy of the Articles of Incorporation and Bylaws of the Company and recommend to the Board, as conditions dictate, that it propose amendments to the Articles of Incorporation and Bylaws for consideration by the Board and/or the shareholders, as appropriate.
8. The Committee shall develop and recommend to the Board a set of corporate governance guidelines appropriate for the Company and consistent with any applicable rules and regulations of Nasdaq and the Securities and Exchange Commission.
9. The Committee shall periodically review the Company's corporate governance guidelines and make recommendations for changes that in its judgment are appropriate.
10. The Committee shall also make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted.

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<sup>2</sup> Typically, the charter would include a provision authorizing the Committee to establish procedures to be followed by shareholders in submitting recommendations for Board candidates. However, Section 2.12 of the Bylaws sets forth such procedures.

## *Review and Reporting*

11. The Committee shall develop and recommend to the Board for its approval an annual self-assessment process of the Board and its committees. The Committee shall oversee, and communicate to the Board the results of, the annual self-assessment of the Board.
12. The Committee shall report regularly to the Board (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 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.
13. 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 and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. The powers of any such subcommittee shall be solely limited to making recommendations for action by the Committee.

### **Retention of Consultants and Other Advisors**

In conducting inquiries into the backgrounds and qualifications of possible candidates, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention, such fees to be borne by the Company. The Committee may also conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility and may use reasonable amounts of time of the Company's internal and independent accountants, inside and outside lawyers and other internal staff and may retain, at the Company's expense, such independent counsel or other consultants or advisers, as it deems necessary.

### **Annual Performance Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

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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.