

## **compensation committee charter**

### **PURPOSE**

The Compensation Committee (the "Committee") is a standing committee of the Board of Directors of lululemon athletica inc. (the "Company"). The purpose of the Committee is to discharge the responsibilities of the Board of Directors, relating to compensation of members of the Board of Directors and the executive officers of the Company.

### **MEMBERSHIP**

Membership on the Committee shall be determined annually by the Board of Directors upon the recommendation of the Nominating Committee. Committee members shall serve until their successors shall be duly elected and qualified. The Board of Directors, in consultation with the Nominating Committee, may remove a member of the Committee at any time with or without cause and may appoint an independent director to fill the vacancy for the remainder of the term.

The Committee shall be comprised of at least three members, each of whom shall meet the independence requirements of applicable law and the listing standards of The Nasdaq Stock Market LLC. Unless otherwise determined by the Board of Directors, each member of the Committee shall also meet the requirements of an "outside director" for purposes of Section 162 (m) of the Internal Revenue Code of 1986, as amended (the "Code"), and the requirements of a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Board of Directors, with the assistance of the Nominating Committee, shall make a determination on the independence of each member and may also designate a chairperson for the Committee. If a chairperson of the Committee is not designated by the Board of Directors, the members of the Committee may designate a chairperson of the Committee by majority vote of the full Committee membership.

### **MEETINGS**

1. The Committee's chairperson (or in his or her absence, a member designated by the Committee's chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company's bylaws that are applicable to a committee of the Board of Directors.
2. In order to discharge its duties and responsibilities, the Committee shall meet on a regularly scheduled basis at least once a year and more frequently as the Committee deems necessary or desirable. Any member of the Committee may call a special meeting of the Committee. Meetings of the Committee may be held in-person or via telephonic conference.
3. Except as otherwise provided by statute or this Charter, a majority of the members of the Committee shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Committee members present and voting at any meeting at which a quorum is present shall be the act of the Committee. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval of the action taken in writing.
4. The Committee may, in its discretion, invite other directors of the Company, members of the Company's management or any other person whose presence the Committee believes to be desirable and appropriate to attend and observe meetings of the Committee. Individuals who are invited to attend meetings of the Committee shall not (a) participate in any discussion or deliberation of the Committee unless invited to do so by the Committee, and (b) not be entitled to vote on any matter brought before the Committee. The Committee may exclude from its meetings any person it deems appropriate.
5. The Committee shall maintain minutes or other records of meetings and activities of the Committee. Minutes of meetings of the Committee shall be distributed periodically to the full Board of Directors.
6. All action taken by the Committee (or any subcommittee thereof) shall be reported to the Board of Directors at the next meeting of the Board of Directors following such action. In addition, compensation matters may be discussed in executive session with the full Board of Directors during the course of the year.

### **COMPENSATION PHILOSOPHY**

The Company's compensation policies with respect to the executive officers of the Company are based on the principles that

compensation should, to a significant extent, be reflective of the financial performance of the Company, and that a significant portion of executive officers' compensation should be provided through long-term incentives. The Committee seeks to have compensation of the Company's directors and executive officers set at levels that are sufficiently competitive so that the Company may attract, retain and motivate highly qualified directors and executive officers to contribute to the Company's success. In assessing the overall compensation for executive officers, the Committee will consider the Company's performance, relative stockholder return and industry position, market compensation data, awards given to the Company's executive officers in past years, and the recommendations of third-party consultants.

## **DUTIES AND RESPONSIBILITIES**

The following functions are the common recurring activities of the Committee in carrying out its responsibilities. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

### **1. Executive Officer Compensation.**

- a. The Committee shall periodically review and advise the Board of Directors concerning the Company's overall compensation philosophy, policies and plans, including a review of both general industry and retail industry-specific executive compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the Company's executive officers relative to comparable companies in the Company's industry. The Committee shall identify appropriate companies to comprise any peer group used for comparison purposes.
- b. The Committee shall review and approve the Company's goals and objectives relating to the equity and incentive compensation of the Company's executive officers, evaluate the performance of the Company's executive officers in light of performance against such goals and objectives, and set the compensation levels and incentive opportunities of the Company's executive officers based on this evaluation, all in keeping with the Committee's compensation philosophy set forth in this Charter. The Company's Chief Executive Officer (the "CEO") may not be present during the Committee's deliberations or voting of matters concerning the CEO's performance and compensation. The Committee shall consult with, and take into account the recommendations of, the CEO with respect to any matters concerning the performance and compensation of other executive officers of the Company.
- c. The Committee shall review and recommend to the Board of Directors new executive compensation programs, conduct an annual review of the operation of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s) and establish and periodically review policies for the administration of the executive compensation programs.
- d. The Committee shall establish and periodically review policies with respect to management perquisites and special benefits, and review and approve the benefits provided to the Company's executive officers.

**2. Director Compensation.** The Committee shall advise the Board of Directors with respect to proposed changes in the compensation of members of the Board of Directors or any committee thereof. In considering director compensation, the Committee may take into consideration the relative responsibilities of directors in serving on the Board of Directors and its various committees. The Committee may request that management or outside advisors report to the Committee periodically on the status of the Board of Directors' compensation in relation to other similarly situated companies. Directors who are Company employees shall not be compensated for their services as a director of the Company.

### **3. Benefit and Incentive Plans.**

- a. The Committee shall review and approve material changes in the Company's incentive-compensation plans, equity-based plans, deferred compensation plans and other employee benefit plans. To the extent that any particular employee benefit plan reflects that the Committee has the authority to effect amendments or modifications to such plan, the Committee's approval of any such amendment or modification shall be effective upon adoption or such other date specified by the Committee. To the extent that any particular employee benefit plan does not reflect that the Committee has the authority to effect amendments or modifications to such plan, the Committee's approval of any amendment or modification to such plan shall be advisory in nature, and such amendment or modification shall not become effective until approved by the Board of Directors (or by the Committee pursuant to an express Board of Directors delegation of authority).
- b. The Committee shall also review and make recommendations to the Board of Directors with respect to the Company's established criteria for the granting of options and other stock-based awards to eligible participants under such plans,

- including, without limitation, the Company's executive officers and other employees; review and approve the granting of options and other stock-based awards to eligible participants under such plans; and administer such plans.
- c. The Committee shall recommend to the Board of Directors the terms of any incentive, equity or benefit plan that requires the approval of the Company's stockholders, including amendments thereof, and shall administer those plans on behalf of the Board of Directors.
4. **Employment Agreements.** The Committee shall review and recommend to the Board of Directors the terms of any employment or severance agreement to be executed by the Company with an executive officer of the Company.
  5. **Disclosure.**
    - a. The Committee shall review and discuss with management the Company's disclosures under the "Compensation Discussion and Analysis" (the "CD&A"), and based on such review and discussion, make a recommendation to the Board of Directors as to whether the CD&A should be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement.
    - b. The Committee shall produce an annual Report of the Compensation Committee for the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement, in compliance with applicable rules and regulations.
    - c. The Committee shall review and make recommendations with respect to shareholder, management and Board proposals on executive compensation matters. This includes assessing the results of the Company's most recent advisory vote on executive compensation.
  6. **Compensation Policies and Practices That Create Certain Risks.**
    - a. The Committee shall periodically, but no less than annually, identify any risks created by the Company's compensation policies and practices, determine whether the Company has in place mitigating steps or controls designed to limit the risks of its compensation arrangements, and evaluate whether the risks presented by the Company's compensation policies and practices are reasonably likely to have a material adverse effect on the Company.
    - b. The Committee shall determine whether disclosure of the Company's compensation policies and practices in this regard is required to be included in the Company's proxy statement under Item 402(s) of Regulation S-K of the Exchange Act, and, if such disclosure is required, shall review and discuss with management such disclosure and shall make a recommendation to the Board of Directors as to whether such disclosure should be included in the Company's proxy statement.
    - c. The Committee shall report to the Board of Directors the results of such evaluation and determination.
    - d. The Committee shall recommend to the Board of Directors stock ownership guidelines for the Company's executive officers and non-employee directors, and periodically assess such guidelines and recommend revisions, as appropriate.
  7. **Committee Review.** The Committee shall conduct an annual review and evaluation of its own performance. The Committee shall prepare, and report to the Board of Directors the results of such annual performance evaluation, which shall include a comparison of the performance of the Committee with the requirements of this Charter.
  8. **Charter Review.** The Committee shall conduct an annual assessment of the adequacy of this Charter and annually recommend any proposed changes to the Board of Directors for approval.
  9. **Investigation of Other Matters.** In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention.
  10. **Stockholder Proposals.** The Committee shall review and make recommendations to the Board of Directors with respect to management's recommendations with respect to any stockholder proposals primarily addressing executive compensation matters for the Company's proxy materials.

## **ACCESS TO RECORDS AND RESOURCES**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. In carrying out its duties and responsibilities, the Committee shall have full access to any relevant records of the Company and may retain experts and outside consultants to advise the Committee. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have sole authority to engage, terminate and determine the independence, compensation and terms of engagement of any experts, outside consultants, external legal counsel, accounting or other advisors. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

The fees, expenses or compensation owed to any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

## **DELEGATION OF DUTIES**

The Committee shall be entitled to delegate any or all of its duties or responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, and applicable laws and rules of the markets in which the Company's securities then trade. In addition, the Committee may authorize one or more officers to (i) designate eligible individuals other than executive officers and directors to be the recipients of equity compensation and (ii) determine, within an amount established by the Committee or the Board of Directors, the size of equity awards to be granted to each such recipient, to the extent consistent with the Company's certificate of incorporation, bylaws, and applicable laws and rules of the markets in which the Company's securities then trade; provided, however, that no officer may designate himself or herself as such a recipient. Any officer to whom such authority is delegated shall regularly report to the Committee on the grants so made.

Without limiting the foregoing, the Committee may establish a subcommittee of the Compensation Committee (the "Subcommittee") that is intended to qualify (a) as a committee consisting solely of two or more non-employee directors within the meaning of Rule 16b-3 ("Rule 16b-3") under the Exchange Act, and (b) as a committee consisting solely of two or more outside directors within the meaning of Section 162(m) of the Code. The Subcommittee shall have two primary responsibilities: (i) to approve grants under the Company's equity incentive compensation plans that are intended to be exempt from the short-swing profit recovery rules of Section 16(b) of the Exchange Act by operation of Rule 16b-3 ("16b-3 Matters"), and (ii) to approve any compensation matters where such compensation is intended to qualify as "performance-based compensation" within the meaning of Section 162(m) of the Code by virtue of being approved by a committee of "outside directors" ("162(m) Matters"). To the extent necessary to comply with Section 162(m) of the Code or Rule 16b-3, the Subcommittee shall have authority to act on behalf of the Committee. If the Subcommittee shall have less than two members, or is not otherwise qualified as set forth in clauses (a) and (b), 16b-3 Matters and 162(m) Matters shall be referred to the full Committee or the Board of Directors for its consideration.

Adopted May 30, 2007  
Revised through May 2012