



nominating and governance committee charter

PURPOSE

The Nominating and Corporate Governance Committee (the "Committee") is a standing committee of the Board of Directors of lululemon athletica inc. (the "Company"). The purposes of the Committee are:

- | to identify and actively seek individuals qualified to become members of the Board of Directors or any committee thereof;
- | to recommend nominees for election as directors at each annual stockholder meeting (or special meeting of stockholders at which directors are to be elected);
- | to recommend candidates to fill any vacancies on the Board of Directors or any committee thereof;
- | to oversee the evaluation of the Board of Directors and each committee of the Board;
- | to recommend corporate governance compliance guidelines applicable to the Company;
- | to provide regular updates to the Board of Directors on CEO and senior executive succession planning, as well as supporting leadership development programs;
- | to review the Company's recommendations with respect to stockholder proposals for the Company's proxy materials; and
- | to review the Company's policies and programs that relate to matters of corporate responsibility, including public issues of significance to the Company and its stakeholders.

MEMBERSHIP

Membership on the Committee shall be determined annually by the Board of Directors. Committee members shall serve until their successors shall be duly elected and qualified. Unless a chairperson of the Committee is elected 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. The Board of Directors 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.

All members of the Committee shall meet the independence requirements of The Nasdaq Stock Market LLC and all other applicable laws, rules and regulations governing director independence, as determined by the Board of Directors.

MEETINGS

- | 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.
- | 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.
- | 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. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission. All such writings or electronic transmissions shall be filed with the minutes of proceedings of the Committee.
- | 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 and non-management directors of the Company who are not members of the Committee shall (a) not 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.
- | 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.
- | 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.

DUTIES AND RESPONSIBILITIES

Director Recruitment

The Committee shall consider and recruit candidates to fill positions on the Board of Directors, including as a result of the removal, resignation or retirement of any director, an increase in the size of the Board of Directors or otherwise. The Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's compliance with the independence and other qualification requirements established by the Committee. The Committee shall also have the 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 corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention.

Reconsideration of Directors for Re-Election

In connection with its annual recommendation of a slate of nominees, the Committee shall assess the contributions of those directors selected for re-election, and shall at that time review its criteria for director candidates in the context of the Board of Directors' evaluation process and other perceived needs of the Board of Directors.

Committee Appointments

The Committee shall recommend candidates to fill positions on committees of the Board of Directors, including as a result of the removal, resignation or retirement of any director on any committee of the Board of Directors, or otherwise.

Director Selection Criteria

The Committee shall establish criteria for selecting new directors, which shall reflect at a minimum any requirements of applicable law or listing standards and which shall be in compliance with any applicable existing contractual obligations or criteria set forth in the Company's constituent documents. In establishing this criteria and recommending candidates for election to the Board of Directors or appointment to any committee of the Board of Directors, the Committee shall consider such factors as it deems appropriate, including, without limitation, the following:

- | competencies and skills necessary for the Board of Directors, as a whole, to possess and the competencies and skills each existing director possesses;
- | personal and professional integrity, ethics and values;
- | experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- | experience in the Company's industry;
- | experience as a board member of another publicly held company;
- | diversity of perspectives, backgrounds and experiences among the directors, including expertise and experience in a diversity of substantive matters pertaining to the Company's business;
- | practical and mature business judgment; and
- | composition of the Board of Directors (including its size and structure).

If the Company is subject to a binding obligation that requires a director nomination structure inconsistent with the Committee's selection criteria, then the nomination or appointment of directors shall be governed by such requirements.

Stockholder Director Nominations

The Committee shall develop and recommend to the Board of Directors a policy regarding the consideration of director candidates recommended by the Company's stockholders and procedures for submission by stockholders of director nominee recommendations.

Removal of Directors

In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's certificate of incorporation and bylaws. If the Company is subject to a binding obligation that requires a director removal structure inconsistent with the foregoing, then the removal of a director shall be governed by such instrument.

Orientation of Directors

The Committee shall be responsible for informing each director of his or her expectations for performance, including the director's duties to attend meetings of the Board of Directors and review in advance meeting materials.

Board and Committee Review

The Committee shall oversee the Board of Directors in the Board of Directors' annual evaluation of its performance (including its composition and organization) and of the performance of each committee of the Board and will make appropriate recommendations to improve performance.

Continuity, Succession Planning and Leadership Development

The Board views executive succession planning, as well as supporting leadership development programs, as two of its key responsibilities. These activities are integral to the Company's overall success. With support from the Committee and Management, the Board annually reviews a detailed report on succession planning and leadership development that covers: (1) our leadership competencies; (2) the programs that support the growth and development of our current and future generation of leaders; and (3) our bench strength including identification of potential successors for each executive role, as well as other pivotal roles that are critical to the Company's success.

Corporate Governance

The Committee shall periodically review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board of Directors, as conditions dictate, that it proposes amendments to the certificate of incorporation and by-laws for consideration by the stockholders. The Committee shall keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate. The Committee shall review policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings. The Committee shall periodically review the Company's compliance with the Nasdaq corporate governance listing requirements and report to the Board of Directors regarding the same.

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 for the Company's proxy materials.

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 compare the performance of the Committee with the requirements of this Charter.

Charter Review

The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board of Directors for approval.

Investigation of Other Matters

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention.

Other Duties

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities that may be delegated to the Committee by the Board of Directors from time to time, consistent with the Company's bylaws and applicable laws.

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 any search firm to be used to identify director candidates, and any internal or external legal counsel or

other advisors. The Committee shall have sole authority to engage, terminate and determine the compensation and terms of engagement of any experts, outside consultants, search firms, legal counsel and 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 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 law and rules of markets in which the Company's securities then trade.

Adopted May 30, 2007
Revised through March 2016