

Governing Documents of Recreational Equipment, Inc.

Charter of the Compensation Committee

1. Statement of Policy.

This Charter specifies the scope of the responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Recreational Equipment, Inc. (the “Company”) and the manner in which the Committee will perform those responsibilities.

2. Purpose.

The primary purpose of the Committee is to assist the Board and the Executive Committee in fulfilling its responsibilities by reviewing the Company compensation programs, including salary, bonuses and other benefits for corporate officers of the Company. In performing this function, the Committee’s objectives are to (i) encourage achievement of the Company’s goals by providing compensation that directly relates to the performance of the individual within the context of the Company’s values, operating principles, and strategic plans; and (ii) establish compensation policies, guidelines, plans, and programs that will attract and retain qualified personnel through an overall level of compensation opportunity that is competitive within the Company’s industry. The Committee will review and recommend CEO compensation based on the performance review provided by the Executive Committee. The Committee will also periodically review the Company’s long-range planning for executive development and succession.

3. Organization and Membership Requirements.

The Committee shall be composed of three or more independent directors appointed by the Board and Committee members shall serve until their successors are duly appointed by the Board or their earlier resignation or removal. Any member of the Committee may be replaced by the Board.

4. Meetings.

The Committee shall meet as often as it determines advisable, but not less frequently than quarterly. The Committee may form and delegate authority to subcommittees when appropriate or to one or more members of the Committee. The Committee shall maintain written minutes of its meetings.

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5. Committee Authority and Responsibilities.

In carrying out its responsibilities, the Committee shall:

- a) review the compensation of corporate officers of the Company, establish and oversee the compensation, benefit, and incentive plans applicable to those corporate officers;
- b) retain compensation consultants, at Company expense, to assist in the evaluation of corporate officer compensation and shall have authority to approve the consultant fees and other retention terms;
- c) provide oversight of the Company's compensation policies. In addition, the Committee shall review and propose to the Board of Directors corporate goals relevant to the compensation to be paid to employees and corporate officers of the Company;
- d) recommend Board compensation and benefit programs for non-employee Directors, including annual compensation increases no greater than those authorized by the Company's bylaws;
- e) establish and oversee all of the Company's incentive and benefit plans;
- f) make regular reports to the Board of Directors concerning the activities of the Committee;
- g) review and assess the adequacy of the Committee's Charter at least annually; and
- h) perform an annual performance evaluation of the Committee.