

Governing Documents of Recreational Equipment, Inc.

Charter of the Compensation Committee May 14, 2022

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. 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 or removed with or without cause by the Board at its discretion. The Board shall designate a chairperson of the Committee, who will be responsible for setting the agenda for Committee meeting, in consultation with the other members of the Committee as appropriate.

3. 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. A majority of the members then on the Committee shall constitute a quorum. A majority of the members present at a meeting at which no members of management of the company are present. The Committee shall meet in executive session on compensation matters pertaining to the CEO.

4. 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 practices and policies, including pay equity.
- d) recommend Board compensation and benefit programs for non-employee Directors;
- 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 approve any offer letters to prospective officers of the Company;
- h) review and approve any new or materially amended employment, severance, and change-in-control agreements, plans or provisions, and any other compensatory arrangements, as the Committee determines is appropriate with current or prospective Corporate Officers of the Company;
- i) Support REI Board's review of the company's human resources strategies and initiatives to ensure the company is seeking, developing and retaining human capital appropriate to the company's needs"
- j) review and assess the adequacy of the Committee's Charter at least annually and recommend any proposed changes to the Board for approval;
- k) make regular reports to the Board concerning the activities of the Committee;
- l) perform an annual performance evaluation of the Committee, which may be done in conjunction with the periodic evaluation of the effectiveness of the Board as a whole; and
- m) carry out such other action and/or duties as may be delegated to it by the Board from time-to-time.

5. 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 will have full access to any relevant records of the Company and may retain experts and outside consultants or other advisors to advise the Committee. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee will 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 will 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.