Dated: August 31, 2018

REI BOARD OF DIRECTORS NOMinee CRITERIA

Directors must:

- Possess the highest personal and professional ethics, integrity and values.
- Be committed to representing the best interests of the members and the co-op.
- Have an inquisitive and objective perspective, practical wisdom and mature judgment.
- Have a personal commitment to outdoor recreation and REI’s purpose of inspiring, educating, and outfitting members for a lifetime of outdoor adventure and stewardship.
- Be willing to devote sufficient time to their duties and responsibilities.
- Be committed to serve on the board for at least two terms (six years).

EXPECTED EXPERIENCE

Highly-qualified board candidates will possess skills, abilities and experience in most of the areas listed below.

1) A good fit with the values and culture of REI:

   Authenticity: We are true to the outdoors.
   Quality: We provide trustworthy products and services.
   Service: We serve others with expertise and enthusiasm.
   Respect: We listen and learn from each other.
   Integrity: We live by a code of rock-solid ethics, honesty and decency.
   Balance: We encourage each other to enjoy all aspects of life.

2) Attributes that include:

   a) The ability to understand, analyze and provide sound strategic direction on complex areas of the business, including those in which the director may lack experience.
   b) Exceptional judgment and decision-making skills based on mature intellect and proven business acumen.
   c) The time and interest to be fully engaged as a significant contributor to the board.
   d) Excellent interpersonal and communication skills.
   e) A deep appreciation for the outdoors and the role of recreational activities in a healthy lifestyle; personal engagement in one or more of REI’s activities.
   f) An appreciation of giving back to one’s community and personal experience in community service and volunteering.

3) Senior executive experience (Operating responsibility for a $1B or greater P&L) – CEO, COO or Division GM (P&L owner, not staff role)

   a) Extensive experience building iconic consumer brands, preferably in experienced-based industries where the consumer is physically present. Examples would be hotels, transportation, hospitality, amusement parks, live sports and live entertainment.
b) Demonstrated history of innovation and disruption in the consumer experience industry.

c) Deep understanding of how to build a strong consumer brand and drive strong consumer traffic and physical presence in the current marketplace.

d) Experienced in digital commerce and communication, including social media. Demonstrated ability to integrate digital and physical experiences to drive consumer demand and retention.

e) Expertise in developing strategies that connect to next-generation and diverse consumers.

4) Additional preferred experience and skills:
   a) Authentic connection to and appreciation of REI's unique outdoor lifestyle and brand.
   b) Understanding of the pace of change in the retail industry and an appreciation of the agility required to be competitive.
   c) Working understanding of, and support for, corporate social responsibility, including sustainable business operations, as a core business strategy.
   d) Understanding and appreciation of the nature and quality of co-op businesses, including the ability to balance the financial and outdoor values of the REI co-op.

5) Candidate attributes that represent the diversity of REI's communities. Includes having candidates of diverse gender and racial and ethnic backgrounds who have the ability to complement and expand the board’s overall skills and experience.

6) Previous experience and proven effectiveness as a board member, including:
   a) Experience on a for-profit business board.
   b) Experience as a positive contributor to board(s) overseeing large and complex organizations.
   c) An understanding of, and belief in, effective and leading practices in board governance.
   d) Skills in effective inquiry to further group discussion and understanding of issues and opportunities.

**ELIGIBILITY REQUIREMENTS**

For a candidate to be eligible for election or appointment (including re-election or re-appointment) as a Director, the following criteria must be satisfied at the time of his or her election or appointment:

- The candidate must be a member and at least twenty-one years old.
- The candidate must not, by the end of the term to which he or she is to be elected or appointed, have served as a Director for more than twelve consecutive years.

The term limitation in the preceding sentence will not, however: (a) apply to a Director who is then serving as the President of REI; or (b) prevent a candidate who would otherwise be ineligible for election or appointment to an additional consecutive term from later being elected or appointed to a new term after a period of at least two years has elapsed since his or her last service as a Director, or from being appointed by a two-thirds majority vote of the other elected Directors to serve for a partial additional term equal to part or all of the time remaining until the end of such candidate’s twelve-year limitation under the preceding sentence.

All elected or appointed Directors must also, at the time of their election or appointment and during their respective terms of office, satisfy such standards of independence as are prescribed by the Nominating and Governance Committee at the time of their respective elections or appointments. You are not eligible to be a director if you or your employer is a supplier to REI or is in competition with REI. No REI employee is eligible to serve in an elected board position.