

**CHARTER OF THE
CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE**

1. PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of Deckers Outdoor Corporation (the "Company") is to help to ensure that the Board of Directors (the "Board") is appropriately constituted to meet its fiduciary obligations to the Company and its stockholders, and that the Company has, and follows, appropriate governance standards. To carry out this purpose, the Committee shall:

- (1) Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
- (2) Identify individuals qualified to become Board members, consistent with criteria specified in the Corporate Governance Guidelines.
- (3) Recommend to the Board the qualified director nominees to be selected by the Board for the next annual meeting of shareholders.
- (4) Recommend to the Board membership of the Board Committees.
- (5) Oversee the evaluation of the Board and Board Committees.

2. COMMITTEE MEMBERSHIP AND ORGANIZATION

The Committee shall be comprised of no fewer than three members. Each member of the Committee shall meet the independence requirements as specified in the Company's Corporate Governance Guidelines, which have been adopted by the Board with reference to the requirements of the NASDAQ Marketplace Rules and the Securities and Exchange Commission. This Committee shall recommend directors to be appointed as members of the Committee to the Board. The Board shall appoint members of the Committee and may replace or remove members from time to time. The Board shall appoint one of the members as Chair.

3. COMMITTEE RESPONSIBILITIES AND AUTHORITY

To carry out its purposes expressed in Paragraph 1 above, the Committee shall have the following responsibilities and authority. The Committee shall determine which officers of the Company or other visitors to invite to the Committee's meetings. The Committee shall meet regularly, but not less than twice annually, in executive session to discuss any matters that the Committee believes should be discussed privately. In the

sole discretion of the Committee, the Committee may meet in executive session at any time.

(1) The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and shall review such guidelines annually. The Committee shall also advise the Board on corporate governance matters.

(2) As appropriate, the Committee shall actively seek, interview, evaluate and nominate individuals qualified to become Board members and recommend such nominees to the Board for endorsement in accordance with the Company's Corporate Governance Guidelines.

(3) Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's: (i) Board and committee meeting attendance and performance, (ii) length of Board service, (iii) experience, skills and contributions that the existing director brings to the Board, and (iv) independence.

(4) The Committee shall review and recommend to the Board any revisions to the Board's policy on memberships by the directors on other public company boards as reflected in the Corporate Governance Guidelines. The Committee shall consider and review periodically existing directors' and senior executive officers' memberships on other public company boards and shall review future membership on other public company boards by existing directors and senior executive officers prior to the acceptance of such membership.

(5) In the event that a director vacancy arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the stockholders' annual meeting. The Committee shall establish procedures for consideration of director candidates recommended by the Company's shareholders, including the procedures that shareholders need to follow to submit their recommendations.

(6) The Committee shall have the sole discretion and authority to retain any search firm to assist in identifying director candidates, retain outside counsel and/or any other internal or external advisors and approve all related fees and retention terms. All fees and other retention items shall be paid by the Company.

(7) The Committee shall review the Board's committee structure and composition and recommend to the Board for its approval directors to be appointed as members on each Board committee. Prior to

recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, if required, skills, Board committee meeting attendance, performance and contribution, and his or her fulfillment of committee responsibilities. If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant experience and skills, and who is independent, if required by the committee charter, to be appointed to fill the vacancy. In making any recommendations for committee appointments, the Committee shall consider the periodic rotation of a committee member; however such rotation is within the Board's discretion.

(8) Oversee the Board's performance evaluation process, including conducting surveys of director observations, suggestions and preferences. The Committee shall also evaluate the participation of members of the Board in continuing education activities.

(9) Form and delegate authority to subcommittees, or delegate authority to members, when appropriate, provided that such subcommittees will be composed exclusively of members of this Committee and will operate pursuant to a published charter.

(10) Evaluate and recommend termination of service of individual members of the Board as appropriate, in accordance with the Board's governance principles, for cause or for other proper reasons. The Committee shall also review and recommend to the Board any revisions to the Board's retirement and term limit policies as reflected in the Corporate Governance Guidelines.

(11) Make periodic reports to the Board.

(12) Review and re-examine this Charter at least annually and make recommendations to the Board with respect to any proposed changes.

(13) Annually report to the full Board regarding its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.

4. MEETING AND MINUTES

(1) The Committee will meet at least twice annually and will also meet, as required, in response to the needs of the Board and as necessary to fulfill its responsibilities.

(2) The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. Two (2) members of the Committee shall constitute a quorum for doing business. Committee actions shall be taken by unanimous vote if

only a quorum is present at a meeting; or by majority vote of the Committee members present at a meeting where at least three (3) members are present. The Committee may also act through unanimous written consent and such consents will be filed with the minutes of the meetings of the Board.