

# ZUMIEZ INC.

## COMPENSATION COMMITTEE CHARTER

### Introduction

The Board of Directors of Zumiez Inc. (the “Company”) has delegated to the Compensation Committee responsibility for developing and reviewing corporate goals and objectives relevant to compensation of the CEO and other senior executives, evaluating the executives’ performance in light of those goals and objectives, and determining the executives’ compensation levels accordingly. This Charter is intended to comply with applicable legal requirements and to provide the Compensation Committee specific direction in performing its duties. This Charter has been approved by the Company’s Board of Directors.

### Mission

To further shareholder value by helping to create compensation plans that provide financial incentives to employees for producing results that fairly reward shareholders.

### Organization

The Compensation Committee shall be composed of two or more Board members who are independent and otherwise qualified under all applicable regulations, including the corporate governance rules and independence requirements of The Nasdaq Stock Market, Inc., when and as required by Nasdaq. Additionally, no director may serve on the Compensation Committee unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities and Exchange Act of 1934 and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, including the requirement that he or she not receive remuneration from the Company, either directly or indirectly, in any capacity other than as a director. The members of the Compensation Committee, and the Chairperson of the Compensation Committee, shall be recommended by the Governance and Nominating Committee and elected by the Board annually and shall serve until they are removed by the Board or until their successors shall be duly elected and qualified.

### Meetings

The Compensation Committee shall meet at least semi-annually, or more frequently as circumstances dictate.

### Responsibilities

The responsibilities of the Compensation Committee are to:

- Review and approve corporate goals and objectives relevant to CEO compensation.
- Together with the Governance and Nominating Committee, evaluate the CEO's performance in light of the corporate goals and objectives at least annually including a review of the Company's performance and relative shareholder returns, and determine and approve the CEO's compensation level based on this evaluation. The CEO may not be present during voting or deliberations on his or her compensation.
- Determine and approve the compensation of other executive employees of the Company.
- Produce a Compensation Committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement.
- Evaluate proposed compensation plans, policies and contracts for consistency with the compensation philosophy adopted by the Board of Directors.
- Monitor the appropriateness and effectiveness of the Company's compensation plans and policies.
- Administer and interpret the Company's incentive compensation plans and equity-based plans, and make recommendations to the Board with respect thereto.
- Review any proposed employment agreements with new officers and amendments to existing employment agreements.
- Recommend to the Board compensation of Directors.
- Monitor current developments in executive compensation and employee compensation practices in the Company's industry and elsewhere.
- Conduct and prepare an annual self-evaluation of the Compensation Committee's performance; or, alternatively, obtain a performance evaluation from the Board of Directors or a qualified and independent third party.
- Report to the Board of Directors in a timely matter with respect to all material actions and considerations undertaken by the Compensation Committee from time to time.
- Review this Charter at least annually, and recommend to the Board any updates or amendments as may be appropriate.
- Perform such other functions as assigned by law, the Company's bylaws, or the Board of Directors.

### **Delegation**

The Compensation Committee shall have authority to delegate responsibility to subcommittees, provided that any such subcommittee shall be composed entirely of independent directors and shall have its own published charter.

### **Resources**

In performing the Compensation Committee's responsibilities:

- The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.

- The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Compensation Committee.
- The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Compensation Committee.
- The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the following factors:
  - the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
  - the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
  - the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
  - any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
  - any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
  - any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.
- Nothing herein shall be construed: (i) to require the Compensation Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the compensation committee; or (ii) to affect the ability or obligation of a Compensation Committee to exercise its own judgment in fulfillment of the duties of the Compensation Committee.
- The Compensation Committee is required to conduct the independence assessment outlined above with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Compensation Committee, other than in-house legal counsel. However, nothing in herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Compensation Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Compensation Committees may select, or receive advice from, any compensation adviser they prefer, including ones that are not independent, after considering the six independence factors outlined above.
- The Compensation Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS AND THE COMPENSATION COMMITTEE  
ON MARCH 22, 2005. AS AMENDED BY THE COMPENSATION COMMITTEE ON NOVEMBER 18, 2009  
AND ON MARCH 12, 2013