

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.

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 (“Code”). 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 of Directors annually and shall serve until they are removed by the Board of Directors 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.

The Chairperson of the Compensation Committee shall, in consultation with the other members of the Committee, establish meeting agendas.

A majority of the members then in office shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Compensation Committee. The Compensation Committee may take action by unanimous written consent of its members in lieu of a meeting.

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 of Directors with respect thereto on an as needed basis.
- Review any proposed employment agreements, change-in-control, severance and other compensatory arrangements with new officers and any amendments to existing employment agreements and change-in-control, severance and other compensatory arrangements.
- Recommend to the Board of Directors the compensation of directors.
- Monitor regulatory developments and current developments in executive compensation and employee compensation practices in the Company's industry and elsewhere and solicit independent advice where appropriate.
- Review, discuss, and approve a compensation philosophy and objectives that are consistent with the business strategy and that are designed to attract, retain, and motivate highly qualified personnel and to provide competitive pay opportunities.
- Review the Company's compensation practices, policies and programs for executive officers and other employees to ensure that such practices, policies and programs do not encourage unnecessary or excessive risk taking and annually assess whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company.
- Determine the Company's policy with respect to the application of Section 162(m) of the Code, as amended, and when compensation may be paid by the Company that is not deductible for federal income tax purposes.
- Review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees.
- Approve or make recommendations to the Board of Directors with respect to the adoption or modification of policies regarding the pledging or hedging of Company stock, if any, and monitor compliance with respect to any adopted policy on pledging and hedging.
- Establish and monitor compliance with any stock ownership and holding guidelines of the Company (if any) that are applicable to executive officers or directors.
- Recommend to the Board of Directors for approval the frequency with which the Company will include in its proxy and information statement a management proposal permitting shareholders to have an advisory vote on executive compensation ("Say on Pay"). This review should take into account the most recent shareholders advisory vote on the frequency of Say on Pay resolutions at the Company.
- Review and consider the results of the Company's most recent Say on Pay vote, if any, and

any other feedback garnered through the Company's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board of Directors whether and, if so, how the Company should respond to Say on Pay vote outcomes.

- Review the performance, development and leadership capabilities of key executives and succession-planning strategies of the Company
- Conduct and prepare an annual self-evaluation of the Compensation Committee's performance either on a stand alone basis or otherwise in conjunction with an evaluation of the Board of Directors performance as a whole; 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 of Directors 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 of the independence factors under applicable NASDAQ Stock Market listing standards and any other factors deemed relevant by the Committee.
- 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 COMPENSATION COMMITTEE ON MARCH 7, 2017