

ASHWORTH, INC.

EXECUTIVE COMMITTEE CHARTER

1. PURPOSE:

- 1.1 The purpose of the Executive Committee (the "Committee") of Ashworth, Inc. (the "Company") is (a) to act on behalf of the Board of Directors of the Company (the "Board") between Board meetings, (b) to provide additional support and resources to management of the Company, in the nature of that provided by the Board, and (c) to provide for closer, more regular communication between the Board and management of the Company through more frequent meetings of an Executive Committee between regular meetings of the Board.

2. MEMBERSHIP:

2.1 The Committee shall be composed of three or more directors, a majority of whom shall (a) be independent directors as determined by the Board pursuant to the definition of "independence" established by the National Association of Securities Dealers, Inc. ("NASD") and (b) meets the criteria for independence set forth in Section 301 of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") and the Securities and Exchange Commission (the "SEC") rules implementing Section 301. The Chair of the Committee will be elected by the members of the Committee. The members of the Committee shall be appointed annually by the Board. Vacancies shall be filled by election by the Board, and any member of the Committee may be removed by the Board.

3. MEETINGS:

3.1 The Committee shall meet at the call of the Chair or a majority of the members of the Committee. The presence of all of the members of the Committee shall be required to constitute a quorum for the transaction of business. The passage of any resolution of the Committee shall require the unanimous affirmative vote of all Committee members.

3.2 Procedures fixed by the Committee shall be subject to any applicable provision of the Company's by-laws. Written minutes of each meeting shall be duly filed in the Company records, be distributed to all Board members as soon as practicable after each Committee meeting and form the basis of the reports of meetings of the Committee which shall be made to the Board at its next regularly scheduled meeting following the Committee meeting. Actions taken by the Committee shall be promptly communicated to the directors who are not members of the Committee.

4. KEY RESPONSIBILITIES:

The Committee shall have all the authority of the Board, except that it shall not have authority to:

4.1 approve any action for which the Delaware General Corporation Law also requires stockholder approval or approval of the outstanding shares;

4.2 appoint any other committee of the Board or take any action on matters expressly delegated to other committees of the Board;

4.3 fill vacancies on the Board or on any committee thereof (including this Committee);

4.4 amend or repeal the by-laws, or adopt new by-laws;

4.5 amend or repeal any resolution of the Board that, by its terms, shall not be so amended or repealed;

4.6 amend or repeal this charter of the Committee;

4.7 fix the compensation of directors for serving on the Board or any committee thereof;

4.8 authorize a distribution to the stockholders of the Company except at a rate or in a periodic amount or within a price range determined by the Board;

4.9 take any action that the Delaware General Corporation Law or the Company's by-laws prohibit the Board from delegating to a committee; or

4.10 take any action required by the rules or regulations of the SEC or the Nasdaq to be approved by the full Board or by another committee of the Board.