

**CHARTER OF THE BOARD AFFAIRS COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
REEBOK INTERNATIONAL LTD. (THE “COMPANY”)**

I. Organization and Governance of the Board Affairs Committee. The Board Affairs Committee (the “Committee”) of the Company shall consist of no fewer than three members appointed by the Board of Directors (the “Board”) who shall satisfy the independence requirements of the New York Stock Exchange and requirements set forth in the Board’s Corporate Governance Guidelines.

In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Committee members will be appointed and removed by the Board;
- Action may be taken by the Committee upon the affirmative vote of a majority of the members;
- The Committee shall meet at least two times during each calendar year;
- The Chairman or any two members may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- The Committee may delegate its authority to a subcommittee consisting of one or more members.

II. Statement of Purpose. The purposes of the Committee are to (i) identify individuals qualified to become members of the Board, (ii) select, or to recommend that the Board select, the director nominees for the next annual meeting of shareholders, (iii) oversee other matters relating to service on the Board, (iv) develop and recommend to the Board a set of corporate governance principles applicable to the Company, which shall be referred to as the Board of Directors Corporate Governance Policies, and (v) oversee the evaluation of the Board and its dealings with management and appropriate committees of the Board.

III. Goals and Responsibilities of the Committee. The responsibilities of the Committee shall include the following:

1. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward by the Chairman;
2. Establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
3. Select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders, [taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board];
4. Review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto;
5. Recommend to the Board qualified individuals to serve as committee members on the various Board committees after receiving recommendations from the Chairman. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;
6. Develop and recommend to the full Board a set of corporate governance policies applicable to the Company. Such principles shall address the following subjects: (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation and benefits, (v) director orientation and continuing education, (vi) management succession and (vii) annual performance evaluations of the Board. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
7. In concert with the Board, review the Company policies with respect to significant issues of corporate public responsibility, including contributions;
8. Review the Company's practices and policies with respect to directors, including benefits, retirement policies and compensation for non-employee directors, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
9. Provide for new director orientation and continuing education for existing directors on a periodic basis;
10. Clearly articulate to each director what is expected, including reference to the Board of Directors Corporate Governance Policies and directors' basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials;

11. Evaluate the composition of the Board and performance of individual directors, committees of the Board, and the Board as a whole;
12. Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.
13. Consider and report to the Board any questions on independence or of possible conflicts of interest of Board members;
14. Review and assess the adequacy of this charter and submit any changes to the Board for approval;
15. Report its actions and any recommendations to the Board on a periodic basis; and
16. Communicate with management to ensure that materials and information provided to the Board are appropriate to enable the Board to fulfill its responsibilities;
17. Review such other matters as the Board or the Committee shall deem appropriate.

IV. Powers of the Committee on Directors and Corporate Governance. In order to fulfill its role, the Committee has the authority to retain and terminate a search firm to assist in the identification of director candidates, and has the authority to approve the search firm's fees and retention terms. The Committee also has the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors. Funding for such retained services shall be provided for by the Company.