

K2 Inc.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Adopted by the Board of Directors as of February 9, 2006

This charter, as amended from time to time, shall govern the operations of the Corporate Governance and Nominating Committee of K2 Inc. (the "*Company*"). The primary purpose of the committee is to: (1) identify individuals qualified to become members of the Board of Directors (consistent with criteria approved by the Board); (2) recommend to the Board director candidates for election at the annual meeting of shareholders; (3) develop and recommend to the Board a set of corporate governance principles; and (4) perform a leadership role in shaping the Company's corporate governance.

Organization and Qualifications

The committee shall be appointed by the Board of Directors and shall be comprised of at least three independent directors, including one chair. For purposes hereof, the term "independent" shall mean a director who meets the independence requirements of the New York Stock Exchange, Inc., as determined by the Board.

The committee shall meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the committee determines. The committee shall report regularly to the full Board of Directors with respect to its activities.

The committee shall have the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist it in the performance of its functions.

Responsibilities and Processes

The committee shall follow such procedures and policies as it deems appropriate, and its specific duties and responsibilities shall include, without limitation, the following:

1. The committee shall develop and recommend to the Board criteria for identifying and evaluating director candidates.
2. The committee shall identify, review the qualifications of, and recruit candidates for the Board and assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
3. The committee shall establish a procedure for the consideration of Board candidates recommended by the Company's shareholders.

4. The committee shall recommend to the Board candidates for election or reelection to the Board at each annual shareholders' meeting and recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

5. The committee shall review the Company's corporate governance principles annually and recommend changes to these principles as necessary, and shall make recommendations to the Board regarding corporate governance matters.

6. The committee shall make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.

7. The committee shall recommend to the Board candidates for appointment to Board committees and committee chairs.

8. The committee shall review and recommend to the Board retirement and other tenure policies for directors.

9. The committee shall review directorships in other public companies held by or offered to directors and senior officers of the Company.

10. The committee shall review and assess the channels through which the Board receives information, and the quality and timeliness of information received.

11. The committee shall annually review the compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board.

12. The committee shall develop, administer and oversee processes for conducting annual evaluations of the Board and its committees.

13. The committee shall evaluate its performance annually, and shall review and reassess the adequacy of this charter annually and recommend any changes believed to be appropriate to the Board of Directors.