

**CORPORATE GOVERNANCE, NOMINATING AND SUCCESSION
COMMITTEE CHARTER
CUTTER & BUCK INC.**

(as approved by the Board on June 15, 2004)

PURPOSE OF THE CORPORATE GOVERNANCE, NOMINATING AND SUCCESSION COMMITTEE

Cutter & Buck Inc. (the "Company") has an obligation to the shareholder community to ensure that consistent corporate guidance and oversight is maintained. The purpose of the Corporate Governance, Nominating and Succession Committee (the "Committee") is to develop and maintain principles of governance that will provide continuity in, and adequate levels of, corporate oversight.

MEMBERSHIP

The Committee shall consist of a minimum of two members. Each of the members of the Committee shall be an "independent director" as defined by the Rules of the National Association of Securities Dealers, Inc. and the Securities and Exchange Commission.

ROLES AND RESPONSIBILITIES

Without limiting its scope, the Committee's roles and responsibilities will include the following activities:

- On an ongoing basis, evaluate the composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Annually oversee the evaluation of the effectiveness of the Board and each standing committee and report its findings to the Board.
- Determine on an annual basis desired Board qualifications, expertise and characteristics and conduct searches for potential Board members with corresponding attributes. Evaluate and determine nominees for election to the Board. In performing these tasks the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.
- Consider shareholder nominees for election to the Board.
- Annually evaluate the independence qualifications of directors.
- Determine the form and amount of director compensation. Among the considerations the Committee shall take into account is the possibility that directors' independence may be

jeopardized if director compensation and perquisites exceed customary levels, if director beneficial stock ownership exceeds certain levels, if the Company makes substantial charitable contributions to an organization with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. The Committee shall critically evaluate each of these matters when determining the form and amount of director compensation.

- Oversee the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Conduct an annual review on succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.
- Ensure that the non-management directors of the Company regularly schedule and hold executive sessions in which management does not participate
- Review this Charter annually and make recommendations to the Board for any proposed changes.
- Review and assess, at least annually, the Company's Code of Business Conduct and Ethics ("Code"), recommend changes in the Code as conditions warrant and confirm that management has established a system to monitor compliance with the Code by officers and employees of the Company.
- Monitor the Company's compliance with ethics policies and legal and regulatory requirements.
- Review and assess, at least annually, the Key Indicators to be Monitored by the Board ("Key Indicators") and recommend any changes in the Key Indicators to the full Board of Directors.
- Annually review and evaluate the Committee's own performance.

In performing its responsibilities, the Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.