

QUIKSILVER, INC.

Charter for Nominating and Governance Committee

ARTICLE I FORMATION

The Board of Directors of Quiksilver, Inc., a Delaware corporation (the “Company”), has established the Nominating and Governance Committee pursuant to Section 141(c)(2) of the Delaware General Corporation Law and Article III, Section 10 of the Company’s Bylaws.

ARTICLE II COMPOSITION

The Nominating and Governance Committee (the “Committee”) shall be comprised of not less than two members of the Board of Directors of the Company. Subject to the foregoing, the exact number of members of the Committee shall be fixed and may be changed from time to time by resolution duly adopted by the Board of Directors. The Committee members will be appointed by the Board of Directors and may be removed by the Board in its discretion. Each member shall be independent as defined in the listing standards of the New York Stock Exchange in effect from time to time (referred to below as the “Listing Standards”) and the Board of Directors shall have affirmatively determined that the member is independent. As more clearly set forth in the Listing Standards, members must not have any current or past relationships with the Company which would interfere with their exercise of independent judgment or otherwise fail to meet the independent standards set forth in the Listing Standards.

ARTICLE III PURPOSE AND RESPONSIBILITIES

The primary purpose of the Committee is to: (i) identify individuals qualified to become Board members; (ii) select, or recommend the Board select, the director nominees for the next Annual Meeting of Stockholders; (iii) develop and recommend to the Board a set of corporate governance principals applicable to the Company; and (iv) oversee the evaluation of the Board of Directors and management.

The Committee shall:

- **Qualifications of Directors:** Periodically communicate with the full Board concerning the Board’s criteria for selecting directors in light of the Board’s composition, corporate governance policies, applicable listing standards and laws, and other factors considered appropriate by the Board.
- **Director Nominees:** Identify and recommend to the Board the director nominees to be selected by the Company’s Board of Directors for each annual meeting of

stockholders and individuals to be elected by the Board to fill vacancies and newly created directorships. This process shall include evaluation and consideration of any stockholder nominees for election to the Board. The Committee will review the service of its members when a director is eligible to be renominated for Board membership, including an assessment of individual director performance, expertise and experience, number of other public company boards on which the individual serves, composition of the Board at that time, and other relevant factors.

- **Committee Appointments:** If and when requested periodically by the Board, identify and recommend to the Board the appointees to be selected by the Board for service on the audit, compensation, nominating and corporate governance and other key committees of the Board.
- **Retention of Search Firm:** Have sole authority to retain and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms.
- **CEO Consultation:** Actively consult with the Company's CEO as representative of the Company's management prior to recommending to the Board the nomination of any incumbent or new director nominees for election at the annual meeting.
- **Governance Policies:** Develop, or suggest changes in, corporate governance principles to be recommended to the Board and which are appropriate for the Company in light of the listing standards and nature of the Company's business, including the general corporate governance guidelines, code of business conduct and ethics and means of communicating these matters.
- **Board Review:** Periodically assess the composition of the Board in light of the skills and background of incumbent directors, changed circumstances, if any, affecting individual directors which may bear on future service as board members, and the Board's plans and policies for succession planning for senior management, and otherwise oversee an annual evaluation of the full Board and of management.
- **Annual Performance Review:** Evaluate its performance as the Nominating/Governance Committee on an annual basis. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- **Reports:** Report to the Board at an appropriate time prior to preparation of the Company's proxy statements for its annual meeting the Committee's recommendations for director nominees at each annual meeting of stockholders. Also report to the Board annually the results of (i) an oversight review of the performance of the Board of Directors; (ii) the Committee's assessment of the

Company's corporate governance guidelines and implementation; and (iii) an annual review by the Committee of its own performance.

- **Other Functions:** Perform such other functions as the Board of Directors may from time to time direct.

ARTICLE IV AUTHORITY AND PROCEDURES

The Committee shall meet at least twice a year and shall keep regular minutes of its meetings. The Committee, as it may determine to be appropriate, may meet in separate executive sessions with other directors, the CEO and other Company employees, agents or representatives invited by the Committee. The Committee's Chairman shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chairman by vote of a majority of the full Committee. The Chairman of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee is at all times authorized to have direct, independent access to the Company's other directors and management. The Committee shall have the power to hire independent legal, financial or other advisors, as it deems necessary, without consulting or obtaining the approval of any officer of the Company in advance. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittee is composed entirely of independent directors and has a published committee charter.