

# ASHWORTH, INC.

## CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### 1. MEMBERS:

1.1. The Board of Directors (the "Board") of Ashworth, Inc. (the "Company") shall maintain a Corporate Governance and Nominating Committee (the "Committee") of at least three members, consisting entirely of independent directors, and the Board shall designate one member as chair of the Committee (the "Chair").

1.2. Each member of the Committee shall be an "independent" director of the Company. For purposes hereof, "independent" shall mean a director who meets the definition of "independence" established by the National Association of Securities Dealers, Inc. and any other applicable law, rules and regulations, as determined by the Board.

### 2. PURPOSE:

The purpose of the Committee is (a) to assist the Board by identifying qualified individuals to become directors of the Company, (b) to consider and recommend to the Board the director nominees for each annual meeting of stockholders and to fill vacancies on the Board, (c) to consider and recommend to the Board the composition of the Board, its committees and the chairpersons thereof, (d) to monitor and assess the effectiveness of the Board, and (e) to perform a leadership role in shaping the Company's corporate governance policies, including by developing and recommending to the Board a set of corporate governance principles and by administering and monitoring the effectiveness of such principles.

### 3. DUTIES AND RESPONSIBILITIES:

In furtherance of the foregoing purposes, the duties and responsibilities of the Committee are to:

- a. Develop criteria for identifying and evaluating candidates to serve as directors of the Company. These criteria include, among other things, an individual's business experience and skills, independence, judgment, integrity and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential conflicts with the Company's interests. The Committee considers these criteria in the context of an assessment of the perceived needs of the Board as a whole and seeks to achieve a diversity of occupational and personal backgrounds on the Board.
- b. Identify, review the qualifications of, and recruit candidates for the Board.

- c. Oversee the periodic evaluation of the Board, including an assessment of the effectiveness of the Board as a whole, its committees and the contributions of each incumbent director.
- d. Monitor the independence, both in appearance and in fact, of current directors and nominees.
- e. Review director candidates recommended by the Company's stockholders.
- f. Recommend to the Board candidates for election or reelection to the Board at each annual stockholder's meeting.
- g. Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- h. Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.
- i. Recommend to the Board candidates for appointment to Board committees and chairpersons thereof.
- j. Review periodically the succession plans of the Company at the CEO and other executive officer levels.
- k. Oversee the Company's corporate governance policies, including the development of a set of corporate governance principles, and to review at least annually the effectiveness of such principles and recommend changes to the Board as necessary or advisable.
- l. Annually evaluate the performance of the Committee and the adequacy of the Committee's charter.
- m. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board delegates to the Committee from time to time.

#### **4. SUBCOMMITTEES:**

The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Committee consisting of not less than two members of the Committee.

#### **5. OUTSIDE ADVISORS:**

The Committee will have the authority to retain at the expense of the Company such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate

any search firm used to identify director candidates and to approve such search firm's fees and other retention terms.

## **6. MEETINGS:**

6.1. The Committee shall meet at least two times a year and, in addition, as frequently as may be determined necessary or appropriate by the Chair of the Committee, either in person or telephonically. The Committee shall meet at the call of the Chair or a majority of the members of the Committee. The presence of a majority of the members of the Committee shall constitute a quorum for the transaction of business. The passage of any resolution of the Committee shall require the affirmative vote of a majority of Committee members.

6.2. Procedures fixed by the Committee shall be subject to any applicable provision of the Company's by-laws. Written minutes of each meeting of the Committee shall be duly filed in the Company records, and reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting.