

GOVERNANCE PRINCIPLES OF THE BOARD OF DIRECTORS OF THE TIMBERLAND COMPANY

The Board of Directors (the “Board”) of The Timberland Company (the “Corporation”) has developed and adopted these Governance Principles to assist the Board and its Committees in performing their work in compliance with applicable requirements. The Board will review and, if appropriate, revise these Governance Principles from time to time.

Role of the Board:

- The role of the Board is to oversee the business, assets and performance of the Corporation in the best interests of its stockholders.
- The Board, working through its Committees, focuses on key aspects of the Corporation’s business including strategic planning, operating performance, chief executive officer performance, management development and succession planning, compliance and risk management.

Organization of the Board:

- The Board has established 4 Committees: Audit; Governance and Nominating, Management Development and Compensation; and Corporate Social Responsibility.
- Each Committee has a Charter approved by the Board.
- Each Committee will have at least 3 members.
- The Board expects that a range of 9 to 13 Directors is an appropriate size, although actual Board membership in any particular year may be greater or less, as the Board determines.
- The majority of the Board members will be independent as defined by applicable law and regulations and as affirmatively determined by the Board .
- If the Chairman of the Board is not an independent director, as defined by applicable law and regulations, the Board will appoint a Lead Director.

Board meetings and activities:

- The Board will meet as a whole at least 4 times annually, at times determined by the Board.
- The agenda for each Board meeting will be developed by the Corporation’s management in collaboration with the Chairman or Lead Director, as applicable, based upon an annual calendar initiated by the Governance and Nominating Committee and approved by the Board, and provided to the Board prior to the meeting.

- Each Board meeting will have an executive session with the Chairman and President/Chief Executive Officer and an executive session without the Chairman and President/Chief Executive Officer. In addition, the independent directors, as defined by applicable law and regulation will meet at least annually alone.
- Directors are expected to attend all Board meetings and the Corporation's Annual Meeting of Stockholders.
- The Corporation's management will provide materials to the Board regarding the Corporation and matters to be covered at the Board meeting sufficiently in advance of the meetings for Directors to review the materials. Directors are expected to come to Board meetings having reviewed the materials sent to them in advance of the meeting.
- Reports from the Board's Committees will be included as part of each Board meeting's agenda.

Board membership:

- Directors will be elected annually by the Corporation's stockholders.
- Directors will notify the Board when they intend to accept a position on another corporation's board.
- Outside Directors should offer their resignation from the Board in the event of any significant change in their principal job responsibilities from the position they held when initially elected to the Board.
- Outside Directors will not stand for re-election after they have reached age 72.
- In recommending candidates for election to the Board, the Governance and Nominating Committee will consider candidates' experience, skills and other qualifications in light of the specific needs of the Board and the Corporation and the then current Board composition. The Board will look for candidates with diverse backgrounds, skills and experience including appropriate financial and other expertise relevant to the Corporation's business, as well as high ethical standards, integrity and sound business judgment.
- It is expected that Outside Directors will not be nominated for re-election after they have been elected for and have served ten (10) consecutive years on the Board.

Other matters:

- The Board and each Committee will conduct annual self-evaluations.
- Non-employee Directors shall receive reasonable compensation for their services, as may be determined from time to time by the Board, upon recommendation of the Governance and Nominating Committee.
- The Board through the Governance and Nominating Committee will work with the Corporation's management to provide newly elected Directors with orientation materials and information in order to educate new Director(s) about the Corporation and the Board.

- Directors are expected to continue to educate themselves on matters of importance to the Corporation including industry practices and developments, corporate governance, and strategic planning. Directors may attend formal director education programs at the Corporation's expense.
- Directors have full and direct access, at and between Board and Committee meetings, to the Corporation's senior and executive officers and such other employees of the Corporation as the Board and the Corporation's management believe can, as a result of their functional expertise and/or experience, provide insight and assistance to the Board.
- Directors will at all times act ethically, in compliance with all applicable laws and regulations, and will adhere to the Corporation's Code of Ethics.
- The Board and its Committees may at any time retain independent outside financial, legal or other advisors at the Corporation's expense.

Adopted by the Board of Directors: March 3, 2004

Amended by the Board of Directors: May 18, 2006

| *Amended by the Board of Directors: December 13, 2006*

Amended by the Board of Directors: July 19, 2007