

CROCS, INC.

Governance and Nominating Committee Charter

Adopted on June 30, 2005

PURPOSES

The purposes of the Governance and Nominating Committee (the "Committee") of the board of directors (the "Board") of Crocs, Inc. (the "Company") are to (a) oversee corporate governance matters; (b) approve director-nominees to be considered for election by stockholders and for election by the Board to fill any vacancy or newly created directorship; and (c) make recommendations to the Board concerning the appropriate size and composition of the Board and each Board committee, and the establishment of new Board committees.

ORGANIZATION AND COMPOSITION

The Committee shall consist of at least two directors appointed by, and serving at the discretion of, the Board, all of whom shall satisfy the applicable independence listing standards of The Nasdaq Stock Market and shall have no relationship with the Company which, in the opinion of the Board, would interfere with the exercise of independent judgment.

The Board shall designate one member of the Committee to serve as Chairman of the Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided that the subcommittees are composed entirely of independent directors.

PRINCIPAL RESPONSIBILITIES

The principal responsibilities of the Committee shall be to:

- (a) develop and recommend to the Board for approval a set of corporate governance principles applicable to the Company and review principles at least annually and recommend changes as necessary;
- (b) advise the Board on corporate governance matters;
- (c) develop and recommend to the Board for approval criteria for the selection of candidates to serve on the Board;
- (d) establish procedures for stockholders to submit potential candidates for election to the Board, consistent with any procedural standards set forth in the Company's Bylaws;
- (e) establish procedures for the identification and evaluation of candidates for the Board, including any candidates recommended by stockholders;
- (f) review and evaluate potential candidates for election to the Board, including incumbent directors and director candidates properly submitted by stockholders, and comply with any requirements of the Securities and Exchange Commission to consider such candidates;
- (g) select and approve all nominees for Board membership, whether for the slate of director nominees to be presented for stockholder approval at the Company's annual meeting of stockholders or any director nominees to be elected by the Board to fill any interim director vacancy or newly created directorship;

- (h) make recommendations as necessary regarding changes in the size and composition of the Board and each Board committee;
- (i) make recommendations as necessary regarding the establishment of new Board committees (including ad-hoc committees);
- (j) select and recommend to the Board potential director candidates for each Board committee;
- (k) develop, make recommendations to the Board and administer an annual Board and committee evaluation process, including determining the appropriate evaluation form(s) and procedures to be used;
- (l) review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
- (m) undertake such other responsibilities as may be delegated by the Board to the Committee from time to time; and
- (n) take any and all other actions as may be required by the federal securities laws or other applicable laws or regulations regarding the nomination of directors.

OUTSIDE ADVISERS AND SEARCH FIRMS

The Committee shall have the authority to retain such outside counsel, experts and other advisers (including search firms to identify director candidates) as it determines appropriate to assist it in the full performance of its functions. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any outside counsel, experts and other advisers retained by the Committee.

MEETINGS

The Committee shall meet as often as it deems necessary or appropriate. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company's corporate records. A majority of the members of the Committee shall constitute a quorum of the Committee.

AUTHORITY

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

- (a) Perform each of the responsibilities of the Committee described above;
- (b) Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee;
- (c) Appoint a chair of the Committee, unless a chair is designated by the Board;
- (d) Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of such search firms, independent counsel and other advisers; and

- (e) Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firms or other advisers engaged by the Committee.