

**URBAN OUTFITTERS, INC.
INNOVATION COMMITTEE
CHARTER**

Purpose

The purpose of the Innovation Committee (the “Committee”) of the Board of Directors (the “Board”) of Urban Outfitters, Inc. (the “Company”) is to assist the Board in its oversight on matters of innovation and disruptive technologies.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Review and discuss the Company’s strategic approach to disruptive technologies and commercial innovation, including objectives, strategic initiatives and investments.
2. Review and discuss disruptive technology issues and trends, and the impact those trends might have on the Company.
3. Review how the Company measures and determines whether or not its disruptive technologies and innovation strategy is succeeding, including its execution and customer acceptance.
4. Perform such other functions as may be assigned by law, the Company’s Articles of Incorporation or By-laws, or the Board.

Appointment, Membership and Organization

The Committee shall be comprised of no fewer than two members, appointed annually by the Board. At least one member of the Committee must be independent as determined by the Board according to the independence requirements under the listing standards of the NASDAQ Stock Market LLC (or such exchange or automatic quotation system where the Company’s securities are listed). The Board shall also appoint one member to act as Chair of the Committee. In addition to chairing meetings of the Committee, the Chair will be the liaison to Company management, and be responsible for setting the meeting agendas and reporting to the Board. The Committee shall determine the time and place of, and the procedures for, meetings, unless otherwise determined by the resolution of the full Board. To properly carry out its responsibilities, the Committee may include in its meetings members of the Company’s management, other members of the Board, or third party experts and other professionals as it deems appropriate or necessary.