

URBAN OUTFITTERS, INC.
COMPENSATION & LEADERSHIP DEVELOPMENT COMMITTEE
CHARTER

Purpose

The primary purpose of the Compensation and Leadership Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Urban Outfitters, Inc. (the “Company”) is to (i) formulate, deliberate, vote on and approve the compensation of the Company’s Chief Executive Officer, all of which must occur outside the presence of the Company’s Chief Executive Officer, as well as to formulate, evaluate and approve the compensation of the Company’s other executive officers; (ii) oversee all compensation programs involving the issuance of the Company’s common shares and other equity securities; (iii) prepare an annual report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with applicable rules and regulations; and (iv) assist the Board in overseeing the Company’s strategic plans and initiatives for the selection, development and retention of future leadership for the Company.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Annually review and determine the compensation of the Chief Executive Officer, including the use of cash incentives and deferred compensation plans.
2. Annually review and determine the compensation of all other executive officers, including the use of cash incentives and deferred compensation plans.
3. Determine the Company’s policy with respect to the application of Section 162(m) of the Internal Revenue Code.
4. Approve compensation programs and grants involving the use of the Company’s common shares and other equity securities.
5. Appoint, compensate and oversee the work of the compensation consultant retained by the Committee.
6. Consider the following six factors before selecting the compensation consultant:
 - the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;

- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
7. Prepare an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.
 8. Annually review and reassess the adequacy of this Charter and submit recommended amendments to the Board for approval.
 9. Review and discuss with the Company's management plans and programs to support the selection, development and retention of future leadership for the Company.
 10. 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 at least two directors, appointed annually by the Board. All members of the Committee shall, in the judgment of the Board, satisfy the applicable independence requirements under the listing standards of the NASDAQ Stock Market LLC (or of such other exchange or automated trading system where the Company's securities are listed). Any director may recommend the removal of any member of the Committee who, upon a determination by the full Board that the member is not fulfilling his or her duties under this Charter, shall be removed. The Committee shall determine the time and place of, and the procedures for, meetings, unless otherwise provided for in the Company's By-laws or otherwise determined by resolution of the full Board. To properly carry out its responsibilities, the Committee has the authority to retain, at the Company's expense, such experts and other professionals as it deems appropriate or necessary, including without limitation, compensation consultants.