

URBAN OUTFITTERS, INC.
NOMINATING AND GOVERNANCE COMMITTEE
CHARTER

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Urban Outfitters, Inc. (the “Company”) is to (i) establish criteria for selecting new directors; (ii) identify, screen and recruit new directors; (iii) recommend nominees for director to the Board and (iv) make recommendations to the Board with respect to the Company’s corporate governance practices. The Board shall consider the recommendations of the Committee regarding the nominations of directors, but the Board shall retain authority over the selection of director nominees.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. The Committee shall hold at least two meetings each year.
2. Recommend to the Board for its selection (i) potential nominees for director to stand for election at the Company’s annual meeting of shareholders, including without limitation, those proposed by shareholders (except in cases where a third party has the right, whether legal or by contract, to nominate a director); and (ii) individuals to be considered by the Board to fill vacancies.
3. Establish criteria for selecting new directors.
4. Conduct, or cause to be conducted, background and qualifications checks of new director candidates.
5. Evaluate directors before nomination for reelection.
6. Periodically review the Company’s corporate governance policies and practices and recommend to the Board any modifications that the Committee deems appropriate.
7. 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 members, 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 automatic quotation 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, director search firms.