Crocs, Inc.

Information Technology Committee Charter

Purpose

The purpose of the Information Technology Committee of the Board of Directors (the "Board") of Crocs, Inc. (the "Company") is to provide oversight to ensure:

- Management has a cohesive IT strategy that is aligned and supports the Company's business objectives and strategies.
- Effective processes are in place for evaluating, approving, and executing major business systems initiatives and IT capital expenditures.
- Management demonstrates due diligence, ownership, and effective management of IT risks including cyber security, and can demonstrate linkage to enterprise risk.
- Periodically reviews Management's assessment of the risks facing the company related to cyber security and management's efforts to monitor and mitigate those risks.
- Informs and advises the Board on IT related matters.

Membership and Subcommittees

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The Information Technology Committee shall consist of such number of members of the Board of Directors as shall be appointed by the Board from time to time, but in no event shall the Committee consist of fewer than three members. The Board of Directors shall designate the Chairperson of the committee. The Board of Directors may change the membership of the Committee at any time.

Unless otherwise prohibited by the Company's Certificate of Incorporation or Bylaws, the Committee may form and delegate authority to any subcommittee as it deems appropriate or advisable.

Functions, Powers and Responsibilities

IT Strategy, Business Systems and Infrastructure Programs

1. Review the overall IT strategy and priorities to ensure clear alignment with the Company's business strategies.
2. Review and ensure that Management has effective processes in place for evaluating, approving, and executing major Business/IT initiatives.
3. Review proposed Business Systems initiatives with investment levels requiring Board approval. Monitor progress of these initiatives through their lifecycle from business case development through benefits realization.
4. Make recommendations to the Board of Directors with respect to IT related projects and investments that require Board approval.

Cyber Security

5. Understand the Company's security framework and risk assessment model and how it links to the company's ERM. Reviews overall strategy and recommends approval of funding to the Audit Committee or Board of Directors, as may be appropriate.
6. Review management's assessment of the risks facing the company related to cyber security and management's efforts to monitor and mitigate those risks.
7. Ensure that formal capability assessments are periodically conducted by qualified third parties to identify capability gaps and that management establishes and executes action plans to close the gaps.
8. Ensure that a formal security awareness program is in place that includes a well-documented and regularly communicated set of information security policies.
9. Ensure that the Company's third party providers who support critical applications have cyber controls and policies in place and monitored that meet the Company's standards.

Internal Controls

10. In conjunction with the Audit Committee, review the Company's system of IT internal controls to ensure the effective operation of its business systems and infrastructure and the protection of customer and company data.
11. Ensure that management can evidence compliance with applicable industry and regulatory standards.
12. Ensure that Disaster Recovery plans and business process recovery procedures have been defined and that the ability to recover critical systems from an outage is tested annually.

Other

13. Annually review the Committee's own performance, and report the results of such review to the Board of Directors.
14. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.
15. Report regularly to the Board of directors on matters within the scope of the Committee, as well as any special issues that merit the attention of the Board.
16. Perform such other duties as are necessary or appropriate to ensure that the Company's IT programs effectively support the Company's business objectives and strategies, or as the Board of Directors may from time to time assign to it.

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