

CROCS, INC.

Corporate Responsibility and Sustainability Steering Committee Charter

Amended and Restated March 12, 2024¹

Purpose

The purpose of the Corporate Responsibility and Sustainability Steering Committee (the “Committee”) of the board of directors (the “Board”) of Crocs, Inc. (the “Company”) is to (i) carry out the responsibilities delegated by the Board regarding the review and oversight of the Company’s goals, policies, procedures and disclosures related to its company purpose “to create a more comfortable world for all” as well as sustainability and environmental, social, and governance matters and (ii) assist the Board in its oversight of the Corporate Responsibility and Sustainability (CRS) topics material to the Company, its employees, its communities, and the planet.

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 (“Nasdaq”) and shall have no relationship with the Company which, in the opinion of the Board, would interfere with the exercise of independent judgment.

It is recommended that members appointed to the Committee shall have or obtain the experience, skills, and knowledge regarding corporate responsibility and sustainability matters necessary to carry out the duties and responsibilities of the Committee described in this charter.

The Board shall designate one member of the Committee to serve as Chairperson 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) oversee and advise the Board on the Company’s significant strategies, investments, and commitments related to Corporate Responsibility and Sustainability, including environmental and social topics;
- (b) monitor progress against Corporate Responsibility and Sustainability goals material to the Company, including its Net Zero by 2040 public commitment and any ESG-related long-term compensation targets in coordination with the Compensation Committee;
- (c) oversee, evaluate the CRS risks, opportunities and key performance indicators material to the Company;
- (d) monitor voluntary and mandatory disclosures related to Corporate Responsibility and Sustainability, including the Company’s annual Comfort Report; monitoring significant changes in the Company’s ESGS related reporting frameworks, ratings, and rankings;

¹ Last Reviewed February 28, 2024

- (e) monitor compliance with legal and regulatory requirements such as those that may be or become required by the Securities and Exchange Commission and/or Nasdaq;
- (f) stay informed on Corporate Responsibility and Sustainability topics at an industry and global level, and advise the Board regarding material trends or issues;
- (g) monitor potential shareholder proposals as well as engagement efforts with stockholders and customers;
- (h) review this charter annually and make recommendations to the Board regarding any amendments the Committee determines are necessary;
- (i) review its own performance annually; and
- (j) undertake such other responsibilities as may be delegated by the Board to the Committee from time to time.

Outside Advisers and Search Firms

The Committee shall have the authority to retain such outside counsel, experts and other advisers 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 search firms, outside counsel.

Meetings

The Committee shall meet as often as it deems necessary or appropriate. The Committee shall report directly to the Board, and provide it with Corporate Responsibility and Sustainability updates every quarter. 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.