

**SUMMARY OF MINUTES**  
**Regular Meeting of the Board of Directors**  
**February 11, 2019**

A regular meeting of the Board of Directors of Recreational Equipment, Inc. (the “Co-op”) was held at REI Headquarters, Kent, Washington.

The meeting was called to order by the Chair, Steve Hooper at 10:00 a.m. Other Directors present in person were Beth Newlands Campbell, Chris Carr, Matt Compton, Karen Glover, John Hamlin, Mary Beth Laughton, Stephen Lockhart, Ted Philip, Bert Quintana, Jerry Stritzke and Tony Truesdale. Sharon Philpott attended the executive session by phone. Management representatives present in person for the general session were Eric Artz, Rick Bingle, Leslie Gerrard, Raquel Karls, Chris Putur, Ben Steele, Tim Spangler, Susan Viscon, Wilma Wallace, Kate Wendt and Tracie Winbigler. A consultant joined the working lunch session.

Mr. Hooper began the meeting in executive session at 10:00 a.m. Ms. Laughton recused herself from portions of the executive session.

Here is a summary of the subjects discussed and actions taken during the meeting:

Administrative:

The minutes of the regular board meeting held on November 5, 2018, and minutes of a Telephonic Special Meeting held on January 18, 2018 were approved unanimously, by motion.

President’s Report:

Mr. Stritzke reported on the state of the business and opened the discussion for questions. Ms. Viscon made a presentation to the Board of growth areas for gear and apparel.

Financial Report:

Tracie Winbigler provided the Co-op 2018 financial highlights. She shared financials based on channel, including impact of BOPUS, and related customer behaviors and metrics. She presented a resolution to approve the 2018 retirement and profit sharing distribution as presented, which was unanimously approved by motion.

Working Lunch Session:

Management and the Board engaged in a session, led by the consultant. All were present except Mr. Stritzke.

2019 Strategic Update:

Mr. Stritzke rejoined the meeting. Mr. Artz led an update on progress against the growth transformation strategies. Ms. Karls provided an update on the Co-op Way. Management shared a roll out of the 2019 priorities. Mr. Steele introduced a conversation about the Co-op growth agenda and Ms. Wendt introduced proposed topics for the May 2019 Board Retreat. She closed the conversation with a 5-year financial outlook.

Product Strategy:

Ms. Viscon presented on the Co-op product strategy. She shared insights on the Co-op’s market share on digital growth.

2019 Budget Final Review & Approval:

Ms. Winbigler led the conversation to review and seek approval of the 2019 budget. Thereafter, she provided highlights on the real estate strategies, including store investments. After discussion, the Board unanimously approved the 2019 budget by motion.

Committee Reports:

As in the normal course, the Nomination & Governance, Compensation and Audit & Finance Committee Chairs provided committee reports on matters discussed during those meetings.

At 4:00 p.m. the Board went into executive session. All management was excused except Ms. Wallace. Thereafter, Mr. Artz and Mr. Steele joined the executive session for a listening session. The executive session ended at 4:30 p.m., and the Board meeting was adjourned immediately thereafter.