

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
GOPRO, INC.**

(as adopted by the Board of Directors on January 29, 2014; Revised February 8, 2017)

PART 1: PURPOSE

This committee of the Board of Directors (the “**Board**”) of GoPro, Inc. (the “**Company**”) shall be known as the Compensation and Leadership Committee (the “**CLC**”). The purpose of the CLC shall be to aid the Board in meeting its responsibilities with regard to oversight and determination of executive compensation and leadership development.

The duties of the CLC shall encompass oversight of the Company’s compensation policies and plans, benefits programs, and overall compensation philosophy. In particular, these duties shall include (1) administering the Company’s equity compensation plans for its “**Executive Officers**,” as defined under Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and employees and the granting of equity awards pursuant to such plans, (2) evaluating, determining and approving on behalf of the Board, the compensation of all Executive Officers and other executives reporting to the CEO.

In addition to the specific powers and responsibilities delegated to the CLC in this Charter, the CLC shall also carry out and may exercise any other powers or responsibilities as may be delegated to it by the Board from time to time.

PART 2: COMPOSITION

1. Membership and Appointment.

The CLC shall consist of at least two members of the Board. Members of the CLC shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee if and when such a committee is designated, and may be removed, with or without cause, by the Board in its discretion.

2. Qualifications. Each member of the CLC must meet the following criteria:

- a. The independence requirements of the listing standards of the securities exchange on which the Company is listed.
- b. The “non-employee director” definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act.
- c. The “outside director” definition of Section 162(m) of the Internal Revenue Code of 1986 (“**IRC**”), as amended.
- d. Such qualifications as may be required by applicable law or the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) or the securities exchange on which the Company is listed;
- e. Be free from any relationship that, in the opinion of the Board, after considering all relevant factors, would interfere with the exercise of independent judgment as a Committee member; and
- f. Such other qualifications as may be established by the Board from time to time, but which include an analysis of (i) the source of the member’s compensation, including consulting advisory or other compensation fees from the Company, and (ii) any affiliate relationships between the member and the Company or any of its subsidiaries or their affiliates, including whether any affiliate relationship places the member under the direct or indirect control of the Company or its senior management or creates a direct relationship between the member and the senior management, in each case (i) and (ii), of a nature that would impair the member’s ability to make independent judgment about the Company executive compensation.

3. Chairperson. The Board may designate a chairperson of the CLC. In the absence of that designation, the CLC may designate a chairperson by majority vote of the CLC members.

PART 3: RESPONSIBILITIES

The following are the principal recurring responsibilities of the CLC:

1. Evaluate and Approve Compensation for Executive Officers and Other Executives Reporting to the CEO.
The CLC shall:

- a. Annually review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants, to assure that it promotes stockholder interests and supports the Company's strategic and tactical objectives, and that it provides for appropriate rewards and incentives for the Company's management and employees.
- b. Annually identify and approve corporate goals for CEO compensation, evaluate the CEO's performance in light of those goals, and determine and approve the CEO's compensation level based on this evaluation, including the approval of any employment agreements, separation agreements, and other compensatory arrangements with the CEO. When determining and approving the CEO's compensation, the CLC may consider the Company's performance and relative stockholder return, as well as the value of similar incentive awards to chief executive officers at comparable companies and given to the CEO in past years.
- c. Annually review, evaluate and approve compensation and benefits of all Executive Officers and other executives reporting to the CEO.
- d. Commission compensation surveys concerning levels of executive compensation payable in Company's industry and related industries (if the CLC determines the same to be necessary or advisable).
- e. Approve provisions of employment agreements, separation agreements, and other compensatory arrangements, including any accelerated vesting or other equity modifications, for Executive Officers and other executives reporting to the CEO.
- f. Approve grants of stock options and other equity incentive grants to Executive Officers, other executives reporting to the CEO and, unless otherwise restricted by a resolution adopted by the Board, to other officers and non-officer employees.
- g. Annually review, evaluate and approve guidelines and an overall budget for an authorized equity committee described in Part 4(5) below, if any, to make equity awards to non-Executive Officers.
- h. Evaluate, review and approve all loans made to Executive Officers and other executives reporting to the CEO (to ensure no prohibited loans are made to Executive Officers).
- i. Assess risks associated with Company's compensation policies and report to Board and Audit Committee whether policies create risks that have material adverse effect on Company.
- j. Determine any guidelines for equity holding requirements for executives and non-employee Directors and review compliance annually.
- k. Recommend to the Board all designations of Section 16 Executive Officers.
- l. Consider and, if determined to be appropriate, adopt a Company policy regarding recovery of incentive-based compensation that is based on financial information required to be reported under the Exchange Act (or other federal securities laws) following restatement of such financial information.

- m. Certify, in writing, the achievement of performance metrics and goals pursuant to the requirements of Section 162(m) of the IRC.
- n. Administer and, if deemed necessary, amend the Company's 401(k) plan and any deferred compensation plans (collectively, the "**Designated Plans**"), and, if desired, delegate the routine administration of the Designated Plans to an administrative committee consisting of employees of the Company named by the Committee.

2. Oversee Compensation Plans and Programs. The CLC shall:

- a. Adopt and amend executive and Company-wide bonus, compensation and incentive compensation plans, and equity incentive plans (subject to stockholder approval where necessary or advisable) and evaluate these plans to determine whether they encourage excessive risk-taking and assess mitigation strategies.
- b. Administer the Company's ESPP Plan.
- c. Recommend to the Board any increases (or decreases) in the size of the Company's stock option and RSU pools.
- d. Directly oversee the appointment, compensation, and activities of any compensation advisor and assess the independence and performance of any compensation consultant, legal counsel, or compensation advisor, as set forth under Part 4(3) below.
- e. Consider the results of the most recent stockholder advisory vote on executive compensation, if any.
- f. Review and recommend to the Board for approval of the frequency with which the Company will conduct say on pay votes and review and approve the proposals regarding the say on pay vote to be included in the Proxy Statement.

3. Compliance and Governance Issues. The CLC shall:

- a. Annually review with management the Compensation Discussion and Analysis and other disclosures to the extent required for the Proxy Statement and other filings with the SEC, and determine whether they shall be included in the Proxy Statement or other filings.
- b. Annually prepare the Compensation Committee report required for inclusion in the Proxy Statement and Form 10K.

4. Advice to Management. The CLC shall:

- a. Provide advice to management on:
 - i. Guidelines for key employee compensation as well as the Company's philosophy regarding incentive programs of all kinds, employee compensation and benefit plans generally
 - ii. Leadership development efforts
- b. Ensure that a CEO-led review of the succession plan for all Executive Officers is conducted and reviewed at least annually

PART 4: MEETINGS AND PROCEDURES

The following sets forth certain policies and procedures for the conduct of the CLC. Notwithstanding the policies and procedures set forth below, in carrying out its responsibilities, the Board and the CLC believe such policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Meetings.

- a. The CLC will set its own schedule of meetings and will meet at least 2 times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. Meetings may be held via telephonic or video conference. The chairperson of the CLC shall preside at each meeting. The chairperson will approve the agenda for the CLC's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the CLC members present. The CLC may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws and applicable law.
- b. The CLC shall keep written minutes of its proceedings, taken by the Company's General Counsel and Corporate Secretary where available, which minutes shall be circulated in draft form to all members of the CLC to ensure an accurate final record and shall be approved by the members of the CLC prior to the filing of such minutes with the minutes of the proceedings of the meeting of the CLC. Minutes that have been approved by the CLC shall also be distributed periodically to the Board and filed with the minutes of the proceedings of the Board.
- c. The CLC may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The CLC may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the CLC and any Executive Officer (including the CEO) while the CLC is evaluating and approving his or her compensation.

2. Reporting to the Board of Directors.

Reports of meetings of the CLC will be made to the Board at the next regularly scheduled meeting of the Board following a meeting of the CLC, accompanied by any recommendations to the Board.

3. Authority to Retain Advisors.

- a. The CLC shall, to the extent it deems necessary or appropriate, select and retain any compensation consultant, legal counsel or other advisors to assist with the execution and discharge of the duties and responsibilities that have been delegated to it in this charter and by the Board and approve terms of all arrangements with such advisors.
- b. Any compensation consultant or legal advisor selected and retained by the CLC must be independent of the Company to the extent required by the applicable rules and regulations of the SEC or the exchange on which the Company's securities are listed, if any. In addition to any factors deemed relevant by the CLC, independence factors to consider include (i) the advisor's provision of other services to the Company, (ii) the amount of fees received by the advisor from the Company, as percentage of that advisor's total revenue, (iii) the conflict of interest policies and procedures of the advisor's employer, (iv) any relationship of the advisor with any member of the CLC, (v) any stock in the Company that is owned by the advisor, and (vi) any business or personal relationship of the advisor with an executive officer of the Company. The CLC shall conduct an independence assessment with respect to any compensation consultant, legal counsel, or other advisor that provides advice to the CLC, other than (i) in-house legal counsel and (ii) any compensation consultant, legal counsel, or other advisor whose role is limited to (A) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (B) providing

information that either is not customized for a particular company or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide. So long as the CLC has performed the independence assessment described in this paragraph, it may engage and receive advice from any advisor that it elects, even from one that is not independent.

- c. The CLC shall annually review arrangements with CLC's consultants and advisors, including a performance assessment.
 - d. The Company will provide appropriate funding, as determined by the CLC, for reasonable payment to any such compensation consultant or any other outside advisors hired by the CLC and any administrative expenses of the CLC that the CLC determines are necessary or appropriate in carrying out its activities.
 - e. The CLC shall not be required to implement or act consistently with the advice or recommendations of a compensation consultant, legal counsel, or other advisor to the CLC. Irrespective of the retention of compensation and other consultants, legal counsel, accountants, experts and advisors to assist the CLC, the CLC shall exercise its own judgment in fulfillment of its functions.
4. Access to Records. The CLC shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants or advisors to, the CLC.
 5. Subcommittees; Equity Committee. The CLC may form subcommittees consisting solely of members of the CLC for any purpose that the CLC deems necessary or appropriate and may delegate to such subcommittees any or all of the CLC's power and authority to the extent the CLC deems necessary or appropriate. In addition, to the extent the Board establishes an equity committee to grant for equity awards to non-Executive Officer employees, the CLC will establish guidelines from time to time to govern the granting activity of such equity committee.
 6. CLC Performance and Charter Review. The CLC shall review its own performance annually. The CLC shall also review and reassess the adequacy of this charter annually and shall submit any recommended changes to this charter to the Board for approval.
 7. Publication. The Company shall publish this charter on its website.

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