

**CHARTER FOR THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
LOGITECH INTERNATIONAL S.A.**

(as amended December 8, 2016)

**PURPOSE**

The purpose of the Compensation Committee established pursuant to the Company's Articles of Incorporation and this Charter is to review and approve, or make recommendations to the Board of Directors (the "**Board**") and the general meeting of shareholders for approval, all forms of compensation to be provided to the Company's Executive Chairman (if any), the Chief Executive Officer and other members of the Group Management Team (together, the Company's "**Executive Officers**") and to the members of the Board of Logitech International S.A. and its subsidiaries (the "**Company**").

The Compensation Committee also has the authority to undertake such specific duties as the Board from time to time prescribes with respect to the matters relating to the compensation of other employees.

**MEMBERSHIP**

The Compensation Committee shall consist of at least two (2) members of the Board. The members of the Compensation Committee shall meet (i) the independence requirements of the listing standards of the NASDAQ Stock Market ("**NASDAQ**"), (ii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "**Code**"), and (iii) the definition of a "non-employee director" for purposes of Rule 16b-3 promulgated by the Securities and Exchange Commission (the "**SEC**") under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). Each member of the Compensation Committee shall also be independent in accordance with the provisions of Rule 10C-1(b)(1) of the Exchange Act.

The members of the Compensation Committee shall be elected individually and annually by the shareholders at the Company's annual general meeting. If any of the members cease to serve on the Compensation Committee between annual general meetings, a replacement may be appointed by the Board to serve until the next annual general meeting. One of the members of the Compensation Committee shall be designated by the Board as the Chair of the Compensation Committee.

Any action duly taken by the Compensation Committee shall be valid and effective, whether or not it is later determined that the members of the Compensation Committee at the time of such action, although elected by the shareholders, did not satisfy the other requirements for membership provided herein.

## COMMITTEE ADVISORS

The Compensation Committee shall have the authority, in its sole discretion, to retain and terminate compensation consultants, independent legal counsel (including the Company's regular legal counsel), accounting, actuarial or other advisors ("**Advisors**") to assist with the execution of its duties and responsibilities. Such Advisors should be selected following the Compensation Committee's consideration of independence factors specified by NASDAQ (the "**Independence Factors**"). Specifically, these Independence Factors are:

1. The provision of other services to the Company by the entity employing the Advisor.
2. The amount of fees received from the Company by the entity that employs the Advisor as a percentage of the total revenue.
3. The policies and procedures of the entity that employs the Advisor that are designed to prevent conflicts of interest.
4. Any business or personal relationship of the Advisor with a Compensation Committee member.
5. Any stock of the Company owned by the Advisor.
6. Any business or personal relationship of the Advisor with an Executive Officer or a member of the Board of the Company.
7. Any other factors that would be relevant in determining the Advisor's independence from management.

The Company shall be responsible for paying reasonable compensation, as determined by the Compensation Committee in its sole discretion, for such Advisors. The Compensation Committee shall have the authority to approve such Advisors' compensation and other retention terms and to oversee their work. The Compensation Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company, but only following consideration of the Independence Factors.

The Compensation Committee shall not be required to consider the Independence Factors prior to obtaining advice from in-house counsel of the Company. The Compensation Committee shall also not be required to consider the Independence Factors prior to obtaining an Advisor's counsel on (i) any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or members of the Board of the Company and that is generally available to all salaried employees, or (ii) any information that is not customized for the Company or that is customized based on parameters not developed by the Advisor or the Company, and about which the Advisor does not provide advice. The advisors exempted from Independence Factor consideration under this paragraph are referred to herein as the "**Exempt Advisors.**"

## **COMMITTEE RESPONSIBILITIES AND AUTHORITY**

Subject to applicable law, the regulations of the SEC and relevant securities exchanges, the Company's Articles of Incorporation, the Board's responsibility to convene the general meeting of shareholders and the annual approval of the Company's shareholders of aggregate compensation to members of the Board and Group Management Team:

- The Compensation Committee shall have oversight over the Company's compensation plans applicable to the Executive Officers and to members of the Board of the Company, and shall make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans where appropriate.
- The Compensation Committee shall review and recommend to the Board all compensation programs and other remuneration provided to non-employee members of the Board, including all forms of cash compensation and equity compensation.
- The Compensation Committee shall interpret, implement, administer, review and approve all aspects of remuneration to the Company's Executive Officers, including their participation in incentive compensation plans and equity-based compensation plans.
- The Compensation Committee shall review corporate goals and objectives relevant to compensation of each of the Company's Executive Officers and evaluate the Executive Officers' performance and compensation in light of those goals and objectives.
- Based on such review and evaluation, the Compensation Committee shall annually review and approve: (a) the annual base salary, (b) the annual or other period incentive bonus, including the specific goals and target amount, (c) equity compensation, and (d) any other benefits, perquisites, compensation or arrangements for the Company's Executive Officers. The Compensation Committee may, but is not required to, submit such compensation or arrangements to the independent members of the Board for ratification. In determining the long-term incentive component of compensation for the Company's Executive Officers and other employees, the Compensation Committee may consider any factors that it deems appropriate in connection with its review, including but not limited to the Company's performance and relative shareholder returns, the value of similar incentive awards at comparable companies and the awards given to such officers in past years.
- The Compensation Committee shall have the authority, without further Board approval, to review and approve employment agreements and arrangements for the Company's Executive Officers. The Compensation Committee may, but is not required to, submit such agreements and arrangements to the independent members of the Board for ratification or approval.

- The Compensation Committee shall review the performance of the Company's Executive Officers.
- The Compensation Committee shall administer all stock ownership, stock option and other equity-based compensation plans of the Company and all related policies and programs. The Compensation Committee shall review, approve and recommend to the Board and the Company's shareholders for their approval (to the extent such approval is required by applicable law, regulation or relevant securities exchange rule) any new, or any amendment or change to any, stock ownership, stock option and other equity-based compensation plans of the Company.
- The Compensation Committee shall have the authority to review and approve participation in equity-based compensation plans and to approve equity grants to employees and other service providers of the Company (including Executive Officers), within guidelines established by the Board, if any, and within the terms of the Company's equity plans.
- The Compensation Committee shall establish and review policies concerning perquisite benefits for the Company's Executive Officers.
- The Compensation Committee shall establish any stock ownership guidelines for Executive Officers and members of the Board of the Company and periodically review compliance with such guidelines.
- The Compensation Committee shall determine the Company's policy regarding compensation paid to the Company's covered employees in excess of applicable deduction limits under Section 162(m) of the Code.
- The Compensation Committee shall determine the Company's policy with respect to change of control or "parachute" payments to employees other than members of the Board or Group Management Team.
- Each year prior to the annual general meeting of the Company, the Compensation Committee shall recommend to the Board the maximum aggregate amount of compensation for the Board and for the Group Management Team that shall be submitted for approval to the annual general meeting of shareholders.
- At least once every 6 years, the Compensation Committee shall recommend to the Board for inclusion in the annual proxy statement a shareholder proposal regarding the frequency of shareholder advisory votes to approve executive compensation (a "**Say When on Pay**" shareholder advisory vote).
- The Compensation Committee shall review (and discuss with Company management, as appropriate) the Compensation Discussion and Analysis, Remuneration Report and related executive compensation information required in the Company's annual report or proxy statement and determine whether to recommend to the Board that the Compensation Discussion and Analysis, Remuneration Report and related executive compensation information be included in the Company's annual report or proxy statement for the annual general meeting of shareholders.

- The Compensation Committee shall assess the Company's most recent advisory vote on executive compensation and any binding votes on compensation for the Executive Officers and for members of the Board of the Company.
- The Compensation Committee shall, at least annually:
  - Review the Company's overall compensation philosophy and evaluate the results of such policy to ensure that the compensation payable to the Company's Executive Officers and members of the Board provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, and is justified by the returns available to shareholders.
  - Assess potential material risk to the Company from its compensation programs and policies, including incentive and commission plans at all levels, determine whether the Company's incentive compensation arrangements encourage excessive risk-taking, review and discuss the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.
  - Review and re-examine this Charter and make recommendations to the Board for any proposed changes.
  - Except with respect to Exempt Advisors, review the independence of Advisors, including compensation consultants and the Company's regular outside counsel, in accordance with the Independence Factors.
- The Compensation Committee shall provide, over the names of the members of the Compensation Committee, the required Compensation Committee report for the Company's annual report or proxy statement for the annual general meeting of shareholders.
- The Compensation Committee periodically shall review its own performance.
- The Compensation Committee shall instruct the Company to have this Charter posted on the Company's website and/or published in accordance with applicable SEC regulations.
- The Compensation Committee shall make regular reports to the Board.

The Compensation Committee shall have the authority to confer with Company management and other employees to the extent it deems necessary or appropriate to fulfill its responsibilities. The Compensation Committee is authorized to conduct or initiate inquiries or investigations into any matters within the Compensation Committee's scope of responsibilities and shall have full access to the books, records, facilities and personnel of the Company.

The Compensation Committee may form subcommittees and may delegate its authority to subcommittees, one or more of its members or members of Company management as the Compensation Committee may deem appropriate, except to the extent such delegation would violate an applicable law, an SEC, NASDAQ or SIX Swiss Exchange rule, or a regulation or rule of any exchange on which the Company's securities are then listed.

## **MEETINGS & MINUTES**

The Compensation Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Compensation Committee may invite to any of its meetings other directors, members of Company management and such other persons as it deems appropriate in order to carry out its responsibilities.

None of the Executive Officers may be present during any voting or deliberations concerning his or her compensation.

The Compensation Committee takes its resolutions by the approval of the absolute majority of the members who are present. In the event of a tie, the Chair of the Compensation Committee has the deciding vote.

The Compensation Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

## **COMPENSATION**

Subject to applicable law, the Company's Articles of Incorporation and the annual approval of the Company's shareholders of aggregate compensation to members of the Board, members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board.

Members of the Compensation Committee may not receive any compensation except for (i) the compensation that they receive for service as a member of the Board or the board of directors of a subsidiary of the Company, including in either case for service as a member of a committee of such board, and (ii) as permitted under applicable laws and the rules and regulations of the SEC, NASDAQ and the SIX Swiss Exchange.