

GUIDELINES FOR EVALUATING DIRECTOR CANDIDATES

The Nominating and Governance Committee (the "Committee") will observe the following guidelines and procedures in identifying and evaluating candidates for election to Board of Directors (the "Board") of lululemon athletica inc. (the "Company").

A. Minimum Requirements for Directors

At a minimum, each director will be expected to:

- a. understand the Company's business and the industry in general;
- b. regularly attend meetings of the Board and of any committees on which the director serves;
- c. review in a timely fashion and understand materials circulated to the Board regarding the Company or the industry;
- d. participate in meetings and decision making processes in an objective and constructive manner; and
- e. be reasonably available, upon request, to advise the Company's officers and management.

B. Criteria for Membership on the Board and Board Diversity

Nominees for director will be selected on the basis of their integrity, experience, achievements, judgment, intelligence, personal character, and capacity to make independent analytical inquiries, ability and willingness to devote adequate time to Board duties, and likelihood that he or she will be able to serve on the Board for a sustained period.

The Committee values the benefits that diversity brings to the Board. Diversity on the Board promotes the inclusion of different perspectives and ideas and ensures that the Company has the opportunity to leverage all available talent. The Committee believes fostering a diverse Board makes prudent business sense and makes for better corporate governance and will seek to maintain a Board comprised of talented and dedicated directors with a diverse mix of expertise, experience, skills and backgrounds that reflect the diverse nature of the business environment. For purposes of Board composition, diversity includes, but is not limited to, business experience, geography, age, gender identity, race and ethnicity. The Committee is committed to a merit based system for Board composition which solicits multiple perspectives and views.

C. Policy on New Candidates for Director

1. The Committee will identify and evaluate new candidates for election to the Board as needed and as appropriate, including for the purpose of filling vacancies arising by reason of the resignation, retirement, removal, death or disability of an incumbent director or a decision of the directors to expand the size of the Board.
2. The Committee may solicit recommendations for nominees from persons that the Committee believes are likely to be familiar with qualified candidates. These persons may include members of the Board, including members of the Committee, and management of the Company. The Committee may also determine to engage a professional search firm to assist in identifying qualified candidates; where such a search firm is engaged, the Committee shall set its fees and scope of engagement. Candidates proposed by stockholders in accordance with the procedures set forth in Section D below will be considered by the Committee under criteria similar to the evaluation of other candidates, except that the Committee may consider, as one of the factors in its evaluation of stockholder-recommended nominees, the size and duration of the interest of the recommending stockholder or stockholder group in the equity of the Company. The Committee may also consider the extent to which the recommending stockholder intends to continue holding

its interest in the Company, including, in the case of nominees recommended for election at an annual meeting of stockholders, whether the recommending stockholder intends to continue holding its interest at least through the time of such annual meeting.

3. As to each recommended candidate that the Committee believes merits consideration, the Committee will:

a. cause to be assembled information concerning the background and qualifications of the candidate, including information concerning the candidate required to be disclosed in the Company's proxy statement under the rules of the SEC and any relationship between the candidate and the person or persons recommending the candidate;

b. determine if the candidate satisfies the minimum qualifications required by the Committee of candidates for election as director;

c. determine if the candidate holds any position that would result in a violation of legal requirements, such as anti-trust prohibitions on interlocking relationships between competitors;

d. consider the current composition and capabilities of serving Board members, as well as additional capabilities considered necessary or desirable in light of existing Company needs and then assess the contribution that the candidate can be expected to make to the overall functioning of the Board; and

e. consider the extent to which the membership of the candidate on the Board will promote a diversity of perspectives, backgrounds, experiences among the directors, including expertise and experience in a diversity of substantive matters pertaining to the Company's business.

4. It is appropriate for the Committee, in its discretion, to solicit the views of the Chief Executive Officer, other members of the Company's senior management and other members of the Board regarding the qualifications and suitability of candidates to be nominated as directors.

5. In its discretion, the Committee may designate one or more of its members (or the entire Committee) to interview any proposed candidate. Unless well known to one or more members of the Committee, normally at least one member of the Committee will interview a prospective candidate who is identified as having high potential to satisfy the expectations, requirements, qualities and capabilities for Board membership. The Committee may elect to contact other sources, including persons serving on another board with the candidate, as they deem appropriate to develop a well-rounded view of the candidate. Reports from those interviews or from Committee members with personal knowledge and experience with a candidate, resumes, information provided by other contacts and any other information deemed relevant by the Committee will be considered in determining whether a candidate – or which of several potential candidates – should be nominated.

6. Based on all available information and relevant considerations, the Committee will select a candidate who, in the view of the Committee, is most suited for membership on the Board.

D. Policy for Stockholder Recommendations for Nomination of Directors

1. The Committee will accept for consideration submissions from stockholders of recommendations for the nomination of directors. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate.

2. All stockholder nominating recommendations must be in writing, addressed to the Committee care of the Company's Corporate Secretary at the Company's principal headquarters, 1818 Cornwall Avenue, Vancouver, British Columbia, V6J 1C7. Submissions must be made by mail, courier or personal delivery. Submissions by e-mail will not be considered.

3. A nominating recommendation must be accompanied by the information described from time to time in the Company's Bylaws, which includes the following information concerning each recommending stockholder:

- a. The name and address, including telephone number, of the recommending stockholder;
 - b. The number of the Company's shares owned by the recommending stockholder and the time period for which such shares have been held;
 - c. If the recommending stockholder is not a stockholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the stockholder and a statement from the recommending stockholder of the length of time that the shares have been held. (Alternatively, the stockholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission reflecting the holdings of the stockholder, together with a statement of the length of time that the shares have been held); and
 - d. A statement from the stockholder as to whether the stockholder has a good faith intention to continue to hold the reported shares through the date of the Company's next annual meeting of stockholders.
4. If a recommendation is submitted by a group of two or more stockholders, the information regarding recommending stockholders must be submitted with respect to each stockholder in the group.
5. A nominating recommendation must be accompanied by the following information concerning the proposed nominee:
- a. the information required by Item 401 of SEC Regulation S-K (providing for disclosure of the name, address, any arrangements or understandings regarding nomination and five year business experience of the proposed nominee, as well as information regarding certain types of legal proceedings within the past ten years involving the nominee);
 - b. the information required by Item 403 of SEC Regulation S-K (providing for disclosure regarding the proposed nominee's ownership of securities of the Company);
 - c. the information required by Item 404 of SEC Regulation S-K (providing for disclosure of transactions between the Company and the proposed nominee valued in excess of \$120,000 and certain other types of business relationships with the Company);
 - d. a description of all relationships between the proposed nominee and the recommending stockholder and any agreements or understandings between the recommending stockholder and the nominee regarding the nomination; and
 - e. a description of all relationships between the proposed nominee and any of the Company's competitors, customers, suppliers, labor unions or other persons with special interests regarding the Company.
6. The recommending stockholder must furnish a statement supporting its view that the proposed nominee possesses the minimum qualifications prescribed by the Committee for nominees, and briefly describing the contributions that the nominee would be expected to make to the Board and to the governance of the Company.
7. The recommending stockholder must state whether, in the stockholder's view, the nominee, if elected, would represent all stockholders and not serve for the purpose of advancing or favoring any particular stockholder or other constituency of the Company.
8. The nominating recommendation must be accompanied by the consent of the proposed nominee to be interviewed by the Committee, if the Committee chooses to do so in its discretion (and the recommending stockholder must furnish the proposed nominee's contact information for this purpose), and, if nominated and elected, to serve as a director of the Company.
9. A stockholder (or group of stockholders) wishing to submit a nominating recommendation for an annual meeting of stockholders must ensure that it is received by the Secretary of the Company, as provided above, within the time period set forth in the Company's Bylaws.

E. Record-Keeping

The Committee shall maintain appropriate records regarding its process of identifying and evaluating candidates for election to the Board.