

URBAN OUTFITTERS, INC.
LEAD DIRECTOR
CHARTER

Purpose

If the offices of Chairman of the Board and Chief Executive Officer are held by the same person, the Board of Directors (the “Board”) of Urban Outfitters, Inc. (the “Company”) shall annually elect by a majority vote an independent director to serve in a lead capacity (the “Lead Director”). The Lead Director shall coordinate the activities of the other independent Directors, provide input in the preparation of Board agendas and perform such other duties as the Board may determine.

Duties and Responsibilities

The specific powers and responsibilities of the Lead Director are as follows:

1. Preside at all meetings of the Board at which the Chairman is not present, including any executive sessions of the independent Directors.
2. Call meetings of the independent Directors.
3. Serve as the principal liaison between the Chairman of the Board and the independent Directors.
4. Review and approve meeting agendas for the Board.
5. Approve the frequency of Board meetings and meeting schedules, seeking to assure there is sufficient time for discussion of all agenda items.
6. Be available, when appropriate and when the Chairman is not available, for consultation and direct communication with shareholders of the Company.
7. On an annual basis, the Lead Director, in consultation with the independent Directors, shall review this Charter and recommend to the Board for approval any modifications or changes.

Appointment and Organization

Although elected annually, the Lead Director is generally expected to serve for more than one year. The Lead Director may be removed or replaced at any time with or without cause by a majority vote of the Board. For purposes of this Charter, “independent” means meeting the requirements for independent directors under NASDAQ Stock Market Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.