

ABERCROMBIE & FITCH CO. NOMINATING AND BOARD GOVERNANCE COMMITTEE CHARTER

This Charter of the Nominating and Board Governance Committee of the Board of Directors (the “Charter”) has been adopted by the Board of Directors (the “Board”) of Abercrombie & Fitch Co. (the “Company”) in order to define the composition, purpose, responsibilities and authority of the Nominating and Board Governance Committee (the “Nominating Committee”) of the Board.

PURPOSE

The purpose of the Nominating Committee is to provide oversight on the broad range of governance issues surrounding the composition and operation of the Board, including identifying individuals qualified to become Board members, recommending to the Board director nominees for the next annual meeting of stockholders or for appointment to fill any vacancy that is anticipated or has arisen on the Board, and developing and recommending to the Board a set of corporate governance principles applicable to the Company.

The Nominating Committee also has responsibility for making recommendations to the Board and the Chairperson of the Board in the area of committee membership selection, including committee chairs, and overseeing the evaluation of the Board.

The Nominating Committee has the authority to undertake the specific duties and responsibilities set forth below and will have the authority to undertake such other duties and responsibilities as the Board may from time to time prescribe.

COMMITTEE MEMBERSHIP

The Nominating Committee shall consist of at least three members of the Board, each of whom shall (1) qualify as an “independent director” as that term is defined in the listing standards of the New York Stock Exchange (“NYSE”) and (2) satisfy any other standards of independence that may from time to time be in effect and applicable to the members of the Nominating Committee.

The members of the Nominating Committee shall be appointed annually by the Board. To the extent deemed appropriate by the Nominating Committee, the Nominating Committee may recommend successor members of the Nominating Committee to the Board. The members of the Nominating Committee shall serve at the discretion of the Board. The Board may fill any vacancies on the Nominating Committee and may remove a Nominating Committee member from membership on the Nominating Committee at any time, with or without cause.

The chairperson of the Nominating Committee (the “Chair”) shall be designated by the Board (after receiving any recommendation of the Nominating Committee), provided that if the Board does not so designate a Chair, the members of the Committee, by majority vote, may designate a Chair.

DUTIES AND RESPONSIBILITIES

In furtherance of its purpose, the Nominating Committee shall have the following specific duties and responsibilities:

1. Establishing and articulating the qualifications, desired background and selection criteria for members of the Board and evaluating the qualifications of individuals being considered as director candidates. The Nominating Committee may consider any factors it deems appropriate, including (i) the nominee's independence, judgment, strength of character, ethics and integrity; (ii) the nominee's business or other relevant experience and skills and knowledge useful to the oversight of the Company's business; (iii) the Company's strong commitment to diversity and inclusion at all levels of the Company; and (iv) such other factors as the members of the Nominating Committee conclude are appropriate in light of the needs of the Board and the desirability of the candidate's membership on the Board and any committees of the Board.
2. Developing a policy with regard to the consideration of candidates for election or appointment to the Board recommended by stockholders of the Company and procedures to be followed by stockholders in submitting such recommendations.
3. Making recommendations to the Board concerning all nominees for Board membership, including the re-election of existing Board members and the filling of any vacancies.
4. Reviewing, evaluating and making recommendations to the Board concerning all nominees submitted through stockholder proposals, any other stockholder proposals and Company responses to stockholder proposals; provided, however, that the Nominating Committee shall consult with the Environmental, Social, and Governance Committee on any stockholder proposals relating to social responsibility issues.
5. Overseeing the Company's engagement with stockholders and other interested parties concerning governance and other related matters.
6. Evaluating and making recommendations to the Board concerning the number and responsibilities of Board committees, and Board committee assignments.
7. Reviewing the duties and composition of committees of the Board, including (i) the criteria for composition of the Audit Committee of the Board under the listing standards of NYSE and under Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); (ii) the criteria for composition of the Compensation and Human Capital Committee of the Board under the listing standards of NYSE, under Section 162(m) of the Internal Revenue Code of 1986, as amended, under Rule 10C-1 under the Exchange Act and under Rule 16b-3 under the Exchange Act; and (iii) the criteria for composition of the Nominating Committee under the listing standards of NYSE; and identifying and recommending to the Board directors qualified to become members of each Board committee, taking into account such NYSE listing standards and other regulatory criteria (if applicable) as well as such other factors as the Nominating Committee deems appropriate.
8. Evaluating, reviewing with management of the Company, and making recommendations to the Board regarding the overall effectiveness of the organization of the Board, the conduct of its business and the relationship between the Board and management of the Company.

9. Maintaining policies regarding the review and approval or ratification of related person transactions and reviewing and, if the Nominating Committee deems the same to be appropriate, approving or ratifying related person transactions in accordance with such policies as well as applicable law and listing standards adopted by NYSE or rules adopted by the Securities and Exchange Commission.
10. Reviewing and reporting to the Board on conflict of interest matters involving directors, as necessary, and if a conflict or a perceived conflict exists, undertaking appropriate responsive measures.
11. Identifying and bringing to the attention of the Board and management of the Company current and emerging corporate governance trends, issues and best practices that may affect the operations, performance, or reputation of the Company.
12. Reviewing and making recommendations to the Board regarding orientation for new directors and continuing education for all directors so that directors may maintain or enhance their skills and abilities as directors and to ensure that their knowledge and understanding of the Company's business remains current.
13. Developing, recommending to the Board for approval, and periodically reviewing a set of written corporate governance principles applicable to the Company in accordance with NYSE listing standards.
14. Reviewing letters of resignation submitted by directors and making recommendations to the Board regarding the appropriate action to be taken.
15. Periodically reviewing director stock ownership, monitoring ongoing compliance with any stock ownership guidelines applicable to directors, and making recommendations to the Board regarding revisions to any such guidelines as appropriate.
16. Annually reviewing and reassessing the adequacy of this Charter and consulting with the members of the other committees of the Board in connection with the review and reassessment of their respective charters.
17. Appraising the framework for assessment of Board performance and the Board self-evaluation discussion and making recommendations to the Board relating to such assessment.
18. Conducting an annual performance evaluation of the Nominating Committee and reporting evaluation results to the Board.
19. Conducting an annual performance evaluation of the Chairperson of the Board and reporting evaluation results to the Board.
20. Reviewing and approving the use of Company funds or property by any associate or officer, including the Chief Executive Officer, in support of any political party, organization or committee, or any candidate for public office, as permitted by law.

21. Reviewing and approving any requests from an officer to serve on the board of a public company or to serve on a board of a company at which a director of the Company serves as an officer.
22. Reviewing and approving any requests from any associate, officer, director, or other employee of the Company, to provide managerial or consulting services or serve on the board of directors (or similar body) of any entity that competes or has business relations with the Company, with such approval to be reported to the Board.
23. Developing, recommending to the Board for approval, and periodically reviewing, policies applicable to securities trading (also known as insider trading policies).

The foregoing duties and responsibilities shall be common, recurring activities of the Nominating Committee in carrying out its purpose. The Nominating Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Nominating Committee shall also carry out any other duties and responsibilities delegated to it by the Board from time to time that are related to the purpose of the Nominating Committee.

MEETINGS

The Nominating Committee will meet at least four times a year. The Chair of the Nominating Committee may call meetings during the year through the Corporate Secretary of the Company (the "Corporate Secretary"), as the Chair deems necessary. The Nominating Committee may have in attendance as its meetings such members of management of the Company and other individuals or consultants as the Nominating Committee deems necessary or desirable to provide the information the Nominating Committee needs to carry out its duties and responsibilities. A majority of the members of the Nominating Committee shall constitute a quorum for the transaction of business.

The Nominating Committee shall keep written minutes of its meetings through the Corporate Secretary. The Nominating Committee shall regularly provide the Board with a report of the Nominating Committee's activities and proceedings.

COMMITTEE RESOURCES

The Nominating Committee has the authority to form, and delegate authority in accordance with applicable laws, rules, and regulations to, a subcommittee consisting of one or more Nominating Committee members, when appropriate. The decisions made pursuant to such delegated authority shall be reported to the Nominating Committee at its next scheduled meeting.

The Nominating Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any search firm to be used to identify director candidates; outside counsel, whether the Company's general outside counsel or special outside counsel; and such other experts or consultants as the Nominating Committee deems appropriate, without seeking additional approval of the Board or management of the Company. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Nominating Committee.

GENERAL

In performing their duties and responsibilities, Nominating Committee members are entitled to rely in good faith on information, opinions, reports, or statements prepared or presented by:

- One or more officers or employees of the Company whom the Nominating Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- Counsel, consultants or other persons as to matters which the Nominating Committee members reasonably believe to be within the professional or expert competence of such persons; and
- Another committee of the Board as to matters within such other committee's delegated authority, which committee the Nominating Committee members reasonably believe to merit confidence.

Approved August 18, 2021.
