

ABERCROMBIE & FITCH CO.
AUDIT AND FINANCE COMMITTEE CHARTER

This Charter of the Audit and Finance 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 Audit and Finance Committee (the “Audit Committee”) of the Board.

PURPOSE

The Audit Committee is responsible for assisting the Board in the oversight of: (1) the integrity of the Company’s financial statements; (2) the compliance by the Company and its subsidiaries with legal and regulatory requirements; (3) the independent auditors’ qualifications and independence; (4) the performance of the Company’s internal audit function and independent auditors; (5) the Company’s systems of disclosure controls and procedures and internal control over financial reporting; (6) compliance with the Company’s Code of Business Conduct and Ethics; (7) enterprise risk issues and enterprise risk management policies, guidelines and programs; (8) the annual independent audit of the Company’s financial statements; and (9) the review of the financial plans and policies of the Company. The Audit Committee also prepares the audit committee report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement and recommends to the Board whether the Company’s financial statements should be included in the quarterly and annual reports filed with the SEC.

COMMITTEE MEMBERSHIP

The Audit Committee shall consist of at least three members of the Board. The members of the Audit Committee shall be recommended annually by the Nominating and Board Governance Committee of the Board (the “Nominating Committee”) and appointed by the Board. The Board, upon recommendation of the Nominating Committee, may fill any vacancies in the Audit Committee and may remove an Audit Committee member from membership on the Audit Committee at any time, with or without cause.

Each Audit Committee member shall:

- qualify as “independent” under the listing standards of the New York Stock Exchange (“NYSE”) and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 (the “Exchange Act”);
- be free from any relationship prohibited by applicable laws, rules, or regulations or that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee; and
- be financially literate, as determined by the Board. At least one member of the Audit Committee shall be an “audit committee financial expert” as defined in the applicable rules and regulations of the SEC.

No member of the Audit Committee shall simultaneously serve on the audit committee of more than two public companies other than the Company, unless a waiver of this requirement is affirmatively granted by the Board, based upon the Board’s affirmative determination that the Audit Committee member’s simultaneous service on more than three public company audit

committees (including that of Abercrombie & Fitch Co.) would not impair the ability of such member to effectively serve on the Company's Audit Committee.

The chairperson of the Audit 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 Audit Committee, by majority vote, may designate a Chair.

DUTIES & RESPONSIBILITIES

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

Financial Reporting / Internal Control over Financial Reporting

1. Reviewing and discussing with the independent auditors, annually, the overall scope of the annual audit plan, including, as appropriate, the adequacy of staffing, the services to be provided and the audit procedures to be used.
2. Reviewing and discussing with management of the Company and the independent auditors the Company's financial statements and the disclosures to be made under "management's discussion and analysis of financial condition and results of operations" prior to the filing of each Quarterly Report on Form 10-Q of the Company and each Annual Report on Form 10-K of the Company (or the distribution of the annual report to stockholders if distributed prior to the filing of the Annual Report on Form 10-K). Recommending to the Board whether the Company's audited financial statements should be included in the Annual Report on Form 10-K of the Company and discussing any other matters required to be communicated to the Audit Committee by the independent auditors under Public Company Accounting Oversight Board (the "PCAOB") standards.
3. Reviewing and approving the Company's earnings press releases, and reviewing and discussing with management of the Company, in general, earnings guidance and other significant financial information that the Company provides to any analysts, credit rating agency, governmental authority or the public as the Company deems appropriate.
4. Reviewing with management of the Company, the independent auditors and the head of the Internal Audit Department (the "Chief Audit Executive") major issues regarding accounting principles and financial statement presentation, including (i) any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by management of the Company and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements; (iii) the development, selection and disclosure of critical accounting estimates and policies and practices and the use thereof; and (iv) analyses of the effects of alternative U.S. generally accepted accounting principles ("GAAP") methods on the Company's financial statements, including the use of alternative disclosures and treatments and the treatment preferred by the independent auditors.

5. Reviewing with the independent auditors and, if appropriate, the Chief Audit Executive the effect of regulatory and accounting initiatives and the impact of off-balance sheet structures, if any, on the Company's financial statements.
6. Reviewing and discussing with management of the Company, the Company's disclosure controls and procedures, and periodically reviewing (but not less frequently than quarterly) management's conclusions about the efficacy of such disclosure controls and procedures, including any significant deficiencies in, or material noncompliance with, such disclosure controls and procedures.
7. Reviewing and discussing with management of the Company, the Chief Audit Executive and the independent auditors, management's annual report on internal control over financial reporting and the independent auditors' report on internal control over financial reporting. Management and the Chief Audit Executive shall report periodically to the Audit Committee regarding any significant deficiencies in the design or operation of the Company's internal controls, any material weaknesses in the design operation of the Company's internal controls, any fraud (regardless of materiality) involving persons having a significant role in the internal control process and any significant changes in internal controls implemented by management during the most recent reporting period of the Company.
8. Reviewing all other relevant reports or financial information (not specifically identified in this Charter) prior to such documents being submitted by the Company to any governmental body or the public, including management certifications as required by Sarbanes-Oxley Act of 2002.
9. Reviewing and discussing with the independent auditors the report of the independent auditors and the results of their audit. Reviewing with the independent auditors any audit problems or difficulties the independent auditors encountered in the course of the audit work including, without limitation, management's response with respect thereto, any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management. As considered appropriate by the Audit Committee, the review may include a review of any accounting adjustments that were noted or proposed by the independent auditors but were "unrecorded" by management as immaterial or otherwise, and a discussion with the independent auditors of any significant issues on which the national office of the independent auditors was consulted. Reviewing material written communications between the independent auditors and management of the Company such as any "management" and/or "internal control" letters issued, or proposed to be issued, or any schedule of unadjusted differences.
10. Reviewing the appropriate assurance from the independent auditors that the independent auditors have adequately informed the appropriate level of management of the Company and the Audit Committee of any matter within the scope of Section 10A(b) of the Exchange Act.

Enterprise Risk Management

11. Overseeing the Company's enterprise risk management framework including, but not limited to: (i) policies with respect to risk assessment and risk management; (ii) the risk

tolerance of the Company; and (iii) the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

12. Reviewing and discussing with the General Counsel, the Chief Audit Executive, the Chief Financial Officer, the Chief Ethics and Compliance Officer (the "CECO") and the Company's independent auditors any significant risks or exposures, steps management of the Company has taken or should consider taking to minimize such risks and exposures and the Company's policies with respect to risk assessment and risk management.
13. Reviewing and approving the Enterprise Risk Management Committee Charter.

Retention and Oversight of Independent Auditors

14. Authorizing the appointment, compensation, and retention of, and overseeing the work of, the independent auditors, including the resolution of disagreements between management of the Company and the independent auditors regarding financial reporting. The Audit Committee has the sole authority to retain and replace the independent auditors. The independent auditors shall report directly to the Audit Committee.
15. Reviewing the independence, qualifications, and performance of the independent auditors by, among other things:
 - (i) At least annually, obtaining and reviewing a report from the independent auditors describing: (a) the independent auditors' internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors and any steps taken to deal with any such issues; and (c) all relationships between the independent auditors and the Company.
 - (ii) Ensuring that the independent auditors submit on a periodic basis (and, in any event, at least annually) to the Audit Committee a formal written statement delineating all relationships between the independent auditors or any affiliates of the independent auditors and the Company or individuals in a financial reporting oversight role at the Company (or an immediate family member of any such individual), consistent with the applicable requirements of the PCAOB. Actively reviewing and engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and taking, or recommending that the full Board take, appropriate action in response to the independent auditors' report in order to be comfortable with the independent auditors' independence.
 - (iii) Evaluating the lead audit partner and concurring partner of the independent auditors, taking into account the opinions of management of the Company and the Chief Audit Executive, and ensuring the rotation of the lead audit partner and concurring partner of the independent auditors, as required by applicable laws, rules and regulations.

- (iv) Evaluating whether a regular rotation of the independent auditors would be appropriate to assure continuing auditor independence and presenting the Audit Committee's conclusions to the Board.
16. Approving pre-approval policies and procedures, in compliance with the rules and criteria established by the SEC, in order to review and pre-approve all audit services and permitted non-audit services to be performed for the Company or any of its subsidiaries by the independent auditors. The Audit Committee may delegate authority to pre-approve audit services and permitted non-audit services to a member of the Audit Committee for any action to be taken in between regularly scheduled meetings of the Audit Committee. In no event shall the independent auditors perform any non-audit services for the Company or any of its subsidiaries which are prohibited by applicable law or the rules or regulations implemented by the SEC or the PCAOB (or any other similar body as may be established from time to time).
 17. Reviewing and approving a hiring policy for employees or former employees of the independent auditors that complies with applicable laws, rules and regulations.

Internal Audit

18. Authorizing the appointment, retention, and compensation, in consultation with the Compensation and Human Capital Committee of the Board, of the Chief Audit Executive and overseeing the work of the Chief Audit Executive including resolution of disagreements between management of the Company and the Chief Audit Executive encountered in the course of an internal audit. Evaluating the qualifications and performance of the Chief Audit Executive and taking into account the opinions of management of the Company. The Audit Committee has the sole authority to hire, retain and replace the Chief Audit Executive. The Chief Audit Executive shall report directly to the Audit Committee.
19. Reviewing the overall scope of the annual Internal Audit including the Internal Audit objectives, goals, audit schedules, plans, budget, and staffing. The Chief Audit Executive shall inform the Audit Committee, the Chief Executive Officer, and the Chief Financial Officer of the results of the Internal Audit, highlighting significant audit findings and recommendations.
20. Reviewing and approving the annual Internal Audit plan.
21. Reviewing and discussing with the Chief Audit Executive the results of the Internal Audit (including the Chief Audit Executive's audit reports) and the Chief Audit Executive's assessments of the Company's risk management processes and system of internal control.
22. Reviewing and discussing each significant item brought up in the Chief Audit Executive's letters of recommendation to management of the Company and management's written response to each item, and determining which items are to be acted upon, by whom, and the schedule for completion. The Chief Audit Executive shall report to the Audit Committee on management's progress as set forth in management's written response and the status of completion of each item.

23. Appointing an independent audit firm to provide internal audit services and to serve as the internal audit service provider, as necessary. If the Audit Committee appoints such internal audit service provider, such internal audit service provider shall assume the role and responsibilities of the Chief Audit Executive.
24. Reviewing and approving the Internal Audit Charter on a periodic basis.

Compliance Oversight

25. At least annually, reviewing and discussing with management of the Company, the General Counsel, the Chief Ethics and Compliance Officer (the "CECO"), the Chief Audit Executive and the independent auditors the Company's processes regarding compliance with legal and regulatory requirements and communication of and compliance with the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics.
26. Approving procedures established by the Company and requiring the Company, in consultation with the CECO and the General Counsel, to obtain or provide the necessary resources and mechanisms for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters (including confidential, anonymous complaints by employees), or (ii) such other complaints as may come before the Audit Committee, and overseeing the resolutions of such complaints.
27. Periodically reviewing and approving the CECO's responsibilities and resources as well as the CECO's budget as approved by the General Counsel. The CECO will have a concurrent and direct reporting line to the Audit Committee and will report to the Audit Committee, with the General Counsel, at least twice per year on any guidelines issued by the CECO to associates of the Company and its subsidiaries (as defined in the Company's Code of Business Conduct and Ethics) regarding issues that may arise under the Company's Code of Business Conduct and Ethics, and on any compliance-related issues or trends.
28. Periodically meeting with the General Counsel, the CECO and outside counsel when appropriate, to review legal and regulatory matters including (i) any matters that may have a material impact on the financial statements of the Company and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its subsidiaries or any of the directors, officers, employees or agents of the Company or its subsidiaries or breaches of fiduciary duty to the Company or any of its subsidiaries. Taking any action, as it deems appropriate, to investigate and respond to any report of evidence of a material violation of federal or state securities laws, material breach of fiduciary duty or other similar violation of federal or state law.
29. Reviewing the Company's program to monitor compliance with the Company's Code of Business Conduct and Ethics and periodically meeting with the General Counsel and the CECO to discuss compliance with the Company's Code of Business Conduct and Ethics. Reviewing and approving any significant changes to the Company's Code of Business Conduct and Ethics. In addition, any waivers of the Code of Business Conduct and Ethics for executive officers or directors will require prior approval by the Audit Committee and will be promptly disclosed as required by applicable laws or stock exchange rules or standards.

30. The Chair of the Audit Committee, along with the General Counsel and the CECO, will review reports of the Company's independent auditors of possible violations of, and any matters discovered during their examination of the Company's financial statements that appear to violate, the Company's Code of Business Conduct and Ethics.

Financial Plans and Policies

31. Reviewing and approving financial policies, as delegated by the Board, including: (i) operating and capital expenditure approval policies; (ii) investment policies to establish guidelines for the ongoing management of cash and investments held by the Company and its subsidiaries as well as investments held in the rabbi trust and (iii) hedging policies.
32. Reviewing and approving certain transactions, as set forth in the Company's Expenditure Authorization Policy, with any transaction being deemed significant for these purposes if the expected net present value of the Company's or subsidiary's minimum commitment is \$30 million or more, or a transaction where the Company's revised financial commitment exceeds at least 20% of the original, previously approved, financial commitment.
33. Reviewing and approving certain legal settlements of \$5.0 million or more as set forth in the Company's Expenditure Authorization Policy.
34. Reviewing and approving certain charitable cash contributions of \$1.0 million or more as set forth in the Company's Expenditure Authorization Policy.
35. Reviewing performance metrics to be included in long-term incentive awards approved by the Compensation and Human Capital Committee of the Board.
36. Reviewing and discussing with management of the Company the major financial risk exposures and the steps management of the Company has taken to monitor and control such exposures.
37. Reviewing and recommending to the Board for approval significant matters relating to tax policy, the Company's effective tax rate, and tax planning proposals.

Other Responsibilities

38. Reviewing any other information related to the responsibilities of the Audit Committee required under applicable rules and regulations of the SEC, NYSE and PCAOB.
39. Reviewing and recommending to the Board appropriate insurance coverage for directors and officers of the Company.
40. Overseeing risks related to information technology security, cybersecurity, data, and other related technology risks, controls, and procedures, including the Company's plans to mitigate such risks and to respond to incidents, such as ransomware attacks and data breaches.

41. In consultation with the Nominating Committee, annually reviewing and reassessing the adequacy of this Charter and conducting a performance evaluation of the Audit Committee.

The foregoing duties and responsibilities shall be common, recurring activities of the Audit Committee in carrying out its purpose. The Audit 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 Audit 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 Audit Committee.

MEETINGS

The Audit Committee shall meet at least four times annually. The Chair of the Audit Committee may call meetings during the year through the Corporate Secretary of the Company (the "Corporate Secretary"), as the Chair deems necessary. The Audit Committee may have in attendance at its meetings such members of management of the Company, the Chief Audit Executive, the independent auditors and other individuals or consultants as the Audit Committee deems necessary or desirable to provide the information the Audit Committee needs to carry out its duties and responsibilities. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. A majority of the members of the Audit Committee constitutes a quorum for the transaction of business.

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

As part of its role to foster open communications, the Audit Committee shall meet periodically with management of the Company, the Chief Audit Executive, and the independent auditors in separate executive sessions.

COMMITTEE RESOURCES

The Audit Committee has the authority to form, and delegate authority in accordance with applicable laws, rules and regulations and NYSE corporate governance standards to, a subcommittee consisting of one or more Audit Committee members, when appropriate. Such delegated authority may include the authority to pre-approve audit services and permitted non-audit services. The decisions made pursuant to any such delegated authority shall be reported to the full Audit Committee at its next scheduled meeting.

The Audit 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 outside counsel, whether the Company's general outside counsel or special outside counsel, and such other experts or consultants as the Audit Committee deems appropriate, without seeking additional approval of the Board or management of the Company. The Company shall provide for appropriate funding for payment of compensation to the independent auditors engaged for the purpose of preparing and issuing an audit report or performing other audit, review or attest services for the Company and payment of ordinary

administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

GENERAL

In performing their duties and responsibilities, Audit 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 Audit Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- Counsel, independent auditors, or other persons as to matters which the Audit 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 Audit Committee members reasonably believe to merit confidence.

While the Audit Committee has the authority and responsibilities set forth in this Charter, it is not the duty of the Audit Committee to prepare the Company's financial statements, to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with GAAP. The Company's management is responsible for the preparation, presentation, and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company, for the establishment and maintenance of systems of disclosure controls and procedures, and internal control over financial reporting. The independent auditors are responsible for auditing the Company's annual financial statements, issuing a report on the Company's internal control over financial reporting and for reviewing the Company's unaudited interim financial statements.

Except as specifically contemplated by this Charter or as required by applicable laws, rules, and regulations, it is not the duty of the Audit Committee to conduct investigations or to assure compliance with laws, rules, or regulations.

Approved August 18, 2021.
