

ABERCROMBIE & FITCH CO. EXECUTIVE COMMITTEE CHARTER

This Charter of the Executive 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 Executive Committee (the “Committee”) of the Board.

PURPOSE

The purpose of the Committee is to act on behalf of the Board in between Board meetings with respect to matters that, in the opinion of the Chairperson of the Board, if the Chairperson of the Board is not also the Chief Executive Officer, or the Lead Independent Director, if the Chairperson of the Board is also the Chief Executive Officer (such director, whether serving as Chairperson of the Board or the Lead Independent Director, being hereinafter referred to as the “Company’s Chairperson”), should not be postponed until the next scheduled meeting of the Board. In addition, the Committee is appointed by the Board to take any action deemed necessary under exigent circumstances when a quorum of the Board cannot be satisfied.

COMMITTEE MEMBERSHIP

The Committee shall consist of at least three members of the Board, one of whom shall be the Company’s Chairperson. The Committee shall consist of the Company’s Chairperson, the Chief Executive Officer (if any), the Chair of the Nominating and Board Governance Committee of the Board (the “Nominating Committee”) and any other directors as determined by the full Board. The members of the Committee shall be recommended annually by the Nominating Committee and appointed by the Board. The Board, upon recommendation of the Nominating Committee, may fill any vacancies in the Committee and may remove a Committee member, other than the Company’s Chairperson from membership on the Committee at any time, with or without cause.

The chairperson of the Committee shall be the Company’s Chairperson.

DUTIES AND RESPONSIBILITIES

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

1. During the interval between scheduled meetings of the Board, having and exercising the powers of the Board to act upon any matters that, in the opinion of the Company’s Chairperson, should not be postponed until the next previously scheduled meeting of the Board, subject to such limitations as the Board and/or applicable law may from time to time impose.
2. During the interval between scheduled meetings of the Board, acting when exigent circumstances require such action but also make it impracticable to convene a meeting of the Board at which a quorum is present and acting throughout, or obtain unanimous written consent of the full Board, subject to

such limitations as the Board and/or applicable law may from time to time impose.

3. From time to time, or at the discretion of the Company's Chairperson, reviewing and reassessing the adequacy of this Charter and conducting a performance evaluation of the Committee.

The 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 Committee.

MEETINGS

The Committee may meet between regularly scheduled meetings of the Board, as called by the Company's Chairperson through the Corporate Secretary of the Company (the "Corporate Secretary"). A majority of the Committee members shall constitute a quorum for the transaction of business.

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

COMMITTEE RESOURCES

The 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 firm to be used in connection with the Committee's responsibilities; outside counsel, whether the Company's general outside counsel or special outside counsel; and such other experts or consultants as the Committee deems appropriate, without seeking additional approval of the Board or management of the Company.

GENERAL

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

Approved August 18, 2021.
