

ABERCROMBIE & FITCH CO.
ENVIRONMENTAL, SOCIAL, AND GOVERNANCE COMMITTEE CHARTER

This Charter of the Environmental, Social, and 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 Environmental, Social, and Governance Committee (the “Committee”) of the Board.

PURPOSE

The purpose of the Committee is to oversee the Company’s strategies, policies, practices, and programs regarding environmental and social matters, and to oversee the Company’s governance and management of risk with respect to such matters. Consistent with its governing charter and pursuant to the listing standards of the New York Stock Exchange, the Nominating and Board Governance Committee of the Board (the “Nominating Committee”) shall continue to be responsible for all matters related to the corporate governance of the Company and the Board.

COMMITTEE MEMBERSHIP

The Committee shall consist of at least three members of the 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 from membership on the Committee at any time, with or without cause.

The chairperson of the 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 Committee shall have the following specific duties and responsibilities:

1. Monitoring environmental and social issues and trends, and reviewing and making recommendations on the Company’s strategies, policies, practices, and programs relating to environmental and social matters on a global basis, including: responsible sourcing, health and safety, human rights, and ethical business practices; sustainability and climate change matters; diversity and inclusion initiatives (in partnership with the Compensation and Human Capital Committee of the Board); significant philanthropy and community investment; and significant community relations.
2. Overseeing the Company’s governance and risk management relating to environmental and social matters on a global basis.
3. Reviewing with management the external reporting of the Company’s environmental and social policies, practices, and progress, including reviewing the prudence of having the Company prepare and publish a standalone social responsibility report and, in the event

the Committee determines such a report is prudent, reviewing the environmental and social disclosures made in such standalone corporate responsibility report.

4. Monitoring significant programs and activities aimed at enhancing the Company's global communications, crisis management, media relations, and community relations.
5. Reviewing and monitoring the community investment support by the Company of charitable, educational, community, and business organizations.
6. When appropriate, making recommendations to the Board with respect to any of the areas that the Committee oversees, reviews, or monitors, and any other major environmental or social practices of the Company.
7. Reviewing and consulting with the Nominating Committee on any stockholder proposals that relate to environmental or social issues.
8. Monitoring and making recommendations to the Board as appropriate with respect to the Company's policies related to environmental and social matters.
9. In consultation with the Nominating Committee, annually reviewing and reassessing the adequacy of this Charter and conducting a performance evaluation of the Committee.

The foregoing duties and responsibilities shall be common, recurring activities of the Committee in carrying out its purpose. The 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 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 will meet at least two times a year. Any member of the Committee may call a meeting of the Committee. The Committee may have in attendance at its meetings such members of management of the Company and other individuals or consultants as the Committee deems necessary or desirable to provide the information the Committee needs to carry out its duties and responsibilities. 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 of the Company. The Committee shall regularly provide the Board with a report of the Committee's activities and proceedings.

COMMITTEE RESOURCES

The 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 Committee members, when appropriate. The decisions made pursuant to such delegated authority shall be reported to the full Committee at its next scheduled meeting.

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 applicable consulting firm to be used in connection with the Committee's oversight functions; 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 which 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.
