

ABERCROMBIE & FITCH CO.
COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

This Charter of the Compensation and Human Capital 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 Compensation and Human Capital Committee (the “Committee”) of the Board.

PURPOSE

The Committee is responsible for assisting the Board in: (1) overseeing the Company’s overall compensation structure, policies and programs, discharging the Board’s responsibilities relating to the compensation of the Chief Executive Officer (the “CEO”) and other officers of the Company designated by the Committee each fiscal year and updated from time to time as appropriate (the “Designated Officers”), which Designated Officers shall include all officers of the Company identified by the Board as “officers” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (2) reviewing and making recommendations to the Board related to the compensation of the non-employee directors of the Company; (3) reviewing and monitoring the Company’s human capital management strategies, programs, policies, and practices; (4) reviewing succession planning for the CEO and other the Designated Officers; and (5) overseeing any and all welfare and retirement benefit plans for associates of the Company.

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 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 Committee and may remove a Committee member from membership on the Committee at any time, with or without cause.

Each Committee member shall:

- qualify as “independent” as that term is defined in the listing standards of the New York Stock Exchange (“NYSE”) for directors and compensation committee members;
- be an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and the regulations promulgated under the Code;
- be a “non-employee director” as defined in Rule 16b-3 under the Exchange Act; and
- satisfy any other standards of independence that may from time to time be in effect and applicable to the members of the Committee.

A subsequent determination that any member of the Committee does not qualify as an “outside director” or a “non-employee director” will not invalidate any previous actions by the Committee

except to the extent required by applicable law or determined appropriate to satisfy applicable rules and corporate governance standards.

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. Reviewing and approving the general compensation policies applicable to the Designated Officers.
2. Periodically reviewing and monitoring the methods and criteria used by the Company to review and evaluate the performance of the Designated Officers.
3. Reviewing and approving, at least annually, the goals and objectives relevant to the compensation of the CEO. The Committee will, after consultation with other independent directors, evaluate the performance of the CEO in light of those goals and objectives and set compensation levels for the CEO based on the evaluation and any other factors that the Committee deems appropriate.
4. Reviewing performance evaluations by the Company’s management of select Designated Officers, in light of the approved goals and objectives, as well as any other factors that the Committee deems appropriate, and determining and approving the compensation of the Designated Officers.
5. Periodically reviewing and approving the “peer companies” used in evaluating the compensation of the CEO, select Designated Officers, and non-employee directors of the Company.
6. Reviewing and approving metrics to be used for the determination of payouts under cash-based and equity-based incentive programs, including specific financial, operating and relative performance metrics and considering the appropriateness of including non-financial metrics, such as targets related to environmental, social and governance practices, workplace satisfaction, customer satisfaction measures, reputation and management succession and development, and if so, how best to measure these metrics and reporting its conclusions to the Board.
7. Evaluating the need for, reviewing, and approving the key terms of the entry into, amendments to, and/or terminations of, any employment contracts, including severance arrangements or change in control agreements, for select Designated Officers.
8. Periodically reviewing stock ownership of the CEO and select Designated Officers, monitoring ongoing compliance with any stock ownership guidelines applicable to the CEO or any of the other Designated Officers, and making recommendations to the Board regarding revisions to any such guidelines as appropriate.

9. Reviewing and making recommendations to the Board regarding incentive compensation plans and equity-based plans.
10. Administering the Company's equity-based plans and other plans as required by then applicable laws, rules and regulations and/or the terms of the plans and recommending to the Board amendments to the plans as the Committee deems appropriate. In its administration of such plans, the Committee may, unless otherwise directed by the Board or the terms of the applicable plan: (a) determine individuals eligible to participate in the plans; (b) grant awards to eligible individuals and make changes to awards as appropriate; (c) make determinations in respect of performance-based compensation required by Code Section 162(m) and the regulations promulgated thereunder, when applicable; and (d) take such other actions as are permitted under or required by the plans.
11. Overseeing any and all welfare and retirement benefit plans.
12. Reviewing, approving, amending and/or terminating arrangements pursuant to which perquisites and other personal benefits are paid or provided to select Designated Officers.
13. Periodically reviewing the compensation for non-employee directors, including any consulting, retainer, meeting, committee, and committee chair fees, as well as equity awards, and recommending any compensation changes to the Board.
14. Reviewing and discussing with the Company's management the Company's Compensation Discussion and Analysis (the "CD&A") and related disclosures that applicable rules of the Securities and Exchange Commission (the "SEC") require be included in the Company's annual proxy statement and included or incorporated by reference in the Company's annual report on Form 10-K, recommending to the Board based on such review and discussion whether the CD&A should be included in the Company's annual proxy statement and included or incorporated by reference in the Company's annual report on Form 10-K, and preparing the compensation committee report required by applicable SEC rules for inclusion in the Company's annual proxy statement and inclusion or incorporation by reference in the Company's annual report on Form 10-K.
15. In consultation with the Nominating Committee, annually reviewing and reassessing the adequacy of this Charter and conducting a performance evaluation of the Committee.
16. Overseeing the Company's overall compensation structure, policies, and programs for associates, including assessing the incentives and risks arising from or related to the Company's compensation programs and plans, and whether the compensation policies and practices create risks that are reasonably likely to have a material adverse affect on the Company.
17. Reviewing and discussing with the Company's management the Company's human capital management strategies, programs, policies, and practices, including relating to organizational structure and key reporting relationships as well as recruitment, retention, and development of the Company's associates.

18. Developing a recommendation to the Board for a successor to the CEO, interim or otherwise, in the event of an emergency, or resignation or retirement of the then current CEO.
19. Reviewing and discussing with the Company's management the Company's succession planning for positions held by select Designated Officers, and reviewing annually with the Board. Reviewing and monitoring management depth and strength assessments, leadership development, and talent assessments to provide for development of a pool of management personnel for orderly management succession.
20. Reviewing and making recommendations to the Board regarding Company related compensation matters, compensation related stockholder proposals and assessing the results of the most recent advisory vote(s) on executive compensation by the Company's stockholders.
21. At least annually, assessing whether the work performed by compensation consultants or other advisors who are involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual proxy statement and disclosed in or incorporated by reference in the Company's annual report on Form 10-K.
22. Assessing, on an annual basis, the independence of consultants, outside counsel and other advisors (whether retained by the Committee or by management of the Company) that provide advice to the Committee, in accordance with applicable NYSE corporate governance standards and SEC rules.

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 four times a year. The Chair of the Committee may call meetings during the year through the Corporate Secretary of the Company (the "Corporate Secretary"), as the Chair deems necessary. 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 members of the Committee 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 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 and NYSE corporate governance standards to, a subcommittee

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

The Committee may ask members of management of the Company, outside counsel, independent compensation consultants, other advisors, or other directors to attend the Committee's meetings and provide pertinent information as necessary. The Committee may, in its sole discretion, retain or obtain the advice of such consultants, outside counsel, and other advisors as the Committee may determine are necessary or appropriate to assist the Committee in carrying out the Committee's duties, including any compensation consultant used to assist in the evaluation of director, CEO or Designated Officer compensation.

The Committee will be directly responsible for the appointment, compensation, and oversight of the work of any consultants, outside counsel and other advisors retained by the Committee, and will receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such consultants, outside counsel and other advisors. Before selecting any compensation consultant, outside counsel, or other advisor to be retained by the Committee, the Committee shall assess the independence of that compensation consultant, outside counsel, or other advisor from management of the Company in accordance with applicable SEC rules and NYSE corporate governance standards.

GENERAL

In performing their duties and responsibilities, the 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, compensation 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.
