

ABERCROMBIE & FITCH CO.

**CHARTER OF THE
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
OF THE BOARD OF DIRECTORS**

(Effective as of December 13, 2011)

PURPOSE

The purpose of the Corporate Social Responsibility Committee (the “Committee”) is to provide oversight of the Company’s attention to issues of social responsibility, including diversity, human rights, philanthropy and sustainability and the Company’s policies, practices and progress with respect to such issues.

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

DUTIES AND RESPONSIBILITIES

The responsibilities and activities of the Committee include but are not limited to:

1. Monitoring issues and practices relating to the Company’s corporate social responsibility on a global basis, including diversity initiatives and programs; health and safety matters; environmental and sustainability matters; human rights matters; significant philanthropic matters and significant community relations.
2. Reviewing the prudence of having the Company prepare and publish a Corporate Social Responsibility Report and, in the event the Committee determines such a report is prudent, overseeing the preparation of such report.
3. Reviewing significant lawsuits, investigations by governmental entities and other significant legal matters involving the Company or one of its affiliates that

significantly affect or could significantly affect the Company's performance, business activities or reputation as a global corporate citizen. In furtherance of the foregoing, the Company shall provide the Committee at its regularly scheduled meetings with pertinent information with respect to any lawsuits brought against the Company by the U.S. Equal Employment Opportunity Commission or an equivalent state equal employment opportunity commission or division.

4. Monitoring significant programs and activities aimed at enhancing the Company's global communications, crisis management, media relations and community relations.
5. 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 social responsibility policies and practices of the Company.
6. Reviewing and making recommendations to the Board regarding stockholder proposals submitted for inclusion in the Company's annual proxy materials that relate to social responsibility issues.

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 designate its own secretary, who may be a non-Committee member. A majority of the Committee members shall constitute a quorum for the transaction of business.

The Committee shall keep written minutes of its meetings. 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 to delegate authority in accordance with applicable law, rules and regulations to – a sub-committee 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 the 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 social responsibility oversight functions; outside counsel, whether the Company's general outside counsel or special counsel; and such other experts or consultants as it deems appropriate, without seeking additional approval of the Board or management.

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.