

ABERCROMBIE & FITCH CO.

CHARTER OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

(As amended on November 12, 2009)

PURPOSE

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Abercrombie & Fitch Co. (the “Company”) is to act on behalf of the Board in between Board meetings with respect to matters that, in the opinion of the Chairman of the Board, should not be postponed until the next scheduled meeting of the Board.

In addition, the Committee is appointed by the Board to (1) unless and until a lead director (or the equivalent) is appointed by the Board and then to the extent deemed appropriate by such person, assure coordination of activity among the various standing committees of the Board and advise the Chairman of the Board, or the Chairman’s designee, with respect to appropriate agenda items for meetings of the Board and/or one or more standing committees of the Board; (2) unless and until a lead director (or the equivalent) is appointed by the Board and then to the extent deemed appropriate by such person, consulting on matters of corporate strategy, corporate resources and the like with the Chief Executive Officer (“CEO”) between regularly scheduled Board meetings and assist the CEO in presenting such matters to the Board at its regularly scheduled meetings; and (3) plan for the succession in the position of the CEO and the other executive officers of the Company in the event of an anticipated or unanticipated vacancy.

COMMITTEE MEMBERSHIP

The Committee shall consist of at least two members of the Board, one of whom shall be the Chairman 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, other than the Chairman of the Board, 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

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 Chairman of the Board, 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. Subject to the appointment of a lead director (or the equivalent) and then to the extent deemed appropriate by such person, discussing with the chairs of the standing committees of the Board their activities and endeavoring, consistent with the charters of the various standing committees, to coordinate activities among the standing committees to the extent that such activities overlap or potentially conflict with each other.
3. Subject to the appointment of a lead director (or the equivalent) and then to the extent deemed appropriate by such person, consulting with the Chairman of the Board, or the Chairman's designee, with respect to appropriate agenda items for meetings of the Board and/or one or more standing committees of the Board and reviewing proposed agendas of the Board and its standing committees and advising the Chairman of the Board or such designee with respect thereto.
4. Subject to the appointment of a lead director (or the equivalent) and then to the extent deemed appropriate by such person, consulting with the CEO on matters of corporate strategy, corporate resources and the like between regularly scheduled meetings of the Board and assisting the CEO in making presentations regarding such matters at regularly scheduled meetings of the Board.
5. Consulting on a periodic basis with the CEO with respect to succession matters in connection with the positions of CEO and the other executive officers. The Committee shall also consult on a periodic basis with the other executive officers of the Company regarding succession matters in connection with each such executive officer's position.
6. Developing, in consultation with the CEO, a long-term succession plan and the timing, nature and implementation thereof.
7. Establishing and approving a development and/or recruitment plan, in consultation with the CEO, in connection with the implementation of a long-range succession plan.

8. Having available, on a continuing basis, a recommendation of a successor, interim or otherwise, in the event of an emergency or unanticipated vacancy in the position of CEO.
9. In consultation with the Nominating and Board Governance Committee, annually reviewing the adequacy of this Charter and performing a Committee self-evaluation.

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 on a regular basis between regularly scheduled meetings of the Board, but in any event at least two times a year. The Chairman of the Board or the Committee's chairperson 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 search firm to be used in connection with the succession planning process; 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.