

**HANESBRANDS INC.**  
**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**Purpose**

The Governance and Nominating Committee (the “Committee”) is appointed by and is intended to assist the Board of Directors of Hanesbrands Inc. (the “Company”) in fulfilling its oversight responsibilities under the New York Stock Exchange listing standards and Maryland law. As such, the Committee shall have the following primary responsibilities:

- identifying individuals qualified to serve on the Board of Directors, consistent with criteria approved by the Board of Directors;
- recommending that the Board of Directors select a slate of director nominees for election by the stockholders of the Company at the annual meeting of the stockholders of the Company, in accordance with the Company’s Articles of Incorporation and Bylaws and with Maryland law;
- recommending candidates to the Board of Directors to fill vacancies on the Board or on any committee of the Board in accordance with the Company’s Articles of Incorporation and Bylaws and with Maryland law;
- evaluating and recommending to the Board of Directors corporate governance policies and guidelines to be applicable to the Company, which policies and guidelines will be codified in the Company’s Corporate Governance Guidelines;
- re-evaluating periodically such policies and guidelines, including the Corporate Governance Guidelines, for the purpose of suggesting amendments to them if appropriate; and
- overseeing annual evaluations in accordance with the requirements of the New York Stock Exchange listing standards.

**Composition of the Committee**

All of the members of the Committee shall be independent directors who meet the requirements of the New York Stock Exchange listing standards and the independence standards adopted by the Board of Directors and shall be appointed by the Board of Directors on the recommendation of the then current Committee. The Chairman of the Committee shall be designated by the Board of Directors. In the absence of the Chairman at a meeting, the members of the Committee may designate a chairman for such meeting by majority vote. The Board of Directors may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. The Committee shall have the authority to delegate some or all of its responsibilities to another committee of the Board of Directors, including to subcommittees when appropriate.

## **Authority and Responsibilities**

### **Nominating Function**

The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates for service on the Board of Directors. As a part of its screening process, the Committee shall:

- evaluate a candidate's independence from the Company's management and other principal service providers and the effect of any relationships that might impair independence, e.g., business, financial or family relationships with the Company's management or other service providers; and
- consider candidates proposed by the chief executive officer, by any director or by any stockholder, in accordance with procedures established by the Committee from time to time and the Corporate Governance Guidelines.

On an annual basis, the Committee shall evaluate the membership of the committees of the Board of Directors. The Committee shall provide to the full Board of Directors the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board of Directors in connection with the annual committee appointment process. In the event of a vacancy on the Board or any of the committees of the Board of Directors, the Committee shall provide its recommendation regarding a replacement to the full Board of Directors.

### **Corporate Governance Functions**

At least annually the Committee shall:

- evaluate the Company's existing independence standards, Global Code of Conduct and Corporate Governance Guidelines, it being understood that any portions of the Global Code of Conduct which relate to (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, shall be reviewed by the Audit Committee. Following the evaluation, the Committee shall, with the assistance of the Company's outside counsel, consider any recommended amendments to the Company's independence standards, Global Code of Conduct and Corporate Governance Guidelines, which shall be presented to the full Board of Directors for consideration and adoption; and
- evaluate the independence of the members of the Board of Directors and make a recommendation to the Board regarding whether such members: (i) satisfy the independence standards of the NYSE, (ii) satisfy the independence standards adopted by the Company, and (iii) satisfy, as applicable, (a) the independence and financial literacy requirements imposed on the Audit Committee, (b) the definition of Audit Committee "Financial Experts" within the meaning of SEC

rules, (c) the requirements imposed by Section 162(m) of the Internal Revenue Code on Compensation Committee members or (d) the definition of non-management directors under Rule 16b-3 under the Exchange Act.

The Committee shall, from time to time, review the governance structures and governance procedures of the Company and suggest, when appropriate, improvements thereto to the full Board of Directors. Such improvements, if adopted by the full Board of Directors, shall be incorporated into the governance structures and governance procedures. The Committee shall also be responsible for overseeing the development of a director orientation program and facilitating periodic director continuing education.

The Committee shall review conflicts of interest and related party transactions, waivers of the Company's related party transactions policy, and board and committee independence.

### **Annual Evaluation Functions**

At least annually, the Committee shall review and reassess the adequacy of this Charter and evaluate the performance of the Committee and report the results thereof to the Board of Directors. Additionally, the Committee shall oversee an annual evaluation of the Board of Directors, the committees of the Board of Directors and the management of the Company.

### **Other Activities**

The Committee shall perform any other activities consistent with this Charter, the Company's Articles of Incorporation and Bylaws and Maryland law as the Committee or the Board of Directors deems necessary or appropriate. To these ends, the Committee shall have and may exercise all powers and authority of the Board of Directors to the extent permitted under Section 2-411 of the General Corporation Law of the State of Maryland.

The Committee may determine, from time to time, the advisability of retaining any search firm or consultant to assist in the identification and evaluation of candidates for service on the Board of Directors. The Committee has the sole authority over decisions relating to the retention of a search firm or consultant, including decisions to retain or terminate any such search firm or consultant at the Company's expense, and to approve the fees to be paid to such firm or consultant and all other retention terms.

### **Committee Meetings**

The Committee shall meet at least two times per year and one such meeting shall be held at a time when the Committee can recommend a slate of nominees to the Board of Directors in connection with the annual meeting of stockholders. Other meetings may be held at the discretion of the Chairman of the Committee. Minutes of each of these meetings shall be kept. The Committee shall determine the agenda for its meetings. The Committee may invite other Board members, members of management and others to attend meetings and provide pertinent information and reports, as it deems necessary.

As amended through January 28, 2014