

HANESBRANDS INC. COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “**Committee**”) is appointed by the Board of Directors of Hanesbrands Inc. (the “**Company**”) for the following purposes:

- to assist the Board of Directors in discharging the responsibilities of the Board of Directors relating to the compensation of the Company’s executive officers and other officers subject to Section 16(a) of the Securities Exchange Act of 1934, as amended (collectively, “**Section 16 Officers**”); and the performance evaluation process for the Chief Executive Officer; and
- to prepare a report of the Committee on executive compensation which is to be included in the Company’s proxy statement relating to the annual meeting of stockholders or annual report filed on Form 10-K with the Securities and Exchange Commission (“**SEC**”), which complies with applicable rules and regulations.

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 appointed by the Board of Directors on the recommendation of the Governance and Nominating Committee. The Chairman of the Committee shall be designated by the Board of Directors. In the absence of the Chairman, the members of the Committee may designate a chairman 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 may delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees of the Committee. All of the directors appointed to serve on the Committee shall be “non-employee directors” (within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended) and “outside directors” (within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder).

Authority and Responsibilities

The Committee shall:

- review and approve the total compensation philosophy covering Section 16 Officers and other key executives of the Company and periodically review an analysis of the competitiveness of the total compensation practices of the Company in relation to the Company’s peer group, chosen by the Committee, or other applicable benchmarks;
- consider the relationship between the Company’s financial and market performance and the Company’s pay levels;

- review and, when such plans require the approval of the Board of Directors, recommend for approval by the Board of Directors, the terms and conditions of proposed incentive compensation plans applicable to Company officers under the purview of the Committee;
- review and, when such plans require the approval of the Board of Directors, recommend to the Board of Directors, proposed stock incentive plans, other long-term incentive plans, stock purchase plans and employee benefit plans (including but not limited to pension plans, defined contribution retirement plans, group medical plans and insurance programs), and all proposed changes thereto and, where appropriate, recommend their approval by the stockholders of the Company;
- with respect to the Chief Executive Officer, review and approve corporate incentive goals and objectives relevant to compensation, evaluate performance in light of these goals and objectives and, with the approval of the other independent directors on the Board, set the compensation levels (including, but not limited to, base salary, annual and long-term incentive awards, retention programs and relocation arrangements) based on these evaluations;
- with respect to Section 16 Officers other than the Chief Executive Officer, review and approve the base salaries, salary ranges and the salary increase program pursuant to the Company's executive salary administration program, the applicable standards of performance to be used in incentive compensation plans and the grant of equity incentives;
- with respect to Section 16 Officers other than the Chief Executive Officer, review and approve any new hire compensation, severance including change in control provisions, retention programs, relocation arrangements; special benefits and perquisites and stock ownership and trading policies and prohibitions;
- review the results of any shareholder advisory votes regarding the Company's executive compensation and recommend to the Board of Directors how to respond to such votes;
- recommend to the Board of Directors whether to have an annual, biannual or triennial advisory shareholder vote regarding executive compensation;
- annually review the Company's compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company;
- oversee risks associated with the Company's compensation philosophy and programs, and evaluate the design and operation of the Company's compensation philosophy and programs to seek to mitigate the Company's exposure to risks likely to have a material adverse effect on the Company;

- prepare a report of the Committee on executive compensation which is to be included in the Company's proxy statement relating to the annual meeting of stockholders or annual report filed on Form 10-K with the SEC, which complies with applicable rules and regulations, including disclosure of whether the Committee has reviewed and discussed with management the Compensation Discussion and Analysis section of such proxy statement or annual report and recommended it be included in such proxy statement or annual report;
- review, and discuss with management, the Compensation Discussion and Analysis required to be included in the Company's proxy statement relating to the annual meeting of stockholders or annual report filed on Form 10-K with the SEC;
- at least annually, 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;
- perform any other activities consistent with this Charter, the Company's Articles of Incorporation and Bylaws and governing law as the Committee or the Board of Directors deems necessary or appropriate; and
- recommend changes in non-employee director compensation to the Board of Directors.

In carrying out its authority and responsibilities, the Committee shall not be authorized to exercise any powers and authority of the Board of Directors to the extent not permitted under Section 2-411 of the General Corporation Law of the State of Maryland.

The Committee shall have the authority, in its sole discretion, to select, retain, obtain the advice of and oversee the work of an outside independent compensation consultant and legal counsel, or other adviser, and shall be directly responsible for the appointment, compensation and oversight of such person. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to its compensation consultant, independent legal counsel or other adviser retained by the Committee.

Before selecting any compensation consultant, legal counsel (other than in-house counsel) or other adviser to be retained by it, the Committee shall evaluate that person's independence from management by considering the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser as a percentage of such person or entity's total revenue;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser;
- any business or personal relationship of the compensation consultant, legal counsel or the person employing the adviser with an executive officer of the Company; and
- any other factors the Committee deems relevant to its assessment of the independence of the compensation consultant, legal counsel or other adviser.

Committee Meetings

The Committee shall meet at least three times per year, and one such meeting shall be held at a time when the Committee can review and recommend an overall compensation structure as described above. Other meetings shall 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 members of the Board of Directors, members of management and others to attend meetings and provide pertinent information and reports, as it deems necessary. The Chairman of the Committee will report to the Board of Directors, at the next regular Board of Directors meeting held after each Committee meeting, regarding actions taken at each Committee meeting.

As amended through October 25, 2016