

ICONIX BRAND GROUP, INC.

Compensation Committee Charter

I. Committee Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to discharge the responsibility of the Board relating to compensation of the Company’s Directors, executive officers, including the Chief Executive Officer, and such other senior employees as the Committee may determine (such officers and employees, “management”) and related matters.

II. Organization

- The members of the Committee shall be appointed by the Board upon recommendation of the Corporate Governance/Nominating Committee and shall meet the independence requirements of applicable law and the rules and regulations of Nasdaq. The Committee shall be comprised of at least three members. The Board shall also designate a Chairperson for the Committee.
- Meetings of the Committee shall be held from time to time as determined by the Board or the Committee and may be held in-person or by means of a telephone conference. The Committee may invite members of management or others to attend Committee meetings. The Committee shall keep minutes of its proceedings, which minutes shall be retained with the minutes of the proceedings of the Board. At least two members of the Committee also shall qualify as “outside” directors within the meaning of Internal Revenue Code Section 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- A quorum at any Committee meeting shall be at least two members. All determinations by the Committee shall be made by a majority of its members present at a meeting duly called and held (or where only two members are present, by unanimous vote). Any Committee decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully effective as if such decision or determination had been made at a meeting duly called and held.
- The Chairperson of the Committee shall be responsible for establishing agendas for meetings of the Committee. The Committee shall make regular reports to the Board.
- The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation and report to the Board.
- At least annually, the Committee shall review and reassess the provisions of this Charter and any proposed changes shall be submitted to the Board for approval.

III. Responsibilities

The Committee's responsibilities include the following:

- Formulate, evaluate, and approve compensation for the Company's directors and the Company's executive officers, including the Chief Executive Officer. The Company's compensation policies are intended to reward executives for their contributions to the Company's growth and profitability, recognize individual initiative, leadership, achievement, and other valuable contributions to the Company. An additional goal is to provide competitive compensation that attracts and retains qualified and talented executives. The Committee may consult the Chief Executive Officer on the performance of other Company executives. However, the Chief Executive Officer shall not be present during any Committee deliberations or voting with respect to his or her compensation but may participate in discussions regarding compensation for the Company's other executive officers.
- Review, oversee and approve all of the following: (a) all compensation programs involving the issuance of the Company's stock and other equity securities of the Company under the Company's long-term incentive plans; (b) all other incentive awards and opportunities, including cash-based and equity-based awards and opportunities; (c) any employment and severance arrangements; (d) any change-in-control provisions affecting any elements of compensation and benefits; and (e) any special or supplemental compensation and benefits for management and individuals who formerly served as management, including supplemental retirement benefits and perquisites provided to them during and after employment. Equity grants will be made in accordance with applicable rules for Nasdaq-traded issuers. Any material modifications to existing long-term incentive plans are also made consistent with applicable rules for Nasdaq-traded issuers.
- Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") required under Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission ("SEC") and, based upon such review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K or its proxy statement relating to the election of directors, as applicable. Produce any report of the Compensation Committee required to be included in the Company's proxy statement relating to the election of directors under applicable SEC rules.
- Annually assess the risks associated with the Company's compensation practices, policies and programs to determine whether the risks arising from such practices, policies and programs are appropriate or reasonably likely to have a material adverse effect on the Company.

- Review periodically compensation practices and trends of other companies to assess the adequacy of the Company's executive compensation programs and policies.
- The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser, to assist the Committee in the performance of its duties, but only after taking into consideration factors relevant to the adviser's independence from management specified in Nasdaq Listing Rule 5605(d)(3). The Committee shall be directly responsible for the appointment, compensation and oversight of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.
- Report results of Committee Meetings to the Board periodically.

IV. Other

- The Committee shall have full access to any relevant records of the Company and may retain outside consultants to advise the Committee. The Committee shall have the sole authority and responsibility to engage or terminate any outside consultant with respect to the identification of Director candidates and the nomination of members to the Board and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.
- The Committee shall have the right to delegate a to sub-Committee or the CEO the authority to make grants of awards of stock rights or options to any officer of the Company, other than officers subject to Section 16 of the Securities Exchange Act of 1934, under the Company's long-term incentive plans or other equity based plans as the Committee deems appropriate and in accordance with the terms of such plans.
- The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.
- The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

This charter was adopted by the Board of Directors effective February 15, 2011, as amended April 22, 2013.