

ICONIX BRAND GROUP, INC.

Nominating and Governance Committee Charter

I. Committee Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to (i) assist the Board in defining and assessing qualifications for Board membership and to formulate a process to identify candidates to serve as Directors; (ii) recommend Director nominees for each annual meeting of the stockholders and nominees for election to fill any vacancies on the Board; (iii) develop and recommend to the Board corporate governance principles and guidelines applicable to the Company and the Board; (iv) oversee all governance policies of the Company and the Board as may be in effect from time to time; (v) lead the Board in its annual self-evaluation and to establish criteria to be used in such evaluation; (vi) oversee the annual evaluation of the Chief Executive Officer and to establish criteria to be used in such evaluation; and (vii) address the broad range of issues surrounding the composition and operation of the Board, including diversity, industry knowledge and global perspectives.

II. Organization

- The members of the Committee shall be appointed by the Board and shall be comprised of at least three directors. The Committee will be composed entirely of directors who satisfy the definition of “independent” under the listing standards of The Nasdaq Stock Market (NASDAQ) and other applicable legal and regulatory requirements. The Board shall also designate a Chairperson for the Committee. Members of the Committee may be replaced by the Board.
- 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.
- A quorum at any Committee meeting shall be a majority of the members of the Committee. 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). In the event that the vote on any matter is evenly split, the Committee shall submit such matter to the Board for a vote and final resolution. 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 shall have the following responsibilities:

- Periodically review and reassess the adequacy of the Company's governance policies and procedures and recommend any proposed changes to the Board. Oversee the implementation, amendment and application of all governance policies of the Company and the Board.
- Establish procedures and criteria for the director nomination process and recommend nominees for election to the Board. Approve director nominations to be presented for stockholder approval at the annual meeting and to fill vacancies on the Board.
- Develop policies on the size, composition and criteria applicable to the Board and its members.
- Consider and recruit candidates to fill positions on the Board, including vacancies resulting from the removal, resignation or retirement of any Director, an increase in the size of the Board or otherwise. The Committee shall also review any candidate recommended by the stockholders of the Company in light of the Committee's criteria for selection of nominees to stand for election as Directors. In considering candidates for the Board, the Committee will take into account any requirements of applicable law or NASDAQ, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure) and principles of diversity.
- Evaluate Board members and the Chief Executive Officer on an annual basis and establish and develop criteria for such evaluations. Report to the Board on the results of the evaluations.
- Advise the Board with respect to the charters, structure and operations of the various Committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among other Committees of the Board.
- Assist and generally advise the Board as a whole on governance matters.

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 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 February 28, 2017.