

**CHARTER**  
**OF**  
**THE COMPENSATION AND STOCK INCENTIVE COMMITTEE**  
**OF**  
**THE BOARD OF DIRECTORS**  
**OF**  
**THE DRESS BARN, INC.**

I. Statement of Policy

The function of the Compensation and Stock Incentive Committee (the “Committee”) is to assist the Board of Directors (the “Board”) by (i) considering and determining all matters relating to the compensation of the Corporation’s Chairman, President, Chief Executive Officer (the “CEO”) and other executive officers (as defined in Rule 3b-2 of the Securities Exchange Act of 1934, as amended from time to time (the “Exchange Act”)) of the Corporation; (ii) administering and functioning as the committee that is authorized to grant stock options and restricted stock to executive officers and such other key executives and employees as the Committee shall determine (“Senior Persons”) under the Corporation’s Stock Option and Stock Incentive Plans; and (iii) reviewing and reporting to the Board on such other matters as may be appropriately delegated by the Board for the Committee’s consideration.

II. Composition

The Committee shall be comprised of two or more independent directors, each of whom, in the determination of the Board, must (a) meet the independence and other requirements established by the NASDAQ Stock Market (“NASDAQ”) or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ, (b) be “outside directors” (as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time), and (c) be “non-employee directors” (as defined in Rule 16b-3 under the Exchange Act).

The members of the Committee shall be appointed and replaced by the Board. Unless a Chair is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings

The Committee shall meet at such times and with such frequency as the Committee shall determine as appropriate to meet its responsibilities. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee shall report to the Board from time to time, as requested by the Board, or as the Committee deems appropriate.

#### IV. Responsibilities and Duties

1. The Committee shall (i) consider and determine all matters relating to the compensation of the Chairman, President and CEO, including matters relating to the Corporation's employment agreements with them; (ii) consider and determine, in consultation with the Chairman, President and CEO, all matters relating to the compensation of other executive officers of the Corporation; and (iii) serve as the Committee under the Corporation's Stock Option and Stock Incentive Plans from time to time in effect. No executive may be present during voting or deliberations with respect to matters relating to such executive's compensation.
2. The Committee shall annually report to the Corporation's shareholders on certain executive compensation matters, as required by the rules and regulations of the Securities and Exchange Commission, as they may be amended from time to time. Such report will be included in the Corporation's annual proxy statement.
3. The Committee shall administer and function as the committee that is authorized to grant stock options and make other awards to Senior Persons under the Corporation's Stock Option and Stock Incentive Plans.
4. The Committee shall review and determine whether to approve any equity-compensation grant or plan that the Committee is required to approve under any applicable law, regulation or NASDAQ rule.
5. The Committee shall from time to time review and report to the Board on such other matters as may be appropriately delegated by the Board for the Committee's consideration.

The Committee may diverge from the specific activities outlined throughout this Charter as appropriate if circumstances or regulatory requirements change. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, NASDAQ rules, the Corporation's certificate of incorporation and by-laws, and the resolutions and other directives of the Board.

This Charter is in all respects subject and subordinate to the Corporation's certificate of incorporation and by-laws, the resolutions of the Board and the applicable provisions of Connecticut corporate law.