

**AMENDED AND RESTATED
CHARTER OF THE COMPENSATION COMMITTEE
of the
BOARD OF DIRECTORS
of
PACIFIC SUNWEAR OF CALIFORNIA, INC.**

1. **Purpose.** The purpose of the Compensation Committee (the “**Committee**”) is to discharge the responsibilities of the Board of Directors (the “**Board**”) of Pacific Sunwear of California, Inc. (the “**Company**”) relating to compensation of the Company’s executives, to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations, and to take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

The Company’s compensation policies should be designed to ensure that the senior executives of the Company are compensated effectively in a manner consistent with the compensation strategy of the Company, internal equity considerations, competitive practices, and the requirements of the appropriate regulatory bodies.

2. **Membership.** The Committee will be comprised of three or more directors. All members of the Committee will be independent directors (as determined by the Board) under the independence requirements of the NASDAQ and applicable law. The members of the Committee will be appointed by and serve at the discretion of the Board. The Chairperson of the Committee will be appointed by the Board.
3. **Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Corporation’s Certificate of Incorporation and Bylaws:
 - (a) **Compensation Policies.** Review, evaluate and make recommendations to the full Board with respect to management’s proposals regarding the Company’s overall compensation policies.
 - (b) **Chief Executive Officer (“CEO”) Compensation and Goals.** Review and approve goals and objectives relevant to the CEO’s compensation, evaluate the CEO’s performance in light of those goals and objectives, and set the CEO’s compensation level (including, but not limited to, salary, long and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, change in control or other severance plans, as the Committee deems appropriate) based on this evaluation.
 - (c) **Executive Officers.** Consider and approve the selection, retention and remuneration arrangements for other executive officers and establish, review and approve compensation plans in which any executive officer is eligible to participate. Such remuneration arrangements can include long and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, change in control or other severance plans, as the Committee deems appropriate.

- (d) **Incentive Compensation Plans.** Make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based compensation plans.
 - (e) **Health and Welfare and other Benefit Plans.** Review the Company's health and welfare and other benefit plans and the level of benefits offered to the Company's employees in light of the Company's plans, objectives, needs and competitive position.
 - (f) **Board.** Set the compensation for the Board and committee members.
 - (g) **Succession Planning.** Monitor and make recommendations with respect to succession planning for the CEO and other officers.
 - (h) **Annual Report.** Produce an annual report on executive compensation for inclusion in the Company's proxy statement.
 - (i) **Review and Publication of Charter.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Publish the Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
 - (j) **Annual Review.** Annually review the Committee's own performance.
 - (k) **Other Actions.** Take such other actions as may be requested or required by the Board from time to time.
 - (l) **Recommendations.** Make recommendations and report to the Board and other Board committees with respect to compensation policy of the Company or any of the foregoing matters.
4. **Meetings.** The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee, determines. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members.
5. **Subcommittees.** The Committee has the power to appoint subcommittees, but no subcommittee will have any final decision making authority on behalf of the Board.
6. **Reliance; Experts.** In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate. The Committee may retain, in its discretion and at the Company's expense, such independent consultants and other advisors and experts as may be required for the Committee to carry out its duties. If the Committee decides to retain such consultants, advisors, or experts, the Board delegates to the Committee the sole authority to retain and terminate such consultants, advisors, or experts and to approve their fees and other retention terms.