



NEW YORK & COMPANY

450 WEST 33RD STREET
NEW YORK, NY 10001
212 884 2000 P
212 884 2396 F

New York & Company, Inc.

ETHICS COMMITTEE CHARTER

This Amended and Restated Ethics Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of New York & Company, Inc. (the “Company”) on September 30, 2004 and replaces any prior charters used by this committee.

Mandate

The Ethics Committee (the “Committee”) assists the Board in fulfilling its responsibilities relating to the Company’s compliance procedure for the Code of Business Conduct. The Committee’s mandate includes the following:

- (i) overseeing the systems and processes put into place by the Company to ensure compliance with the Company’s Code of Business Conduct;
- (ii) receiving, reviewing, investigating and addressing any confidential complaints made to the Committee with respect to any breach or perceived breach of the Company’s Code of Business Conduct on the part of senior management or any member of the Company’s Board of Directors; and
- (iii) fulfilling any other responsibilities set forth in this Charter and any additional duties that may be assigned to the Committee by the Board from time to time.

Organization

Committee Members

The Committee shall consist of two independent directors, as defined by the rules of the New York Stock Exchange (the “NYSE”).

The Chair and members of the Committee shall be appointed by the full Board on an annual basis and may be re-appointed or replaced at the Board’s discretion at any time. Committee members shall be familiar with the Company’s Code of Business Conduct and compliance practices associated therewith and will undertake to keep current on developments in this field while serving on the Committee.

One Committee member will serve as a confidential contact for New York & Company associates to report any concerns regarding breaches of the Code of Business Conduct by senior management and/or members of the Board of Directors. This Committee member will be listed as a confidential contact in communications to Company associates regarding ethics-related issues.

Committee Meetings

The Committee shall meet at least once a year. Meetings may be in person or by conference call. Both independent members of the Committee must be present for a quorum. The Committee may also act by unanimous written consent. The Committee shall make regular reports to the Board on the Committee's activities.

Professional Advisors

The Committee shall have sole authority to retain and terminate any advisors engaged to provide advice to the Committee in discharging its responsibilities, including the sole authority to approve such advisors' fees and other retention terms. The Company shall provide funding to cover the professional fees of any such advisors that have been approved by the Committee.

Liaison

The EVP of Human Resources will be the Company's liaison to the Committee and shall report to the Committee the number and nature of all communications with management's internal ethics committee and complaints through the Company's internal Ethics Hotline relating to associates who are not part of senior management. The EVP of Human Resources shall direct all complaints received through such channels relating to senior management or directors to the Committee.

Responsibilities

Oversight of Code of Business Conduct Compliance

The Committee shall oversee the systems and processes put into place by the Company to ensure compliance with the Company's Code of Business Conduct. In fulfilling this responsibility, the Committee shall work to ensure that:

- i) all ethics-related issues across the Company are addressed and resolved by the Company's internal ethics committee or otherwise;
- ii) the Company's policies and procedures are implemented in accordance with legal compliance and the Code of Business Conduct; and
- iii) proper records are being maintained to document the Company's efforts in these areas.

Receipt of Confidential Complaints from Associates

One of the independent directors serving on the Committee shall be designated receive confidential complaints from any Company associates concerning any breach, or perception of breach of the Company's Code of Business Conduct or any other ethical issues relating to senior management or the Board of Directors. Upon receiving any such complaint, the Committee shall conduct an investigation into the matter and determine an appropriate course of action, which may include discussion of the matter with appropriate members of management or with the full Board of Directors. The Committee shall maintain the confidentiality of specific discussions held on a confidential basis and the identity of associates who confidentially report complaints.

In the event that the Committee or its designate receives any complaints relative to financial or accounting-related issues, these shall be passed on to the Board's Audit Committee and dealt with in accordance with its established procedures for the receipt, retention and treatment of complaints. Complaints received by the Committee relating to associates who are not senior management may be referred to the Company's internal ethics committee.

The Committee will not deal with cases involving personnel issues that have no ethical implications.

Committee Self-Assessment

The Committee is responsible for developing and conducting an annual self-assessment of its performance. The Committee will work with the Nomination and Governance Committee to design and coordinate the annual self-assessment in conjunction with the overall Board assessment process. The Committee shall report to the full Board on the results of its assessment each year and shall make any appropriate recommendations to further enhance the Committee's performance.

Other Matters

The Committee shall also fulfill any other responsibilities that may be assigned to the Committee by the Board from time to time.

Charter Modifications/Updating

The Committee shall review this charter regularly and may recommend to the Board from time to time any proposed changes to the charter and to any other documents related to the responsibilities of the Ethics Committee.