

ABERCROMBIE & FITCH CO.

**CHARTER OF THE
NOMINATING AND BOARD GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

(Adopted by Resolution of the Board of Directors on April 8, 2004)

PURPOSE

The purpose of the Nominating and Board Governance Committee (the “Committee”) of Abercrombie & Fitch Co. (the “Company”) is to provide oversight on the broad range of issues surrounding the composition and operation of the Board of Directors (the “Board”) of the Company, including identifying individuals qualified to become Board members, recommending to the Board director nominees for the next annual meeting of stockholders and developing and recommending to the Board a set of corporate governance principles applicable to the Company.

The Committee also has responsibility for making recommendations to the Board and the Chairman of the Board in the area of committee membership selection, including committee chairs, and overseeing the evaluation of the Board and management.

The Committee has the authority to undertake the specific duties and responsibilities set forth below and will have the authority to undertake such other duties and responsibilities as the Board may from time to time prescribe.

COMMITTEE MEMBERSHIP

The Committee shall consist of at least two members of the Board, each of whom shall (1) qualify as an “independent director” as that term is defined in the corporate governance rules of the New York Stock Exchange, Inc. (“NYSE”) and (2) satisfy any other standards of independence that may from time to time be in effect and applicable to the members of the Committee.

The members of the Committee shall be appointed by the Board. To the extent deemed appropriate by the Committee, the Committee may recommend successor members of the Committee to the Board. The members of the Committee shall serve at the discretion of the Board. The Board may fill any vacancies on the Committee and may remove a Committee member at any time, with or without cause.

DUTIES AND RESPONSIBILITIES

In furtherance of its purpose, the Committee shall have the following specific duties and responsibilities:

1. Establishing and articulating the qualifications, desired background and selection criteria for members of the Board. The Committee may consider any factors it deems appropriate, including: judgment; skill; diversity; strength of character; experience with businesses and organizations of comparable size or scope; experience as an executive of, or adviser to, a publicly traded or private company; experience and skill relative to other Board members; specialized knowledge or experience; and desirability of the candidate's membership on the Board and any committees of the Board.
2. Developing a policy with regard to the consideration of candidates for election or appointment to the Board recommended by stockholders of the Company and procedures to be followed by stockholders in submitting such recommendations, consistent with any stockholder nomination requirements set forth in the Company's Amended and Restated Bylaws and applicable laws, rules and regulations.
3. Making recommendations to the full Board concerning all nominees for Board membership, including the re-election of existing Board members and the filling of any vacancies.
4. Evaluating and making recommendations to the full Board concerning the number and responsibilities of Board committees and committee assignments.
5. Developing, recommending, and periodically reviewing, a set of written corporate governance principles applicable to the Company in accordance with the NYSE corporate governance rules.
6. Periodically reviewing and making recommendations to the Compensation Committee regarding director compensation and stock ownership.
7. Reviewing and reassessing the adequacy of this Charter and consulting with the members of the other committees of the Board in connection with the review and reassessment of their respective charters.
8. Overseeing the evaluation of the Board and management.
9. Conducting an annual performance evaluation of the Committee.

The foregoing duties and responsibilities shall be common, recurring activities of the Committee in carrying out its purpose. The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other duties and responsibilities delegated to it by the Board from time to time that are related to the purpose of the Committee.

MEETINGS

Although no minimum number of meetings is required, the Committee will endeavor to meet at least two times a year. The Committee Chair or any other member of the Committee may call a meeting of the Committee.

The Committee, in its sole discretion, may invite members of management and others to attend meetings for any purpose, including the provision of pertinent information or the implementation of the Committee's recommendations or decisions.

The Committee shall keep written minutes of its meetings. The Committee shall regularly provide the Board with a report of the Committee's activities and proceedings.

COMMITTEE RESOURCES

The Committee has the authority to form, and delegate authority in accordance with applicable laws, rules and regulations to, a sub-committee consisting of one or more Committee members, when appropriate. The decisions made pursuant to such delegated authority shall be reported to the full Committee at its next scheduled meeting.

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any search firm to be used to identify director candidates, outside counsel, whether the Company's general outside counsel or special counsel, and such other experts or consultants as it deems appropriate, without seeking additional approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

GENERAL

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Company whom the Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- Counsel, consultants or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such persons; and
- Another committee of the Board as to matters within such other committee's designated authority, which committee the Committee members reasonably believe to merit confidence.