

Phillips-Van Heusen Corporation
Nominating & Governance Committee of the Board of Directors
Charter

I. Purpose

The Nominating & Governance Committee is a Committee of the Board of Directors. It shall (1) assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders, other than the nominees designated by the holders of the Company's Series B preferred stock; (2) recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) oversee the evaluation of the Board and management; and (4) recommend to the Board director nominees for each committee.

II. Composition

The Nominating & Governance Committee shall be composed of three or more directors; provided, however, that until the date of the Company's 2006 annual meeting of stockholders, the Committee may be composed of two directors. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Nominating & Governance Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board and shall serve until the next annual organizational meeting or until their respective successors shall be duly elected and qualified; provided, however, that members of the Committee may be removed by the Board.

III. Meetings

The Nominating & Governance Committee shall meet at least once annually. The Committee may also hold any special meetings as may be called by the Chairman of the Committee, a majority of the members of the Committee or at the request of management. A quorum for any meetings shall be a majority of the members. Members of senior management and others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary.

The Chairman of the Nominating & Governance Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chairman shall include on the agenda of any meeting any appropriate matter requested by the Company's Chief Executive Officer, General Counsel or other appropriate officer. The Chairman will also cause minutes of each meeting to

be prepared and circulated to the Committee members. The Committee may meet via telephone conference calls.

The Nominating & Governance Committee shall report regularly to the Board of Directors as to its activities.

IV. Functions

1. The Nominating & Governance Committee shall seek and evaluate individuals qualified to become board members for recommendation to the Board when and as appropriate. In evaluating potential candidates, and the need for new directors, the Committee may consider such factors, including, without limitation, professional experience and business, charitable or educational background, performance, age, service on other boards of directors and years of service on the Company's Board, as the members deem appropriate.
2. The Nominating & Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority engage outside legal, accounting or other advisors as it determines to carry out its functions. The Company shall provide adequate funding for the foregoing.
0. The Nominating & Governance Committee shall oversee the evaluation of the Board of Directors and management on an annual basis.
3. The Nominating & Governance Committee shall review annually and make recommendations to the Board with respect to the compensation and benefits of directors.
4. The Nominating & Governance Committee must approve the service of any executive officer of the Company on the board of directors of any public company.
5. The Nominating & Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
0. The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate.
0. The Nominating & Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
0. The Nominating & Governance Committee shall annually review its own performance.