

**V.F. CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
CHARTER**

(Amended February 11, 2003)

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of V.F. Corporation (the “Corporation”) is to (A) make recommendations to the Board concerning the composition and structure of the Board, (B) identify individuals qualified to become Board members, (C) recommend to the Board the director nominees for the next annual meeting of shareholders and to fill any vacancies on the Board, (D) develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, and (E) make recommendations to the Board on matters of Chairman of the Board and Chief Executive Officer succession.

II. STRUCTURE

The Board shall annually designate the members of the Committee and its Chairman. The Board may fill any vacancies on the Committee. The Committee shall be composed of not less than three directors, each of whom shall be independent in accordance with any applicable requirements of the New York Stock Exchange. No action of the Committee shall be invalid or deemed beyond the authority of the Committee because of a failure of any member to meet the requirements of this paragraph.

The Secretary of the Corporation or the Secretary's designee will serve as the Secretary of the Committee.

III. MEETINGS

The Committee shall meet as often and at such times and places as determined by the Committee. A meeting may be called by any member of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting. In the absence of its Chairman, the Committee may appoint any other member of the Committee to preside at its meetings. The members of the Committee shall not have the authority to appoint another director to act in the place of an absent or disqualified member of the Committee.

A written agenda shall be prepared, when possible, for each meeting and distributed to Committee members prior to the meeting, together with any relevant background materials. Minutes of each meeting shall be prepared and distributed to the Committee. The Committee shall report on each of its proceedings to the Board at the next regular meeting of the Board.

IV. DUTIES

The Committee shall:

- (A) Consider and recommend to the Board:
 - (1) the optimum size of the Board;
 - (2) classifications and terms of office of nominees and members of the Board; and
 - (3) criteria for Board membership.
- (B) Establish procedures for identifying and attracting potential nominees for directorship who meet the criteria for Board membership;

- (C) Consider suggestions received from shareholders regarding nominees for election as directors;
- (D) Propose to the Board for election as directors in connection with the annual meeting of shareholders of the Corporation, and to fill Board vacancies, individuals who meet the criteria for Board membership;
- (E) Review continued appropriateness of Board membership of those members who retire or change the position they held when they joined the Board;
- (F) Consider and recommend to the Board a succession plan for the Chairman of the Board and Chief Executive Officer;
- (G) Recommend the functions of the various committees of the Board, and the members of the Committees;
- (H) Periodically review the charters of Board committees to ensure they reflect a commitment to effective governance;
- (I) Perform such duties and make such investigations and reports as the Board shall by resolution determine, subject to the restrictions on committee power and authority as set forth in the Corporation's By-Laws or applicable law;
- (J) Periodically review and make recommendations to the Board concerning the adoption of governance policies and principles for the Corporation;
- (K) Annually evaluate its performance and oversee the performance evaluations of the Board, Board members, and the other Committees of the Board.

V. RESOURCES AND AUTHORITY

- (A) The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms.
- (B) The Committee may form and delegate authority to subcommittees as it deems appropriate.

VI. LIMIT ON AUTHORITY

In accordance with the Corporation's By-Laws and the Pennsylvania Business Corporation Law of 1988, as amended, the Committee shall not have any power or authority as to the following:

- (A) The submission to shareholders of any action requiring approval of shareholders under the Pennsylvania Business Corporation Law of 1988;
- (B) The creation or filling of vacancies in the Board;
- (C) The adoption, amendment or repeal of the By-Laws;
- (D) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only the Board; or
- (E) The action on matters committed by the By-Laws or resolution of the Board to another committee of the Board.

VII. REVIEW OF CHARTER

The Committee shall periodically review the provisions of this Charter and recommend at that time, or at any other time, any changes to the Board.