

CHRISTOPHER & BANKS CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Statement of Purpose

The Nominating and Corporate Governance Committee is a standing committee of the Board of Directors. The purpose of the Committee is to identify individuals qualified to become members of the Board of Directors, to recommend to the Board of Directors nominees for Directors for each annual meeting of shareholders and nominees for election to fill any vacancies on the Board of Directors and to address related matters. The Committee shall also develop and recommend to the Board of Directors corporate governance principles applicable to the Company and be responsible for leading the annual review of the Board's performance.

II. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.

B. *Members.* The Committee shall be comprised of all of the outside directors of the Company who meet the independence requirements of applicable law and the listing standards of the New York Stock Exchange. The Committee shall designate a Committee Chairperson.

C. *Meetings.* The Committee shall meet at least two (2) times each year, or more frequently as circumstances require, to enable it to fulfill its responsibilities and duties as set forth herein.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall consist of a majority of the Committee members. All recommendations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only a majority of the Committee members are present, by unanimous vote). Any decision or recommendation of the Committee reduced to writing and signed by all of the members of the Committee shall be as effective as if it had been made at a meeting duly called and held.

E. *Agenda, Minutes and Reports.* The Chairperson of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The Chairperson of the Committee shall make regular reports to the Board of Directors.

F. *Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *Director Selection Criteria.* The Committee shall establish criteria for selecting new Directors, which shall reflect at a minimum any requirements of applicable law or listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure) and principles of diversity. The Committee shall define the core competencies that should be represented on the Board (e.g., accounting or finance; industry knowledge; marketing or branding expertise; leadership; strategic planning; business or management expertise) and shall consider the mix of directors and their individual skills, experiences and diverse perspectives, to ensure that the composition of the Board is appropriate to carry out its purpose.

B. *Director Recruitment.* The Committee shall consider (in consultation with the Chairman of the Board) and recruit candidates to fill positions on the Board of Directors, including vacancies resulting from the removal, resignation or retirement of any Director, an increase in the size of the Board of Directors or otherwise. The Committee shall also review any candidate recommended by the shareholders of the Company in light of the Committee's criteria for selection of new Directors. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's compliance with the independence and other qualification requirements established by the Committee.

C. *Reconsideration of Directors for Re-Election.* In connection with its annual recommendation of a slate of nominees, the Nominating and Corporate Governance Committee shall assess the contributions of those Directors selected for re-election and the attendance records of those Directors at Board and respective Committee meetings and shall at that time review its criteria for Board candidates in the context of the Board evaluation process and other perceived needs of the Board. Final approval of any candidate shall be determined by the full Board of Directors.

D. *Recommendation to Board.* The Committee shall recommend the Director nominees nomination by the Board of Directors and approval by the shareholders.

E. *Corporate Governance Policy Establishment and Review.* The Committee shall develop principles of corporate governance including, but not limited to, the establishment of a corporate code of ethics and conduct.

F. *Governance Guidelines.* The Committee shall recommend to the Board of Directors corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board of Directors and its Committees, including its oversight of management and consultations with management. The Committee shall review, as necessary or required, the desirability of a mandatory retirement age and term limits for directors and recommend policies to the Board of Directors. The Committee shall consult with its outside legal counsel with respect to the Company's compliance with the rules of the NYSE and any

other applicable requirements pertaining to corporate governance that may be in effect from time-to-time. The corporate governance guidelines shall be reviewed not less frequently than annually by the Committee, and the Committee shall make recommendations to the Board of Directors with respect to changes to the guidelines.

G. *Advice as to Committee Membership and Operations.* The Committee shall advise the Board of Directors with respect to the charters, structure and operations of the various Committees of the Board of Directors and qualifications for membership thereon, including policies for removal of members and rotation of members among other Committees of the Board of Directors. The Committee shall also make recommendations to the Board of Directors regarding which Directors should serve on the various Committees of the Board.

H. *Evaluation of Board.* The Committee shall oversee the evaluation of the Board of Directors of the Company. In discharging this responsibility, the Committee shall solicit comments from all Directors and report annually to the Board on the results of the evaluation.

I. *CEO Succession Plan.* The Committee shall regularly review and report to the Board of Directors CEO succession plans.

J. *Access to Records, Consultants and Others.* In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside consultants to advise the Committee. The Committee shall have the ultimate authority and responsibility to engage or terminate any outside consultant with respect to the identification of Director candidates and the nomination of members to the Board of Directors and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

K. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time

Dated: September 24, 2003.