

BLAIR CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Effective March 23, 2004

The Nominating and Governance Committee is appointed by the Board of Directors to discharge the Board's duties and responsibilities relating to (1) assisting the Board by identifying individuals qualified to become Board members; (2) recommending to the Board the candidates for directorships to be filled by the Board and the director nominees to be proposed for election at the annual meeting of shareholders; (3) developing and recommending to the Board a set of corporate governance principles applicable to the Company; (4) monitoring developments in corporate governance and making recommendations to the Board regarding changes in governance policies and practices; (5) reviewing the Company's management succession plans, including the succession plans for the Chief Executive Officer and other senior officers; and (6) conducting an annual evaluation of the performance of the Board and Board committees.

The Committee shall be comprised of at least three members of the Board of Directors, each of whom shall (a) meet the independence requirements of the American Stock Exchange listing standards and any other applicable laws, rules and regulations governing independence, as determined by the Board of Directors; (b) qualify as "non-employee directors" within the meaning of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended, and must meet the "outside director" requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

The members of the Committee shall be appointed annually by the Board at its April organizational meeting and shall serve until the member's successor is duly appointed or until the member's earlier resignation or removal. A Chair shall be appointed annually by the Board Chairman and shall be responsible for reporting to the full Board activities and decisions of the Committee. The Board, with or without cause, may remove a member at any time.

The Committee shall meet at least three times each year and more frequently if circumstances warrant. The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Committee may at any time retain and/or remove such outside advisors as the Committee deems appropriate to fulfill its responsibilities with the authority to approve their fees and retention terms.

The Committee shall review and evaluate annually the compliance by the Committee with this Charter.

The Committee shall also review and assess annually the adequacy of this Charter and recommend to the Board any changes to the Charter deemed advisable by the Committee.

The Committee shall have the authority to delegate power and operations to subcommittees as deemed appropriate by the Committee.

In carrying out these responsibilities, the Nominating and Governance Committee will:

1. Review and recommend to the Board policies regarding the size and composition of the Board and qualifications and criteria for Board membership.
2. In consultation with the Chairman and Chief Executive Officer, periodically review the type and amount of Board compensation for non-employee directors and committee members and, as appropriate, make recommendations to the full Board of Directors regarding such compensation. This review should encompass market survey data on director compensation and be consistent with market practice.
3. Identify individuals qualified to become Board members and recommend to the Board prospective candidates for Board membership. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include professional experience, knowledge, integrity, independence, diversity of backgrounds and the extent to which the candidate would fill a present need on the Board.
4. In consultation with the Chairman and Chief Executive Officer, review and recommend to the Board the slate of director nominees to be proposed for election at annual meetings of shareholders and candidates to fill positions on the Board that develop between annual meetings of shareholders.
5. Monitor the orientation of new directors and make recommendations for continuing education of all directors as appropriate.
6. Investigate any potential conflict of interest by a director as assigned to it by the Board.
7. Review the structure and operations of the various Board committees and qualifications for Board committee membership, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as any other factors that the Committee deems relevant.
8. Should the positions of Chairman of the Board and CEO be held jointly, recommend to the Board the appointment of a Presiding Director to preside at all non-management Director meetings of the Board, review this appointment at least annually and establish procedures for interested persons to contact the Presiding Director or the non-management Directors as a group.
9. In consultation with the Chairman of the Board, or a designated Presiding Director, recommend Board members to serve on committees of the Board and, where appropriate, make recommendations regarding removal of any member of any committee.
10. Develop and recommend to the Board a set of corporate governance principles and practices. With the assistance of corporate counsel, keep abreast of developments and requirements with regard to corporate governance and review the adequacy of the Company's corporate governance principles and practices on at least an annual basis.

11. Review, at least annually, the Company's compliance with the listing requirements of the American Stock Exchange, and report to the Board of Directors regarding the same.
12. Review and evaluate the Company's management development and succession plans on at least an annual basis and make recommendations to the Board regarding the succession plans for the Chief Executive Officer and other senior officer positions.
13. Establish and periodically review the criteria for selection of the Chief Executive Officer, as well as steps for Chief Executive Officer succession in the event of an emergency or the retirement of the Chief Executive Officer.
14. Review recommendations of the CEO as to the appointment or election of executive officers and/or proposed changes in executive officer roles and responsibilities.
15. Review and make recommendations to the Board regarding the appropriate response to shareholder proposals relating to nominations and/or corporate governance.
16. Subject to Delaware Incorporation Law, review and approve, prior to publication, the Corporation's proxy statement and form of proxy; subject to concurrent review by the applicable committees of the Compensation, Audit and Auditor's sections.
17. Review and approve, prior to publication and filing, the non-financial portions of the annual report to stockholders and the Annual Report on Form 10-K.
18. Oversee, at least annually, the evaluation of the performance of the Board and each Board Committee.