

## **DEB SHOPS, INC. Nominating Committee Charter**

This Charter has been adopted by the Board of Directors (the "Board") of DEB SHOPS, INC. (the "Company") to govern its Nominating Committee (the "Committee"), which shall have the authority, responsibility and specific powers described below.

**Purposes.** The Committee's purposes are to identify individuals qualified to become members of the Board and recommend that the Board select, the director nominees for the next annual meeting of shareholders, all in accordance with applicable laws or regulations of the Securities and Exchange Commission and other governmental authorities, applicable rules of the Nasdaq National Market ("Nasdaq") and/or any other stock exchange where the Company's securities are from time to time listed (collectively, "Applicable Requirements").

### **Goals and Responsibilities.**

- 1) The Committee shall perform its duties in a manner consistent with the criteria set forth in this Charter for selecting new directors.
- 2) The Committee shall: establish processes for developing candidates for Board membership and conducting searches for new candidates for Board membership as necessary or advisable; establish policies and procedures for the consideration of nominees for Board membership recommended by shareholders; and recommend to the Board a slate of director nominees to be elected at each annual meeting of the Company's shareholders.
- 3) The Committee shall, from time to time: evaluate the appropriate size of the Board and recommend any increase or decrease with respect thereto; evaluate the composition of the Board and recommend any changes to such composition so as to best reflect the objectives of the Company and the Board; and recommend candidates to fill vacancies or new positions on the Board, as necessary or advisable.
- 4) The Committee shall review this Charter from time to time for adequacy and recommend any changes to the Board.

**Criteria for Selecting New Directors.** The Committee, in recommending the selection of nominees for director, shall do so based on such nominee's integrity, skill, leadership ability, financial sophistication and capacity to help guide the Company, and based on such other considerations as the Committee shall deem appropriate. In addition, the Committee shall consider all Applicable Requirements with regard thereto. To the extent the Committee establishes any specific, minimum qualifications that must be met by any nominee for membership on the Board, or any specific qualities or skills any such nominee must possess, the Committee will insure that such qualifications, qualities or skills are described in the Company's proxy statement or elsewhere as mandated by Applicable Requirements.

**Committee Member Qualifications.** The members of the Committee shall satisfy any Applicable Requirements, including the "independence" requirements of Nasdaq from time to time in effect and applicable to the Company. Committee members shall be appointed and removed by the Board. A member of the Committee shall be selected by

the Board to serve as the Committee's chairperson. The Committee may delegate its authority to a subcommittee comprised solely of its members.

**Committee Size, Meetings and Reporting.** The Committee shall be comprised of at least three members and conduct at least one meeting per year, or more if deemed appropriate by its chairperson or a majority of its members. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board. The Committee shall make regular reports to the Board.

**Advisors.** The Committee, with the approval of the Board, shall have the authority to retain and terminate any search firm or other advisors it deems appropriate to be used to identify director candidates.

Adopted by the Board of Directors: February 2, 2004