

dELiA*s, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

A. PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of dELiA*s, Inc. (the “Company”) is to:

1. identify persons qualified to become members of the Board, consistent with criteria established by the Committee and approved by the Board, and recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders or the Board; and
2. oversee the evaluation of the Board and management.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine, but in no event less than two.
2. Independence. Except as otherwise permitted by the applicable rules of The NASDAQ Stock Market (“NASDAQ”) as in effect from time to time, each member of the Committee shall be an “independent director” as defined by such rules.
3. Chairperson. Unless the Board elects a Chairperson of the Committee (the “Chairperson”), the Committee shall elect a Chairperson by majority vote.
4. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such Committee, with or without cause.

C. AUTHORITY AND RESPONSIBILITIES

1. General

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.

2. Board and Committee Membership

- a. Composition of the Board. The Committee shall be responsible for reviewing the appropriate size, function and needs of the Board, developing the Board's policy involving tenure and retirement of directors and establishing specific criteria for evaluating and selecting new Board members, subject to Board approval thereof.
- b. Selection of Director Nominees. Except where the Company is legally required by contract, law or otherwise, to provide third parties with the ability to nominate directors, the Committee shall be responsible for recommending to the Board the persons to be nominated for election as directors, including any candidates recommended by management, stockholders or the Board as a whole. The Committee shall conduct

appropriate inquiries into the background and qualifications of possible candidates. The Committee shall review the independence and potential conflicts of interest of prospective directors.

- c. Criteria for Selecting Directors. The Committee shall use the criteria established by the Committee to guide its director selection process. The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for new Board members, as well as the membership of the Board as a whole and the Board committees, to ensure that the proper skills and experiences are represented on the Board and such committees and that the composition of the Board and such committees satisfies all applicable laws, rules, regulations and listing standards. The Committee shall adopt, and periodically review and revise as it deems appropriate, procedures regarding Director candidates recommended by stockholders.
- d. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee. The Committee shall keep the Company's Chief Executive Officer advised as to the general range of anticipated expenses.
- e. Selection of Committee Members. The Committee shall be responsible for recommending to the Board as to qualifications for members of Board committees, committee member appointment and removal, and appointment of committee chairs.

3. Corporate Governance

- a. Policies and Practices. The Committee shall monitor and make recommendations to the Board on other matters or Board policies and practices relating to corporate governance;
- b. Stockholder Proposals. The Committee shall review and make recommendations to the Board regarding proposals of stockholders that relate to corporate governance.

4. Related Party Transactions and Conflicts of Interest. A director's business or family relationships may occasionally give rise to that director's material personal or financial interest on a particular transaction or issue. Each director is responsible for disclosing to the Committee situations that he or she reasonably believes give rise to a potential related party transaction or conflict of interest. In addition, the Committee shall ask directors about potential related party transactions or potential conflicts of interest at least annually. The Committee shall determine on a case-by-case basis whether a conflict of interest exists. The Committee shall review and approve any "related party transactions" (as defined in Item 404 of Securities and Exchange Commission Regulation S-K).

5. Additional Powers. The Committee shall have such other duties and responsibilities as may be delegated from time to time by the Board.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities but in no event shall the Committee meet less than twice per year. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Reports to the Board. The Committee shall report regularly to the Board. All minutes of Committee meetings will be presented to the Board at each subsequent Board meeting.
3. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
4. Resources and Independent Advisors. The Committee shall have the authority to use reasonable amounts of time of the Company's internal staff and to engage independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as may be retained by the Committee from time to time.
5. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

Adopted: December 5, 2005