

ICONIX BRAND GROUP, INC.

CORPORATE GOVERNANCE/NOMINATING COMMITTEE

CHARTER

This Corporate Governance/Nominating Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of Iconix Brand Group, Inc. (the “Company”).

I. Purpose

The Corporate Governance/Nominating Committee (the “Committee”) is responsible for creating and implementing the overall corporate governance policies for the Company, and for identifying, screening, recruiting and presenting director candidates to the Board, and recommending directors for committee membership.

In addition, the Committee will supervise and make recommendations with respect to employee compensation levels and benefit plans and oversee the administration of the Company’s various stock option and incentive plans. In addition the Committee administers and approves, upon the recommendation of the Chairman of the Board of Directors and President, or other appropriate officers, the terms of employment of all officers of the Company (except the Chairman of the Board and the President) and shall recommend the terms of employment of the Chairman of the Board and President to the Board of Directors for approval.

II. Membership

- The Committee shall be comprised of that number of independent directors who qualify as “independent” under any securities regulation applicable to the Company, or under any rules or regulations adopted by a regulatory agency governing the securities exchange or other medium where the Company’s securities are traded.
- A Chair is elected by the Board, or if no such election has occurred, the Committee may designate a Chair by majority vote of the full Committee.
- The members shall serve until their resignation, retirement or removal as authorized hereunder.
- A member shall promptly notify the Committee and the Board if the member’s professional responsibilities change such that he or she may no longer be an Independent Director. If it is determined by the Chairman of the Board and the Chair of the Committee that such member should no longer serve on the Committee for failure to meet the Independent Director requirement, together they have the authority to remove that member from the Committee without a vote of the Board.

III. Meetings and Procedures

- The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.
- The Committee shall meet at least three times annually and more frequently as circumstances require.
- The Chair of the Committee or a majority of the members of the Committee may call special meetings of the Committee and/or executive sessions of the Independent Directors.
- The Chair, in consultation with other members of the Committee, shall set the length of each meeting and the agenda.
- A majority of the members of the Committee shall constitute a quorum. A quorum may pass a resolution so long as it does not conflict with the Certificate of Incorporation or By-laws of the Company.
- The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and/or provide such pertinent information as the Committee requests.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. Responsibilities and Duties

The Committee shall have the following duties and responsibilities:

A. Implement Policies Regarding Corporate Governance Matters

- Recommend to the Board policies to enhance the Board's effectiveness, including with respect to communication among Board members, the distribution of information to Board members, the size and composition of the Board, and the frequency and structure of Board meetings.
- Review function and efficacy of Board committees, including implementing policies concerning requirements for the Chair positions and Chair and member rotation.
- Oversee the determination of independence for Board members and conduct due diligence of their qualifications and background and make recommendations and implement determinations relating thereto.
- Develop and review periodically, and at least annually, the policies of the Company to ensure that they are appropriate for the Company and comply

with applicable laws, regulations and listing standards, and to recommend any desirable changes to the Board.

- Review, comment upon and adopt any modifications to the Company's current Code of Business Conduct and Ethics for directors, officers and employees.
- Review director and officer insurance needs.
- Consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

B. Evaluation of the Board and Management

- Sponsor and oversee performance evaluations for the Board as a whole, the directors individually, the Chief Executive Officer and senior members of management. Make recommendation as to appropriate actions to be taken to address performance issues.
- Require the Chief Executive Officer to present an annual report to the Committee on leadership in the Company and a succession plan.
- Make recommendations to the Board with respect to potential successors to the Chief Executive Officer.

C. Nominations: Assess Board Membership Needs and Approve Nominees

- Determine what types of skills, backgrounds and characteristics are needed to help strengthen and balance the Board.
- Approve all nominees following a majority vote of the Independent Directors and submit the names of the recommended nominees to the Board.
- Conduct background and qualifications checks respecting such persons.
- Conduct director evaluations prior to renomination for election. Consult with the Chairman of the Board as to performance issues.
- Maintain an orientation program for new directors and continuing education programs for directors.

D. Compensation Matters

- Make recommendations as to terms of employment of the Chairman of the Board and Chief Executive Officer to the Board of Directors for approval.
- Review and make recommendations to the Chief Executive Officer with respect to compensation (including salaries and incentive compensation, such as bonus awards) for corporate officers and certain other senior management positions, and approve such compensation when in excess of levels to be determined.
- Review the performance levels of the Company's executive officers.
- Make recommendations to the Board concerning the directors' compensation.
- Approve and/or recommend to the Board for approval the grant of options for the purchase of Company stock.
- Review, approve and make recommendations on the Company's policies, practices and procedures.
- Report to the Board on all of its activities.
- Prepare a report to be included in the Company's proxy statement in accordance with applicable Securities and Exchange Commission regulations.

Make such other recommendations to the Board on such matters, within the scope of its functions, as may come to its attention and which in its discretion warrant consideration by the Board.

V. Investigations and Studies; Outside Advisors

- The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's duties and responsibilities, and may retain, at the Company's expense, such experts and other professionals as it deems necessary.
- The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.