

THE DRESS BARN, INC.  
POLICIES REGARDING  
DIRECTOR NOMINATIONS,  
SHAREHOLDER COMMUNICATIONS  
AND  
ANNUAL MEETING ATTENDANCE

September, 2004

**1. Policy Regarding Director Qualifications and Skills**

In considering possible candidates for election as a director, the Nominating Committee (the “Committee”) of the Board of Directors shall take into account, in addition to such other factors as it shall deem relevant, such factors as the desirability of selecting directors who:

- are of high character and integrity;
- are accomplished in their respective fields, with superior credentials and recognition;
- have relevant expertise and experience upon which to be able to offer advice and guidance to management;
- have sufficient time available to devote to the affairs of the Corporation;
- are able to work with the other members of the Board and contribute to the success of the Corporation;
- can represent the long-term interests of the Corporation’s shareholders as a whole; and
- are selected such that the Board represents a range of backgrounds and experience.

The Committee also considers all applicable legal and regulatory requirements that govern the composition of the Board. Accordingly, (i) a majority of the Board must be comprised of independent directors (as defined by NASDAQ), (ii) at least three members of the Board must have the requisite financial literacy to serve on the Corporation’s Audit Committee, (iii) at least one member of the Board must satisfy NASDAQ’s “financial sophistication” requirement (and should also be an “audit committee financial expert” (as defined by the SEC)), and (iv) there must be a sufficient number of independent directors to ensure that the Committee, the Audit Committee and the Compensation Committee are all comprised entirely of independent directors. In addition, the Committee believes that

the Board should include the Chairman and the Chief Executive Officer of the Corporation.

## **2. Policy Regarding the Process for Identifying and Evaluating Director Nominees**

The Committee's policy is to identify potential nominees based on suggestions from the Corporation's Chairman, Chief Executive Officer, members of the Committee, other members of the Board, other executive officers, shareholders and by other means, and to evaluate such persons as a committee. In addition, from time to time, the Board may determine that it requires a director with a particular expertise or qualification and will actively recruit such a candidate.

Qualified candidates for membership on the Board will be considered without regard to race, color, creed, religion, national origin, age, gender, sexual orientation or disability. The Committee will review and evaluate each candidate's character, judgment, skills (including financial literacy), background, experience and other qualifications (without regard to whether a nominee has been recommended by the Corporation's shareholders), as well as the overall composition of the Board, and recommend to the Board for its approval the slate of directors to be nominated for election at the annual meeting of the Corporation's shareholders.

## **3. Policy Regarding Consideration of Director Candidates Nominated by Shareholders**

Shareholders may nominate director candidates for consideration by the Committee in accordance with the Corporation's By-laws. To be timely, notice of a proposed nomination must be delivered to or mailed and received at the Corporation's principal executive offices not fewer than 120 days in advance of the date on which the Corporation first mailed its proxy materials for the previous year's annual meeting of its shareholders; provided, however, that if the date of the annual meeting has changed by more than 30 days from the prior year, the nomination must be received not later than the later of (i) 120 days prior to the date of first mailing of the proxy materials for the current year or (ii) the 10th day following the day on which public disclosure of such changed meeting date was made.

Nominations should include (i) the name and address, as they appear on the Corporation's books, of the shareholder proposing the nominee, (ii) the number of shares of the Corporation that are held of record and that are beneficially owned by such shareholder, (iii) the nominee's full name, business address, residential address and principal occupation or employment, and qualifications for Board membership, (iv) the number of shares held of record and beneficially owned by the nominee, and (v) any other information relating to the nominee that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, pursuant to Regulation 14A

under the Securities Exchange Act of 1934. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected.

The Corporation will forward all nominations to the Committee for consideration. The Committee may, but will not be required to, consider nominations not properly submitted in accordance with this policy. The Committee may request further information and documentation from any proposed nominee or from any shareholder proposing a nominee. All nominees properly submitted to the Corporation (or which the Committee otherwise elects to consider) will be evaluated and considered by members of the Committee using the same criteria as nominees identified by the Committee itself.

#### **4. Policy Regarding Shareholder Communications with the Board**

The Board welcomes communications from the Corporation's shareholders. Shareholders may send communications to the Board of Directors, or to any particular director, to the following address: Corporate Counsel, The Dress Barn Inc., 30 Dunnigan Drive, Suffern, NY 10901. Shareholders should indicate clearly the director or directors to whom the communication is being sent so that each communication may be forwarded directly to the appropriate director(s).

#### **5. Policy Regarding Directors' Attendance at Annual Meetings**

The Corporation encourages, but does not require, the members of the Board to attend the Corporation's annual meeting of its shareholders.

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Each of the foregoing policies is in all respects subject and subordinate to the Corporation's certificate of incorporation and by-laws, the resolutions of the Board and the applicable provisions of the Connecticut Business Corporation Act.