

OSHKOSH B'GOSH, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Name

There shall be a committee of the Board of Directors known as the Nominating and Corporate Governance Committee (the "Committee").

2. Purposes

The purposes, powers and functions of the Committee are:

- (a) to seek out and consider individuals to serve as directors of the corporation and to recommend to the Board of Directors candidates for election to the board and to fill any vacancies that occur between annual meetings;
- (b) to make recommendations to the Board of Directors regarding the size and composition of the board, the frequency of meetings of the board, board tenure requirements including mandatory retirement age, and board committee structure and assignments;
- (c) to make recommendations to the Board of Directors regarding compensation of board members for serving on the board and on board committees;
- (d) to make recommendations to the Board of Directors regarding the board's operation, including board agenda topics, the nature of information to be provided prior to board meetings, when executive sessions of the independent board members should be held, and such other board operations matters as the Committee may from time to time deem appropriate to recommend to the board; and
- (e) to make recommendations to the Board of Directors regarding other corporate governance issues and policies, including the development and recommendation to the board of revisions to the corporation's Corporate Governance Policies and Guidelines, its Director and Executive Officer Code of Ethics and its Code of Conduct.

3. Committee Membership and Procedures

The Committee shall be comprised of at least five directors, at least two of whom shall be persons who are not officers or employees of the corporation. Committee members shall be appointed by the board, which shall designate one member of the Committee as its chair. The board shall have the power at any time to change the membership of the Committee and to fill vacancies on the Committee. Members of the Committee shall serve until their resignation, retirement, or removal by the board, or until their successors are appointed.

The Committee shall meet at least once each year and shall hold such other meetings (in person or by conference telephone) as may be called by its chair or any two members of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of all business of the Committee.

The Committee shall keep minutes of its proceedings, which shall be approved by the Committee at its next meeting. The minutes shall be available for review by the entire board, and shall be filed as permanent records with the secretary of the corporation. At the first regular meeting of the board following any meeting of the Committee, the chair of the Committee or his or her delegate shall report to the full board on the matters considered and actions taken at the last meeting of the Committee, except to the extent such matters are covered by a written report to the full board.

Except as expressly provided in this Charter, the bylaws of the corporation or the corporate governance guidelines of the corporation, the Committee shall have the power and authority to fix its own rules and procedures.

4. Committee Authority and Responsibilities

Recommend Nominees for Election or Appointment as Directors

The Committee shall recommend to the board the director nominees for inclusion in the corporation's proxy statement with respect to the next annual meeting of shareholders and persons to fill any vacancies on the board that occur between annual meeting proxy statements. In carrying out this responsibility, the Committee shall:

- A. Assist the board in developing criteria for the board in selecting nominees or appointees to the board, including such qualities as integrity, independence, diligence, experience, diversity, wisdom, educational and professional background, financial literacy and expertise, and knowledge of the corporation's business and industry, as well as the willingness and ability to devote adequate time to board and committee responsibilities;
- B. Assist the board in seeking to assure that particular talents, skills, experience and other characteristics that are needed to maintain or increase the board's effectiveness are possessed by an appropriate combination of directors;
- C. Receive and evaluate director reports regarding significant changes in job responsibilities or acceptance of director positions with additional public companies to assist the board in evaluating any potential changes in independent director status, any potential conflicts of interest, whether the additional responsibilities may create too many competing demands on the director's time, and other relevant factors;
- D. When appropriate, conduct searches for prospective board members whose skills and other attributes meet those criteria;
- E. Consider nominees submitted to the board or the Committee by shareholders, directors, and management, and recommend any desirable changes in the corporation's policies and procedures for receiving and evaluating nominations from shareholders; and
- F. Prior to recommending a nominee for election or appointment, determine that the election or appointment of the nominee as a director would be likely to further the interests of the corporation and the policies set forth in the corporate governance guidelines.

Recommend Appointments to Board Committees

The Committee, after consultation with the CEO and giving consideration to the desires of individual board members, shall recommend the directors to be appointed or reappointed by the board to

the various committees of the board. The Committee shall consider, among other factors, the desired qualifications for membership on each committee, the availability of each director to meet the time commitments required for effective membership on the particular committee, any applicable legal requirements or listing criteria, and the corporation's corporate governance policies and guidelines.

Evaluations of the Performance of the Board and its Committees

The Committee shall solicit comments from all directors and, if appropriate, from management and interested shareholders and shall report annually to the board with an assessment of the board's performance of the full board and of each of its committees. The assessment will focus on the contributions of the board or committee to the corporation, will specifically review areas in which any director and/or management suggests that a better contribution could be made, and will include recommendations that the Committee believes might assist the board and/or its committees to improve its performance and contributions.

Monitor and Evaluate Corporate Governance Policies and Guidelines, Committee Charters, and Related Bylaws

The Committee shall periodically review the corporation's corporate governance policies and guidelines, committee charters (including this Charter) and related bylaws for the purposes of:

- A. Determining whether the corporate governance policies and guidelines, committee charters and related bylaws are being effectively followed and implemented;
- B. Ensuring that the corporate governance guidelines, committee charters and related bylaws continue to be appropriate for the corporation and comply with applicable laws, regulations, listing standards and "best practices" of board performance; and
- C. Recommending to the board any desirable changes in the corporate governance policies and guidelines, committee charters and related bylaws, or in the implementation thereof.
- D. Recommending to the board any desirable changes in the corporation's process and procedures through which shareholders communicate with the board or its members.

In addition, the Committee shall consider any other corporate governance issues that may arise from time to time, and shall develop and make appropriate recommendations to the board.

Monitor and Evaluate Compliance with the Director and Executive Officer Code of Ethics and the Code of Conduct

The Committee shall monitor and review the compliance of the corporation and its officers, directors and employees with the applicable provisions of the Director and Executive Officer Code of Ethics and the Code of Conduct, and with related requirements of applicable law, regulations and listing standards. This shall include, without limitation, review and investigation of any reports of actual or potential noncompliance, whether knowingly or through inadvertence, and assistance to the board in the resolution of the matter. The Committee shall periodically recommend any desirable changes in the Director and Executive Officer Code of Ethics and the Code of Conduct.

Advise on Director Compensation

The Committee shall review annually and advise the board with respect to the corporation's director compensation practices (including compensation for service on board committees) in relation to other public companies of comparable size and within the same industry.

Orientation and Education

The Committee shall oversee the orientation and education of directors with respect to the corporation's business and financial statements, corporate governance, ethical obligations, and other appropriate subjects. Each new director shall be given an orientation with respect to his or her duties as a director, as provided in the corporate governance policies and guidelines.

Engagement of Advisors

The Committee shall have the authority to retain and terminate any search firm used to identify director candidates and shall have authority to approve such search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal or other advisors and to approve the compensation thereof. The Committee may request any officer or employee of the corporation or the corporation's outside counsel to attend any meeting of the Committee or to meet with any member of, or consultants to, the Committee.