

**AMENDED AND RESTATED
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
PACIFIC SUNWEAR OF CALIFORNIA, INC.**

1. Purpose.

The Nominating and Governance Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of Pacific Sunwear of California, Inc. (the "**Board**") to

- a. assist the Board in identifying individuals qualified to become Board members and Board committee members, and to select, or to recommend that the Board select, the director nominees for each annual meeting of shareholders and the Board committee nominees;
- b. develop and recommend to the Board corporate governance principles applicable to the Company; and
- c. take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

2. Membership.

The Committee will be comprised of three or more directors. All members of the Committee will be independent directors (as determined by the Board) under the independence requirements of the NASDAQ and applicable law. The members of the Committee will be appointed by and serve at the discretion of the Board.

3. Specific Responsibilities and Duties.

In addition to the general tasks and responsibilities noted elsewhere herein, the following are the specific functions of the Committee:

- a. **Board Composition.**
Evaluate the size and composition of the Board, develop criteria for Board membership, make recommendations to the Board on such matters as retirement age, tenure and removal of directors, and evaluate the independence of existing and prospective directors.
- b. **Candidates.**
Seek and evaluate qualified individuals to become directors. The Committee will consider director candidates recommended by shareholders of the Company. In considering possible candidates for election as a director, the Committee should be guided by the following principles:
 - i. each director should be an individual of high character and

- integrity;
 - ii. each director should be accomplished in his or her respective field, with superior credentials and recognition;
 - iii. each director should have relevant expertise and experience, and be able to offer advice and guidance to management based on that expertise and experience;
 - iv. each director should have sufficient time available to devote to the affairs of the Company;
 - v. each director should represent the long-term interests of the shareholders as a whole; and
 - vi. directors should be selected such that the Board represents a diversity of background and experience.
- c. **Committees.**
Evaluate the nature, structure and composition of other Board committees.
- d. **Governance Guidelines.**
Develop, monitor and reassess from time to time the Corporate Governance Guidelines of the Company.
- e. **Compliance Programs.**
Develop, monitor and reassess from time to time a Corporate Compliance Program, including a Code of Ethics for officers, employees and directors, and make decisions with respect to any requested changes to or waivers of such program and codes for directors or officers.
- f. **Annual Review.**
Take such steps as the Committee deems necessary or appropriate with respect to assessments of the performance of the Board, each other Board committee, and itself, at least annually.
- g. **Cooperation with the Compensation Committee.**
Work cooperatively as determined appropriate with the Compensation Committee on governance issues relating to the evaluation of the CEO's performance, development and succession.
- h. **Orientation of Directors.**
Assist with the orientation of new directors, including, if determined appropriate, designing and overseeing an orientation program for new board members and any desirable continuing education programs for existing directors.
- i. **Review Charter.**
Review and reassess the adequacy of this Charter at least annually.
- j. **Other Actions.**
Take such other actions as may be requested or required by the Board from time to time.
- k. **Recommendations; Reports.**
Make recommendations and report to the Board and other Board committees with respect to any of the foregoing matters.

4. Search Firm.

The Board delegates to the Committee the express authority in its discretion to retain a search firm to assist the Committee in identifying, screening and attracting director candidates. If the Committee decides in its discretion to retain such a firm, the Board delegates to the Committee the sole authority to retain and terminate any such firm and to approve the search firm's fees and other retention terms.

5. Meetings.

The Committee will meet with such frequency, and at such times, as its Chairperson, or a majority of the Committee, determines. A special meeting of the Committee can be called by the Chairperson and will be called promptly upon the request of any two Committee members.

6. Subcommittees.

The Committee has the power to appoint subcommittees, but no subcommittee will have any final decision making authority on behalf of the Board.

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