

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS OF AÉROPOSTALE, INC.
(As Adopted March 9, 2004)**

The Board of Directors ("Board") of Aéropostale, Inc. (the "Company") has established a Nominating and Corporate Governance Committee ("Committee") as a permanent standing committee with the authority, responsibility and specific duties described herein. This Charter of the Nominating and Governance Committee of the Board of Directors ("Charter") and the composition of the Committee are intended to comply with applicable state and federal law, including the securities laws, the rules and regulations of the Securities and Exchange Commission ("SEC"), the New York Stock Exchange ("NYSE") and the Company's bylaws.

1. Purpose and Scope

The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to the composition and quality of the Company's governing bodies. The Committee's duties and responsibilities include, without limitation, oversight of: (i) the identification of individuals qualified to become members of the Board and recommendation of Director nominees to the Board prior to each annual meeting of stockholders; (ii) the recommendation of nominees for any committee of the Board; (iii) the development and recommendation of corporate governance principles to the Board; (iv) the overseeing of the evaluation of the Board and members of the Company's management and (v) the annual assessment of the Board's and each Committee's performance.

2. Committee Composition

A. Charter. This Charter shall be reviewed and reassessed by the Committee at least annually. Any proposed changes shall be submitted to the Board for its approval.

B. Members. The Committee shall consist of no fewer than two members of the Board. The Committee shall be comprised of Directors who meet the independence requirements of the SEC, the NYSE and other applicable law. The Board will assess and determine the qualifications of the Committee members.

C. Term and Selection of Chair. The members of the Committee shall be appointed annually by the Board and the Board shall select the chair of the Committee. Committee members may be replaced by the Board.

D. Meetings. In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be held as required. Such meetings may be held in person or telephonically and may be held at such times and places as the Committee determines.

E. Quorum. A quorum at any meeting of the Committee shall consist of a majority of the members. All determinations of the Committee shall be by a majority of the members present at a meeting duly called or held, except as may be otherwise specifically provided for in this Charter. In the event that there are only two members present, and such presence constitutes a quorum, all determinations of the Committee shall be unanimous. Any decision or determination

of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

F. Agenda, Minutes and Reports. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee, and shall be distributed to the full Committee and periodically to the Board. In addition, the Committee shall make regular reports to the Board as seem useful to it from time to time, or as may be required of it by the Board.

G. Performance and Evaluation. The Committee shall evaluate its performance on an annual basis and shall establish criteria for such evaluation.

3. Committee Compensation

Committee members may receive fees for serving on the Committee as determined by the Compensation Committee and approved by the Board. Fees may be paid in cash, stock, options, or other forms ordinarily available to members of the Board. Committee members may also receive all regular benefits accorded to members of the Board generally.

4. Committee Responsibilities

A. Specific Duties and Responsibilities. The Committee shall have the following specific duties and responsibilities:

1. Nominating

- Establish criteria for the selection of nominees for members of the Board ("Candidates").
- Identify and recommend Candidates, including Candidates nominated by stockholders.
- Evaluate and recommend to the Board for nomination of candidates for election or re-election as directors.
- Assess each Candidate's qualifications and compliance with independence and any other legal requirements for Board or Committee service.
- Establish guidelines for the removal of Directors.
- Periodically review the desirability of term limits for Directors.

2. *Corporate Governance*

- Develop guidelines for corporate governance addressing, among other things, the size, composition and responsibilities of the Board and its Committees.
- Advise the Board regarding Committee charters and the need for new or modified Committees.
- Establish criteria and oversee all processes for the evaluation of the Board's and each Committee's performance.
- Oversee the development of a CEO Succession Plan - Board will receive periodic reports from management on the development of other members of senior management.

B. Access to Records, Consultants and Others. The Committee shall have the authority and responsibility to employ search firms or other consultants to assist it in performing its duties, to approve the terms of any such engagement, and to set the fees paid to any such consultant. The Committee shall have full access to any relevant records of the Company and may request that any officer or other employee of the Company or the Company's outside counsel meet with any members of, or consultants to, the Committee.

C. Retention of Search Firm. The Committee shall have the sole authority to retain and terminate any search firm that is used to identify Candidates, including sole authority to approve the search firm's fees and other retention terms.

5. **Delegation**

The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

6. **Other Delegated Responsibilities**

The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

7. **Limitation of the Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to hire Directors or senior executives of the Company or to manage the performance of those Directors or senior executive on a day to day basis. These are the responsibilities of the Company's executive management and/or the Board itself. Nor is the duty of the Committee to conduct investigations or to assure compliance with applicable laws and regulations.