

ABERCROMBIE & FITCH CO.

**CHARTER OF THE
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
OF THE BOARD OF DIRECTORS**

(Effective as of August 20, 2014)

This Charter of the Corporate Social Responsibility Committee of the Board of Directors (the “Charter”) has been adopted by the Board of Directors (the “Board”) of Abercrombie & Fitch Co. (the “Company”) in order to define the composition, purpose, responsibilities and authority of the Corporate Social Responsibility Committee (the “Committee”) of the Board.

PURPOSE

The purpose of the Committee is to provide oversight of the Company’s attention to issues of social responsibility, including diversity and inclusion, health and safety, human rights, environmental and philanthropy and the Company’s policies, practices and progress with respect to such issues.

COMMITTEE MEMBERSHIP

The Committee shall consist of at least three members of the Board. The members of the Committee shall be recommended annually by the Nominating and Board Governance Committee of the Board (the “Nominating Committee”) and appointed by the Board. The Board, upon recommendation of the Nominating Committee, may fill any vacancies in the Committee and may remove a Committee member from membership on the Committee at any time, with or without cause.

The chairperson of the Committee (the “Chair”) shall be designated by the Board (after receiving any recommendation of the Nominating Committee), provided that if the Board does not so designate a Chair, the members of the Committee, by majority vote, may designate a Chair.

DUTIES AND RESPONSIBILITIES

In furtherance of its purpose, the Committee shall have the following specific duties and responsibilities:

- A. Monitoring issues and practices relating to the Company’s corporate social responsibility on a global basis, including: health and safety matters; environmental matters; human rights matters; significant philanthropic matters and significant community relations.

- B. Reviewing the prudence of having the Company prepare and publish a “Corporate Social Responsibility” report and, in the event the Committee determines such a report is prudent, overseeing the preparation of such report.
- C. Reviewing significant lawsuits, investigations by governmental entities and other significant legal matters involving the Company or one of its affiliates that significantly affect or could significantly affect the Company’s performance, business activities or reputation as a global corporate citizen. In furtherance of the foregoing, the Company shall provide the Committee at its regularly scheduled meetings with pertinent information with respect to any lawsuits brought against the Company or one of its affiliates by the U.S. Equal Employment Opportunity Commission or any equivalent state or foreign equal employment opportunity commission or division.
- D. Monitoring significant programs and activities aimed at enhancing the Company’s global communications, crisis management, media relations and community relations.
- E. Reviewing and monitoring the support by the Company of charitable, educational and business organizations and approving any donation by the Company or one of its affiliates in excess of an amount to be determined by the Committee.
- F. When appropriate, making recommendations to the Board with respect to any of the areas that the Committee oversees, reviews, or monitors, and any other major social responsibility policies and practices of the Company.
- G. Reviewing and consulting with the Nominating Committee on any stockholder proposals that relate to social responsibility issues.
- H. Overseeing, making recommendations and evaluating the success of the Company’s diversity and inclusion policies and programs and monitoring current trends and opportunities in corporate diversity outreach.
- I. Monitoring and making recommendations to the Board with respect to the Company’s compliance with the Conflict Minerals Policy of the Company and reporting under Rule 13p-1 under the Securities Exchange Act of 1934, as amended, and Form SD of the Securities and Exchange Commission.
- J. In consultation with the Nominating Committee, annually reviewing and reassessing the adequacy of this Charter and conducting a performance evaluation of the Committee.

The foregoing duties and responsibilities shall be common, recurring activities of the Committee in carrying out its purpose. The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other duties and responsibilities delegated to it by the Board from time to time that are related to the purpose of the Committee.

MEETINGS

The Committee will meet at least two times a year. Any member of the Committee may call a meeting of the Committee. The Committee may have in attendance at its meetings such members of management of the Company and other individuals or consultants as the Committee deems necessary or desirable to provide the information the Committee needs to carry out its duties and responsibilities. A majority of the Committee members shall constitute a quorum for the transaction of business.

The Committee shall keep written minutes of its meetings through the Corporate Secretary of the Company. The Committee shall regularly provide the Board with a report of the Committee's activities and proceedings.

COMMITTEE RESOURCES

The Committee has the authority to form, and delegate authority in accordance with applicable laws, rules and regulations to, a subcommittee consisting of one or more Committee members, when appropriate. The decisions made pursuant to such delegated authority shall be reported to the full Committee at its next scheduled meeting.

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any applicable consulting firm to be used in connection with the Committee's social responsibility oversight functions; outside counsel, whether the Company's general outside counsel or special outside counsel; and such other experts or consultants as the Committee deems appropriate, without seeking additional approval of the Board or management of the Company.

GENERAL

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Company whom the Committee members reasonably believe to be reliable and competent in the matters prepared or presented;

- Counsel, consultants or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such persons; and
- Another committee of the Board as to matters within such other committee's delegated authority, which committee the Committee members reasonably believe to merit confidence.