

THE CHILDREN'S PLACE, INC.

CORPORATE RESPONSIBILITY, SUSTAINABILITY AND GOVERNANCE

COMMITTEE CHARTER

This Corporate Responsibility, Sustainability and Governance Committee Charter of The Children's Place, Inc. (the "Company") was adopted on November 10, 2022.

GENERAL

- A. Purposes.** The Corporate Responsibility, Sustainability and Governance Committee (the "CRSG Committee") shall assist the Board in fulfilling its oversight responsibilities with respect to matters concerning (i) the composition and membership of the Board and its Committees, including the identification and selection of Director nominees, (ii) the periodic evaluation of the Board, its Committees and individual Directors, (iii) the review and development of the Company's corporate governance policies, guidelines and practices, (iv) the review of the Company's approach to corporate responsibility, including matters concerning human rights and the health, safety and well-being of the Company's associates and workers in the Company's global supply chain, and (v) the review of the Company's policies, practices, initiatives and disclosures relating to environmental, social and governance (ESG) matters, not including human capital management activities that are the oversight responsibility of the Human Capital and Compensation Committee.
- B. Authority to Retain Outside Advisors; Adequate Resources.** The CRSG 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 special counsel and other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.

CORPORATE RESPONSIBILITY, GOVERNANCE AND SUSTAINABILITY COMMITTEE MEMBERSHIP

- A. Independence.** The CRSG Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be "independent" for purposes of governance committee membership in accordance with applicable listing standards of the Nasdaq Stock Market and the applicable rules of the Securities and Exchange Commission.
- B. Procedural Matters.** CRSG Committee members shall continue to be members as long as they remain Directors and until their successors as committee members are elected and qualified or until their earlier death, incapacity, resignation or removal. The Board, with or without cause, may remove any member at any time. The Chair of the CRSG Committee shall be appointed from among the CRSG Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the CRSG Committee and shall have authority to convene meetings, set agendas for meetings, and determine the CRSG Committee's information needs, except as otherwise provided by action of the CRSG Committee. In the absence of the Chair at a duly convened meeting, the CRSG Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

MEETINGS

The CRSG Committee shall meet on a regularly scheduled basis at least four times per year and additionally as circumstances dictate. The CRSG Committee shall establish its own schedule of meetings. Meetings of the CRSG Committee may be held in-person, telephonically or by videoconference. A majority of the members of the CRSG Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the CRSG Committee. The CRSG Committee shall otherwise establish its own rules of procedure.

RESPONSIBILITIES

- A. Responsibilities Calendar.** Specific responsibilities in carrying out its oversight role are delineated in the CRSG Committee Responsibilities Calendar, with the understanding that the CRSG Committee's activities may diverge as appropriate given the circumstances. On an annual basis, the Responsibilities Calendar will be reviewed, and updated as necessary to reflect changes in regulatory requirements, authoritative guidance issued by governmental regulatory agencies, and evolving oversight practices. The most recently updated Responsibilities Calendar will be considered to be an addendum to this Charter.
- B. Authority.** The CRSG Committee is authorized to carry out the activities delineated in the CRSG Committee Calendar and any other actions reasonably related to the CRSG Committee's purposes or assigned by the Board from time to time.
- C. Delegation of Responsibilities.** The CRSG Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the CRSG Committee.

ADDENDUM TO THE CORPORATE RESPONSIBILITY, SUSTAINABILITY AND GOVERNANCE COMMITTEE CHARTER

THE CHILDREN’S PLACE, INC.

CORPORATE RESPONSIBILITY, SUSTAINABILITY AND GOVERNANCE COMMITTEE

RESPONSIBILITIES CALENDAR

Key: ● = when performed

	Responsibility	Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
a)	Board/Director Evaluation and Skills Mapping					
1)	Annually evaluate the performance and effectiveness of the Board and its Committees in a manner that serves the interest of the Company’s shareholders and other stakeholders. Annually evaluate the performance and effectiveness of individual Directors; discuss this evaluation with each Director as appropriate.	●				
2)	Annually evaluate and map the skills sets and experience of each Director against the Company’s strategic and business needs; identify any gaps in skillsets and experience.	●				
b)	Refreshment and Succession Planning/Nomination Process					
1)	Before recommending an incumbent, replacement or additional Director for nomination, review his or her qualifications and skill sets, including experience and capability, strategic fit, diversity, availability to serve, conflicts of interest and other relevant factors.					●
2)	Assist in identifying, interviewing and recruiting candidates for the Board in furtherance of the responsibility set forth in item (b)(1) above.					●
3)	Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders, and for appointment to the Committees of the Board (including this Committee) and as the Chair of such Committees. Review and consider shareholder recommended candidates for nomination to the Board.	●				
c)	Corporate Governance Matters					
1)	Review of, and develop recommendations for appropriate revisions to, the Company’s corporate governance framework, including its Certificate of Incorporation, Bylaws, Code of Business Conduct, Anti-			●	●	●

	Responsibility	Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
	Corruption Policy, Corporate Governance Guidelines, Insider Trading and Section 16(a) Compliance Policies, and Related Party Transaction Policy.					
2)	Monitor compliance with the guidelines and policies listed in item (c)(1) above.					●
3)	Review new and existing related party transactions.	●				●
d)	Corporate Responsibility and Sustainability Matters					
1)	Review the Company's environmental, social and governance (ESG) policies and practices.	●		●		
2)	Review the goals set by management for ESG initiatives and the progress being made toward achieving those goals, including reporting and grading.	●		●		
3)	Review new ESG initiatives proposed by management and the Company's "roadmap" setting forth the timing and responsibility for such initiatives.	●		●		
4)	Review benchmarking data setting forth the Company's ESG initiatives and performance, and the same for relevant peers (competitive landscape analysis).	●				
5)	Review and assess environmental, social and governance responsibility risks faced by the Company in its operations, and the Company's processes to mitigate such risks.			●		
6)	Review and discuss with management, and the Audit Committee, as appropriate, public disclosures involving ESG matters, including in the Company's annual report and proxy statement, disclosures posted on the Company's corporate website, and any corporate responsibility or sustainability report(s) published by the Company, including its annual ESG report. ¹	●		●		●
e)	Other Responsibilities					
1)	Review and make recommendations about changes to the charter of this Committee.			●		
2)	Review and make recommendations about changes to the charters of other Board Committees.				●	
3)	Report regularly to the Board on this Committee's activities, and maintain minutes or other records of Committee meetings and activities.	●		●	●	●
4)	In conjunction with the Human Capital and Compensation Committee and Company senior management, conduct appropriate shareholder	●			●	●

¹ The CRS&G Committee will review the annual ESG report with the full BOD during Q2, prior to publication.

		Meetings Held During:				
	Responsibility	Q1	Q2	Q3	Q4	As Req'd
	engagement activities.					