

THE CHILDREN'S PLACE, INC.
AMENDED AND RESTATED
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

This Amended and Restated Nominating and Corporate Governance Committee Charter of The Children's Place, Inc. (the "Company") was adopted on February 12, 2019.

GENERAL

- A. Purposes.** The Nominating and Corporate Governance Committee shall provide oversight to the Board with respect to matters relating to the composition and membership of the Board and the Board's governance responsibilities.
- B. Authority to Retain Outside Advisors; Adequate Resources.** The Nominating and Corporate Governance Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE MEMBERSHIP

- A. Independence.** The Nominating and Corporate Governance 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 nominating and corporate governance committee membership in accordance with applicable listing standards of the Nasdaq Stock Market and the applicable rules of the Securities and Exchange Commission (the "SEC").
- B. Procedural Matters.** Nominating and Corporate Governance 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 Chairman of the Nominating and Corporate Governance Committee shall be appointed from among the Nominating and Corporate Governance Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Nominating and Corporate Governance Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Nominating and Corporate Governance Committee's information needs, except as otherwise provided by action of the Nominating and Corporate Governance Committee. In the absence of the Chairman at a duly convened meeting, the Nominating and Corporate Governance Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

MEETINGS

The Nominating and Corporate Governance Committee shall meet on a regularly scheduled basis at least three times per year and additionally as circumstances dictate. The Nominating and Corporate Governance Committee shall establish its own schedule of meetings. Meetings of the Nominating and Corporate Governance Committee may be held telephonically. A majority of the members of the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall otherwise establish its own rules of procedure.

RESPONSIBILITIES

- A. Responsibilities Calendar.** The Committee's specific responsibilities in carrying out its oversight role are delineated in the Nominating and Corporate Governance Committee Responsibilities Calendar, with the understanding that the Nominating and Corporate Governance 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, and evolving oversight practices. The most recently updated Responsibilities Calendar will be considered to be an addendum to this Charter.
- B. Authority.** The Nominating and Corporate Governance Committee is authorized to carry out these activities and other actions reasonably related to the Nominating and Corporate Governance Committee's purposes or assigned by the Board from time to time.
- C. Delegation of Responsibilities.** The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee.

ADDENDUM TO THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

THE CHILDREN’S PLACE, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

RESPONSIBILITIES CALENDAR

Key: ● = when performed

	Responsibility	Meetings Held During:			
		Q1	Q3	Q4	As Req’d
a)	Board/Director Evaluation and Skills Mapping				
1)	Annually evaluate and report to the Board on the performance and effectiveness of the Board in a manner that serves the interest of the Company’s shareholders. Annually evaluate the performance and effectiveness of individual directors; discuss this evaluation with each director as appropriate. Annually evaluate and map the skills sets and experience of each director against the Company’s strategic and business needs.	●			
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, 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)	Develop and periodically review and recommend to the Board appropriate revisions to the Company’s corporate governance framework, including its Certificate of Incorporation, Bylaws, Code of Business Conduct, Anti-Corruption Policy, Corporate Governance Guidelines, Insider Trading and Section 16(a) Compliance Policies, and Related Party Transaction Policy.		●	●	●

		Meetings Held During:			
Responsibility		Q1	Q3	Q4	As Req'd
2)	Monitor compliance with the Guidelines and Policies listed in item (c)(1) above.	●	●	●	●
3)	Review new and existing related party transactions.	●			●
d)	Other Responsibilities				
1)	Regularly review and make recommendations about changes to the charter of the Nominating and Corporate Governance Committee.		●		●
2)	Regularly review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee chairs.			●	●
3)	Report regularly to the Board on Nominating and Corporate Governance Committee findings and recommendations, and maintain minutes or other records of Committee meetings and activities.	●		●	●
4)	In conjunction with the Compensation Committee, conduct appropriate shareholder outreach activities.				●