

THE CHILDREN'S PLACE, INC.

HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

This Human Capital and Compensation Committee Charter of The Children's Place, Inc. (the "Company") was adopted November 10, 2022.

GENERAL

- A. Purposes.** The Human Capital and Compensation Committee (the "HCC Committee") shall (i) oversee the development, implementation and effectiveness of the Company's policies, practices, initiatives and disclosures related to its human capital management activities, including policies and processes related to the recruitment, development, retention, incentivization and appraisal of management resources and talent management, (ii) oversee the development, implementation and effectiveness of the Company's policies, practices, initiatives and disclosures related to other human capital management activities, specifically workforce diversity, equity and inclusion, (iii) determine the compensation of the Company's executive officers to ensure alignment with the Company's strategy and performance and assist the Board in determining the compensation of the Chief Executive Officer and of independent Directors, (iv) review and adopt policies that govern the Company's compensation and benefit programs and plans, including incentive compensation plans, (v) review and assess the Company's processes to manage and mitigate risk, if any, arising from the Company's compensation plans, human capital management activities, and related policies and practices, (vi) review and assess the Company's plans for executive officer (including CEO) succession, and (vii) fulfill the responsibilities set forth in this Charter and as may be delegated to this Committee by the Board.
- B. Authority to Retain Outside Advisors; Adequate Resources.** The HCC 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 human capital and compensation consultants, special counsel and other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. In selecting and retaining such consultants, counsel and experts the HCC Committee shall review and consider the independence factors enumerated by the applicable listing standards of the Nasdaq Stock Market and the applicable rules of the Securities and Exchange Commission (the "SEC"), including Rule 10C under the Securities Exchange Act of 1934 (the "Exchange Act").

HUMAN CAPITAL AND COMPENSATION COMMITTEE MEMBERSHIP

- A. Independence.** The HCC Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined (i) to be "independent" for purposes of compensation committee membership in accordance with applicable listing standards of the Nasdaq Stock Market and with the applicable rules of the Securities and Exchange Commission, including Rule 10C under the Securities Exchange Act of 1934 (the "Exchange Act"), (ii) to be a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act, and (iii) to the extent relevant, be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code.

- B. Procedural Matters.** HCC 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 HCC Committee shall be appointed from among the HCC Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the HCC Committee, and shall have authority to convene meetings, set agendas for meetings, and determine the HCC Committee's information needs, except as otherwise provided by action of the HCC Committee. In the absence of the Chair at a duly convened meeting, the HCC Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

MEETINGS

The HCC Committee shall meet on a regularly scheduled basis at least four times per year and additionally as circumstances dictate. The HCC Committee shall establish its own schedule of meetings. Meetings of the HCC Committee may be held in-person, telephonically or by videoconference. A majority of the members of the HCC 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 HCC Committee. The HCC 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 HCC Committee Responsibilities Calendar, with the understanding that the HCC 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 HCC Committee is authorized to carry out the activities delineated in the HCC Committee Responsibilities Calendar and any other actions reasonably related to the HCC Committee's purposes or assigned by the Board from time to time.
- C. Delegation of Responsibilities.** The HCC Committee may form and delegate any of its responsibilities to (i) a subcommittee so long as such subcommittee is solely comprised of one or more members of the HCC Committee and (ii) committees of officers of the Company designated by the HCC Committee so long as the duties and responsibilities of such committees of officers are established by the HCC Committee.

ADDENDUM TO THE HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

THE CHILDREN’S PLACE, INC.

HUMAN CAPITAL AND COMPENSATION COMMITTEE RESPONSIBILITIES CALENDAR

Key: ● = when performed

	Responsibility	Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
a)	Human Capital Management					
1)	Monitor and evaluate matters related to the Company’s human capital management policies, practices, initiatives and disclosures (excluding supply chain policies and practices, which are overseen by the Corporate Responsibility, Sustainability and Governance Committee):					
	A) Review and assess information concerning management plans to attract, develop, retain, incentivize and appraise management talent in a manner that fosters high financial and operational performance without creating excessive risk.				●	●
	B) Review and assess information concerning the promotion of diversity, equity and inclusion within management and the broader workforce.	●		●		●
	C) Review and assess information concerning the Company’s succession planning activities, including with respect to the CEO and other officers.					●
	D) Review and assess information concerning workforce demographics, including regarding tenure, turnover, promotions and hires, and gender and diversity demographics and pay analyses.			●		●
	E) Review and assess information concerning corporate, distribution center, field and store compensation levels, plans and programs (changes as needed).					●
	F) Review the goals set by management for ESG initiatives and the progress being made toward achieving those goals, including reporting and grading.	●		●		
2)	Review benchmarking data prepared by management and third parties concerning the Company’s human capital, including diversity, equity and inclusion, initiatives and performance and the same for relevant peers.	●				●
3)	Review and discuss with management and the Audit Committee, as appropriate, the Company’s public disclosures involving human capital management matters, including diversity, equity and inclusion, in the Company’s annual report and proxy statement, disclosures posted on the Company’s corporate website, and other reports or information published by the Company, including its annual ESG report. ¹	●				●

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

	Responsibility	Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
b)	Board Compensation					
1)	Review the compensation paid to non-employee Directors and relevant benchmarking data prepared by management and third parties, and make recommendations to the Board for any adjustments. No member of the HCC Committee will act to fix his or her own compensation except for uniform compensation to Directors for their service as Directors.			●		
c)	Chief Executive Officer Compensation					
1)	Assist the Board in establishing annual goals and objectives for the Chief Executive Officer.	●				
2)	In conjunction with other independent members of the Board, assess the performance of the Chief Executive Officer, and recommend compensation of the Chief Executive Officer to the other independent members of the Board for approval. The Chief Executive Officer may not be present during deliberations or voting concerning the Chief Executive Officer's compensation.	●				
d)	Other Executive Officer Compensation					
1)	Oversee an evaluation of the performance of the Company's executive officers and approve the annual compensation, including salary, bonus, incentive and equity compensation, and perquisites, for the executive officers.	●				
2)	Review and approve compensation packages for new executive officers and termination packages for executive officers.					●
3)	Annually review the Company's proxy peer group for purposes of executive compensation and benefits practices relative to peer and market practices.			●		
4)	Review and approve the annual salary merit increase budget for executive officers.	●				
5)	Review and approve executive officer salaries, annual bonuses, and annual and other equity grants.	●				●
e)	Executive Compensation Generally					
1)	Review trends in contemporary executive compensation with the compensation consultant to ensure consideration is given to best practice when designing and administering executive compensation programs.			●		
2)	Review the structure and competitiveness of the Company's executive compensation programs considering the following factors: (i) attraction and retention; (ii) the motivation of executive officers to achieve and exceed the Company's strategic goals and business objectives; (iii) the alignment of the interests of executives with the long-term interests of the Company's shareholders; and (iv) benchmarking data.				●	

	Responsibility	Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
f)	General Human Capital Oversight					
1)	Monitor and evaluate human capital matters:					
	A) Review the Company's overall human capital management and compensation philosophies, and review of significant issues affecting human capital management and compensation philosophies and policies.				●	●
	B) Based upon information provided by management and the Committee's consultants, review and assess the Company's processes to evaluate whether the human capital management and/or compensation arrangements, practices and/or plan designs incentivize unnecessary and excessive risk taking; review the Company's processes to manage and mitigate any such risks.				●	●
	C) Review policies, including clawback provisions, regarding Chief Executive Officer and other executive compensation.	●				●
g)	Equity and Other Benefit Plan Oversight					
1)	Serve as the "Committee" established to administer the Company's annual bonus, equity-based and employee benefit plans, including but not limited to any Company incentive compensation plans, and perform the duties of the Committee under those plans. The HCC Committee may, as it deems appropriate, delegate those responsibilities to a Committee of Officers for purposes of awarding equity and cash awards to associates below the Senior Vice President level. Such duties shall include:					●
	A) Approve adoption of, or any material amendment of, any tax qualified, non-discriminatory employee benefit plan, or parallel nonqualified employee benefit plan pursuant to which a director, officer, employee or consultant will receive benefits.					●
	B) Approve issuances under any equity or other similar plan pursuant to which a person may acquire Company stock.					●
	C) Receive Committee of Officers report on actions taken by the Committee of Officers.	●	●	●	●	
	D) In conjunction with the Audit Committee, establish, and review and approve the achievement of, performance metrics for the purposes of the Company's annual cash bonus plan and long-term, equity-based incentive plan.	●				
	E) Establish bonus ranges for executive officers for the purpose of the Company's annual cash bonus plan.	●				
	F) Set Thresholds, Targets and Maximums for purposes of performance-based equity awards.	●				
	G) Establish and review stock ownership guidelines for the Company's non-employee Directors, Chief Executive Officer and other executives, and monitor compliance with such guidelines.			●		
	H) Review anti-hedging/pledging policies for common stock held by management and directors.			●		

	Responsibility	Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
2)	Appoint and remove plan administrators and a committee of officers for the Company's 401(k) plan and deferred compensation plan.					●
h)	Consultant Oversight					
1)	Retain and terminate compensation and other consultants and legal and other advisors that advise the HCC Committee, as it deems appropriate, including approval and periodic review of the consultants' and advisors' fees and other retention terms. Such fees and any other ordinary administrative expenses of the HCC Committee are to be funded by the Company.	●				●
2)	Ensure that consultants and other advisors retained by the HCC Committee are independent within the meaning of the applicable rules under the Exchange Act and the applicable listing standards of the Nasdaq Stock Market.	●				●
3)	Review and assess the work and performance of consultants and legal advisors retained by the HCC Committee.	●				●
i)	Disclosure					
1)	Discuss with management the Company's Compensation Discussion and Analysis ("CD&A") for the Company's proxy statement; based on the review and discussion, recommend to the Board that the CD&A be included in the Company's annual report or proxy statement; and produce an annual report of the HCC Committee on executive compensation for the Company's annual proxy statement in compliance with and to the extent required by the SEC.	●				
2)	As appropriate, review and discuss with management any further disclosures related to executive compensation and human capital management not contained in the CD&A, but provided elsewhere in the Company's annual report or proxy statement, as applicable.	●				●
3)	Consider the results of the most recent "Say on Pay" vote in connection with the HCC Committee's ongoing determinations and recommendations regarding executive compensation policies and practice.		●			●
j)	Other Responsibilities					
1)	Review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the HCC Committee deems appropriate.			●		●
2)	Report regularly to the Board on HCC Committee activities, and maintain minutes or other records of Committee meetings and activities.	●	●	●	●	●
3)	In conjunction with the Corporate Responsibility, Sustainability and Governance Committee and Company senior management, conduct appropriate shareholder engagement activities.	●			●	●