

## **ABERCROMBIE & FITCH CO.**

### **CORPORATE GOVERNANCE GUIDELINES**

**(Effective as of April 20, 2015)**

The Board of Directors (the “Board”) of Abercrombie & Fitch Co. (the “Company”) has adopted these Corporate Governance Guidelines (the “Guidelines”) to promote the effective functioning of the Board and its committees, to reflect the Company’s commitment to the highest standards of corporate governance and to assist the Board in the exercise of its responsibilities. These Guidelines should be interpreted in accordance with any applicable legal requirements, including those imposed by federal or state laws or regulations, the New York Stock Exchange (the “NYSE”) and the Company’s organizational documents.

The Nominating and Board Governance Committee of the Board (the “Nominating Committee”) is responsible for reviewing and recommending to the Board appropriate changes to these Guidelines to reflect changes in legal or regulatory requirements, evolving governance practices and the Board’s policies and procedures. The Nominating Committee also oversees the implementation of the Guidelines by the Board and management of the Company. These Guidelines are posted on the Company’s Internet website:

<http://www.abercrombie.com/anf/investors/investorrelations.html> under “Corporate Governance.”

#### **I. Director Qualifications and Board Composition**

##### ***Election and Selection of Directors***

Except as discussed below with respect to vacancies, the directors are elected by the Company’s stockholders at the Annual Meeting of Stockholders. Nominations for the election of directors at the Company’s Annual Meeting of Stockholders may be made by the Board or by any stockholder entitled to vote in the election of directors at the applicable Annual Meeting of Stockholders, in accordance with the Company’s Amended and Restated Bylaws (the “Bylaws”).

The Nominating Committee shall be responsible for identifying and recommending to the Board qualified nominees for election at the Company’s Annual Meeting of Stockholders. The Board, taking into account the recommendations of the Nominating Committee, shall be responsible for the final selection of the Board’s nominees for election at the Company’s Annual Meeting of Stockholders.

The Nominating Committee shall also be responsible for identifying and recommending to the Board qualified individuals for the filling of any Board vacancies. The Board, taking into account the recommendation of the Nominating Committee, shall select the individual to fill any vacancy in an existing directorship or a newly-created directorship.

The Nominating Committee will consider candidates recommended by stockholders of the Company. In considering candidates recommended by stockholders, the Nominating

Committee will take into consideration the needs of the Board and the qualifications of each candidate. The Nominating Committee may establish procedures, from time to time, regarding stockholder recommendation of candidates.

The Board delegates the process of screening director candidates to the Nominating Committee, which may solicit advice from other members of the Board. The Nominating Committee shall seek advice from the Company Chairman, who shall be the Chairman of the Board, if the Chairman of the Board is not also the Chief Executive Officer (the “CEO”), or the Lead Independent Director, if the Chairman of the Board is also the CEO, and the CEO regarding director candidates.

In identifying and selecting a nominee, the Board and the Nominating Committee shall consider (i) the nominee’s independence, judgment, strength of character, ethics and integrity; (ii) the nominee’s business or other relevant experience and skills and knowledge useful to the oversight of the Company’s business; (iii) the Company’s strong commitment to diversity and inclusion at all levels of the Company; and (iv) such other factors as they conclude are appropriate in light of the needs of the Board. The Board and the Nominating Committee shall also consider whether a potential nominee has the ability to devote sufficient time to carry out his or her responsibilities as a director in light of such potential nominee’s occupation and the number of boards of directors of other public companies on which he or she serves.

The Board as a whole should have competency in the following areas: (i) audit, accounting and finance; (ii) business judgment; (iii) management; (iv) industry knowledge; (v) leadership; and (vi) strategy/vision.

### ***Independence***

A majority of the directors of the Company shall meet the criteria for independence required by the applicable sections of the NYSE Listed Company Manual (the “NYSE Rules”) and any other applicable laws, rules and regulations. The Board shall review annually the relationship(s) that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Relationships may include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others. Following each annual review, only those directors who the Board affirmatively determines have no material relationship with the Company will be considered independent directors, subject to any additional qualifications prescribed under the applicable NYSE Rules or other applicable laws, rules or regulations. The basis for any determination that a relationship is not material shall be disclosed in accordance with applicable rules and regulations (the “SEC Rules”) of the Securities and Exchange Commission (the “SEC”) and applicable NYSE Rules.

The Board shall also monitor its compliance with applicable NYSE Rules and all other applicable laws, rules and regulations relating to the independence of directors on an on-going basis. Each independent director shall notify the Chair of the Nominating Committee, as soon as practicable, in the event his or her circumstances change in a manner that may affect the Board’s evaluation of his or her independence.

***Company Chairman*** (If the Chairman of the Board is not also the CEO)

The Company Chairman shall be selected from one of the independent members of the Board. The Company Chairman shall serve at the discretion of the independent directors, and shall be elected annually by a majority of the independent directors. If, at any time, the incumbent Company Chairman is unable or unwilling to continue to serve as the Company Chairman (or, in connection with any meeting, is absent or otherwise unable to perform the duties of the Company Chairman at such meeting), then the most senior independent director (based on length of service on the Board) shall fulfill the duties and responsibilities of the Company Chairman until such time as the independent directors have elected a successor Company Chairman. In addition, the independent directors, by majority vote acting, may for any reason replace the incumbent Company Chairman with a successor Company Chairman.

The Board has determined that the Company Chairman should have the following specific duties and responsibilities:

- calling and presiding over all meetings of the Board, having set in advance the agenda which should take into account all issues and concerns of all Board members;
- presiding over executive sessions of the independent directors, without management present, and facilitating productive and focused discussions;
- organizing Board discussion items and workflow;
- establishing procedures to govern the Board’s work, including the annual schedule of the Board;
- establishing agendas for all Board meetings, in collaboration with the CEO;
- consulting with all directors concerning Board agendas and information provided to the Board;
- overseeing the distribution of information to directors to enable the Board’s monitoring of the Company’s performance and the performance of management of the Company;
- promoting effective communications between the Board and management of the Company on developments occurring between Board meetings;
- working with the Chair of the Nominating Committee with respect to recruitment, selection and orientation of new Board members and Board committee composition;
- leading the Board’s review of the succession plan for the CEO and other key senior executives;
- discussing the Company’s executive compensation program with the Company’s large institutional stockholders, including input and advice from the Chair of the Compensation and Organization Committee of the Board (the “Compensation and Organization Committee”) and the Compensation and Organization Committee’s independent consultant, and reporting any feedback to the Compensation and Organization Committee;
- coordinating the Board’s self-assessment and evaluation process and ensuring that Board members continually update their skills and knowledge required to fulfill their roles on the Board and on Board committees;

- performing such other duties as the Board may from time to time delegate;
- coordinating periodic Board input and review of management’s strategic plan for the Company;
- facilitating the communication between and among the independent directors and management;
- briefing the CEO on issues and concerns arising in the executive sessions of the independent directors;
- coordinating and chairing the annual Board performance review of the CEO and communicating the results to the CEO;
- providing strategic advice to the CEO on operational and financial matters, as necessary;
- presiding over annual and special meetings of the stockholders of the Company;
- facilitating communications with investors on Wall Street, in collaboration with the CEO;
- ensuring that the views of major investors are communicated to the Board, in collaboration with the CEO; and
- being available for consultation and direct communication with the Company’s stockholders.

***Lead Independent Director*** (If the Chairman of the Board is also the CEO)

If the Chairman of the Board is also the CEO of the Company, a Lead Independent Director shall be selected from one of the independent members of the Board. The Lead Independent Director shall serve at the discretion of the independent directors, and shall be elected annually by a majority of the independent directors. If, at any time, the incumbent Lead Independent Director is unable or unwilling to continue to serve as the Lead Independent Director (or, in connection with any meeting, is absent or otherwise unable to perform the duties of the Lead Independent Director at such meeting), then the most senior independent director (based on length of service on the Board) shall fulfill the duties and responsibilities of the Lead Independent Director until such time as the independent directors have elected a successor Lead Independent Director. In addition, the independent directors, by majority vote acting in executive session, may for any reason replace the incumbent Lead Independent Director with a successor Lead Independent Director.

The Board has determined that the Lead Independent Director should have the following specific duties and responsibilities:

- consulting with the Chairman of the Board with respect to appropriate agenda items for meetings of the Board and the standing committees of the Board, and approving such agendas;
- discussing with the chairs of the standing committees of the Board their activities and endeavoring, consistent with the charters of the various standing committees, to coordinate activities among the standing committees;
- in consultation with the non-associate directors, advising the Chairman of the Board as to an appropriate schedule of Board meetings and approving such schedule;

- calling executive sessions or meetings of the independent directors or the non-associate directors when necessary and appropriate;
- presiding at all meetings at which the Chairman of the Board is not present including executive sessions of the independent directors or the non-associate directors and, if appropriate, apprising the Chairman of the Board of the issues considered;
- serving as a liaison between the Chairman of the Board and the independent directors (or the non-associate directors, if appropriate);
- approving the retention of outside advisors and consultants who report directly to the Board on critical issues;
- being available for consultation and direct communication with the Company's stockholders; and
- performing such other duties as the Board may from time to time delegate.

### ***Board Size and Classification***

Until changed by the directors or the stockholders of the Company in accordance with the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") and the Company's Bylaws, the Board shall consist of a number of directors not less than four (4) nor more than thirteen (13), with the exact number of directors to be the number set from time to time by resolution adopted by the affirmative vote of a majority of the whole Board (i.e., the total number of directors which the Company would have if there were no vacancies). The Board shall periodically assess the size of the Board to ensure that it is neither too small to maintain the requisite expertise nor too large to be functional.

The Board shall consist of one class of directors, pursuant to the provisions of the Certificate of Incorporation.

### ***Term/Age Limits***

The Board does not believe it is advisable to establish arbitrary term limits on directors' service. As part of its responsibilities, the Nominating Committee shall evaluate each incumbent director's qualifications, performance and ability to continue to contribute productively before recommending the nomination of that director for an additional term. The Board's self-evaluation process described below is also an important determinant of director tenure.

No director shall be nominated by the Board to stand for election or re-election after reaching age 75; provided, however, that the Board may nominate such director for election or re-election if the Board believes that such director's service on the Board is in the best interests of the Company and its stockholders.

### ***Limitation on Board Service***

No member of the Board shall simultaneously serve on the boards of directors of more than three public companies other than the Company unless the Nominating Committee has recommended to the Board and the Board has determined that the aggregate number of directorships held by such director would not interfere with his or her ability to carry out his or her responsibilities as a director of the Company. A director shall notify the Company Chairman

or the Lead Independent Director, if applicable, prior to becoming a director of another public company in order to avoid potential conflicts of interest and to allow the Board to address whether the aggregate number of directorships held by such director would interfere with his or her ability to carry out his or her responsibilities as a director of the Company. In the event that the Board determines that the additional directorship constitutes a conflict of interest or interferes with such director's ability to carry out his or her responsibilities as a director of the Company, such director, upon the request of the Board, shall either offer his or her resignation as a member of the Board or not accept the other directorship.

In addition, in recognition of the enhanced time commitments associated with membership on a public company's audit committee, the Board has adopted a policy that no member of the Audit and Finance Committee of the Board (the "Audit Committee") may serve simultaneously on the audit committees of more than two public companies other than the Company, unless a waiver of this requirement is affirmatively granted by the Board, based upon the Board's affirmative determination that the Audit Committee member's simultaneous service on more than three public company audit committees (including that of the Company) would not impair the ability of such member to effectively serve on the Company's Audit Committee.

### ***Majority Voting; Resignation***

A director who fails to receive the required number of votes for re-election in accordance with the Bylaws of the Company shall offer to resign. In addition, the director whose resignation is under consideration shall abstain from participating in any decision regarding that resignation. The Nominating Committee and the Board will evaluate any such resignation in light of the best interests of the Company and its stockholders in determining whether to accept or reject the resignation, or whether other action should be taken, and may consider any factors they deem relevant in making such determination. The Board shall publicly disclose its decision regarding the resignation within ninety (90) days after the results of the election are certified. If the resignation is not accepted, the director will continue to serve until the next Annual Meeting of Stockholders and until the director's successor is elected and qualified, or until the director's death, resignation or removal.

If the Board decides to accept the director's resignation, the Nominating Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board.

In determining whom to recommend as a candidate to the Board for election or re-election as a director, the Nominating Committee shall consider, among the other factors it considers, whether the candidate has agreed to tender, following the Annual Meeting of Stockholders at which such director is elected or re-elected as a director, an irrevocable resignation that will be effective upon (i) the failure to receive the required vote at the next Annual Meeting of Stockholders at which such director is nominated for re-election and (ii) Board acceptance of such resignation. In addition, the Nominating Committee shall consider, among other factors it considers with respect to candidates for vacancies and new directorships, whether such candidates have agreed to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with these Guidelines.

### ***Directors Who Substantially Change Their Present Job Responsibility***

A director shall inform the Company Chairman or the Lead Independent Director, if applicable, and the Chair of the Nominating Committee as promptly as feasible, in advance, if the director is contemplating a change in employment, membership on another public company board of directors, or any other board membership or any other change in status or circumstances that might cause the Board to conclude that the director is no longer independent, is no longer qualified to serve on the Board or might not be able to continue to serve effectively or that such service otherwise is no longer appropriate. Such prior notice is intended to permit management of the Company to conduct a preliminary analysis of the potential impact of that change on the director's independence and/or service, and for the Company Chairman or the Lead Independent Director, if applicable, and the Chair of the Nominating Committee to consider that analysis and, as appropriate, to consult with the director before the director commits to such a change. If the determination is made that the potential change constitutes a conflict of interest or interferes with such director's ability to carry out his or her responsibilities as director of the Company, such director shall immediately submit a letter of resignation or not proceed with the potential change.

If sufficient prior notice cannot be given, the director shall immediately submit a letter of resignation to the Company Chairman or the Lead Independent Director, if applicable, and the Chair of the Nominating Committee. Upon receipt of such letter of resignation, the Company Chairman or the Lead Independent Director, if applicable, and the Chair of the Nominating Committee will duly consider the matter and make a timely recommendation to the Board of the appropriate action, if any, to be taken with respect to the resignation.

## **II. Board Responsibilities and Operation**

### ***Basic Responsibility***

In accordance with the Bylaws and Delaware law, the business and affairs of the Company are managed by, and under the direction of, the Board which serves as the ultimate decision-making body of the Company, except for those matters reserved to (or shared with) the stockholders. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders.

The Company's business is conducted by its officers and associates under the direction of the CEO and the oversight of the Board. The Board is elected by the stockholders of the Company to oversee management and to ensure that the long-term interests of the stockholders are being served. The directors shall, as appropriate, take into consideration the interests of other stakeholders, including associates, customers and the members of the communities in which the Company operates.

### ***Code of Business Conduct and Ethics***

The Board believes that in order to oversee the successful perpetuation of the Company's business, the Board should set policies (the "Code of Business Conduct and Ethics") regarding: (i) conflicts of interest; (ii) corporate opportunities; (iii) confidentiality; (iv) fair dealing; (v) protection and proper use of Company assets; (vi) compliance with laws, rules and regulations; and (vii) such other matters as the Board deems appropriate. The Code of Business Conduct and

Ethics should encourage the reporting of unethical or illegal behavior and ensure prompt and consistent action against violations of the Code of Business Conduct and Ethics. Any waivers to the Code of Business Conduct and Ethics for directors or executive officers may only be made by the Board or a Board committee comprised of independent directors, if so delegated, and must be publicly disclosed in a prompt manner as required by applicable NYSE Rules and SEC Rules. The Code of Business Conduct and Ethics is posted on the Company's Internet website:

<http://www.bercrombie.com/anf/investors/investorrelations.html> under "Corporate Governance."

### ***Board Meetings***

***Schedule and Participation.*** The Board shall hold regular meetings at least six times each year and special meetings as necessary or appropriate. The directors are encouraged to attend all Board and applicable Board committee meetings in person and should not participate by telephone or other communications equipment unless such meetings are designated as "telephonic" meetings or participation by telephone or other communications equipment is necessary due to unavoidable circumstances. The directors are expected to devote the time needed and meet as frequently as necessary to properly discharge their responsibilities as directors.

***Agenda.*** The Company Chairman, or the Chairman of the Board in consultation with the Lead Independent Director, if applicable, shall establish the agenda for each Board meeting. Any director may request that a subject be included on the agenda and may raise a subject that is not on the agenda at any meeting.

***Advance Materials.*** Information and materials that are important to the directors' understanding of the business to be conducted at a Board or a Board committee meeting shall, to the extent practical, be distributed sufficiently in advance of each meeting to permit meaningful review. The method of distribution may include, but is not limited to: (i) virtual Board book medium; (ii) electronic means such as e-mail; (iii) regular mail; (iv) fax; (v) courier; or (vi) overnight mail. Directors are expected to review such materials prior to the applicable meeting. It is recognized that certain exigent circumstances may cause written materials to be unavailable in advance of a meeting.

### ***Executive Sessions of Non-Associate Directors***

The non-associate directors shall meet (without management present) at each regularly scheduled in-person Board meeting and at such other times as the non-associate directors deem necessary or appropriate. Each executive session shall be chaired by the Company Chairman or the Lead Independent Director, if applicable. In addition, in the event the non-associate directors include directors who are not independent, the independent directors shall meet at least once each year in executive session with only the independent directors present.

### ***Annual Meeting of Stockholders***

All incumbent directors and director nominees are encouraged to attend each Annual Meeting of Stockholders of the Company.

### ***Succession Planning***

To assist the Board in its oversight of succession planning for senior management of the Company, the Compensation and Organization Committee shall annually review and discuss the Company's succession plan for the CEO and each of the Company's other members of senior management, including plans for succession in the event of an emergency or resignation or retirement. Management of the Company shall annually meet with the Compensation and Organization Committee to discuss the CEO's recommendations with respect to succession planning for the members of senior management of the Company and management development. The Board will review and approve the recommendations of the Compensation and Organization Committee relating to succession planning.

### ***Annual Board Evaluation***

The Nominating Committee shall lead the Board in an annual self-evaluation process to determine whether the Board and the Board committees are functioning effectively. The Nominating Committee shall receive comments from all of the directors, review such comments and report annually to the Board with an assessment of the performance of the Board and of each Board committee. The assessment shall focus on the performance and qualifications of the individual directors, the Board's (and each Board committee's) contribution as a whole to the Company and those areas in which the Board, any Board committee and/or individual directors could improve. In reviewing the performance of individual directors, consideration should be given to each individual's skills and expertise, group dynamics, core competencies, personal characteristics, accomplishment of specific responsibilities, attendance, participation and candor.

## **III. Board Committees**

### ***Committees***

The Board has five standing committees: the Audit Committee, the Compensation and Organization Committee, the Executive Committee, the Nominating Committee and the Corporate Social Responsibility Committee. The Board may establish other committees or disband existing committees as the Board deems necessary or appropriate, subject to the provisions of the Bylaws and any applicable laws, rules and regulations. Each of the Board committees shall have the authority and responsibility delineated in the Bylaws, the Board resolutions creating such committee and any applicable charters.

### ***Appointment***

The Board, taking into account the recommendations of the Nominating Committee, shall appoint the chair and members of each committee. Each member of the Audit Committee, the Compensation and Organization Committee and the Nominating Committee shall meet the respective requirements of such committee's charter and shall meet the criteria for independence required by the applicable NYSE Rules and any other applicable laws, rules and regulations. Each member of the Corporate Social Responsibility Committee and the Executive Committee shall meet the respective requirements of such committee's charter and any other applicable laws, rules and regulations.

### *Charters*

Each of the Audit Committee, the Compensation and Organization Committee, the Nominating Committee, the Corporate Social Responsibility Committee and the Executive Committee shall have its own written charter which complies with the applicable NYSE Rules and any other applicable laws, rules and regulations. Each charter shall at a minimum set forth the purposes and responsibilities of each committee, the qualifications for committee membership, the procedures for committee member appointment and removal, committee structure, operations and meetings and committee reporting to the Board. Each charter shall also require each committee to annually evaluate its performance and review the adequacy of its charter in consultation with the Nominating Committee. Each charter shall be posted on the Company's Internet website:

<http://www.abercrombie.com/anf/investors/investorrelations.html> under "Corporate Governance."

### *Committee Self-Assessment*

Each Board committee, in consultation with the Nominating Committee, shall conduct an annual self-assessment and report to the Board. The Board shall evaluate the performance of each Board committee. The evaluations will include an assessment of the information being provided to the Board by management of the Company. The Nominating Committee shall oversee those evaluations and, based on the evaluations, make appropriate recommendations to the Board and respective Board committees concerning their policies and procedures.

## **IV. Access to Management and Advisors**

### *Access to Management*

Directors shall have full and unrestricted access to management and other associates of the Company, the Company's outside advisors and the books and records of the Company, subject to applicable laws, rules and regulations and confidentiality agreement restrictions, and provided any such contact does not interfere with the operation of the Company's ordinary business. At the request of the Company Chairman or the Lead Independent Director, if applicable, members of senior management of the Company may be invited to attend Board meetings to present information concerning the Company's business within their areas of responsibility.

### *Access to Advisors*

The Board and the Board committees shall have the authority at any time to select, retain, at the Company's expense, and terminate such financial, legal and other advisors as they deem necessary or appropriate to discharge their respective responsibilities.

## **V. Chairman of the Board and Chief Executive Officer**

The Company has no fixed rule regarding whether the offices of the Chairman of the Board and the CEO should be vested in the same individual or two different individuals;

however, to the extent that the roles of the CEO and the Chairman of the Board are not split, there shall be a Lead Independent Director pursuant to these Guidelines. These offices have at times been combined and at times separated. The Board believes that the combination or separation of these offices should continue to be considered as part of the succession planning process.

## **VI. Executive Officer Evaluation**

The Compensation and Organization Committee annually evaluates the performance of the CEO and approves the compensation of the CEO and other executive officers of the Company. The Audit Committee, in consultation with the Compensation and Organization Committee, annually reviews the performance and approves the compensation of the Head of Internal Audit.

In determining the compensation of the CEO and the other executive officers of the Company, the Compensation and Organization Committee considers, along with applicable regulatory guidance, the Company's performance, each officer's individual performance, the approved goals and objectives relevant to the officers' compensation as well as any other factors that the Compensation and Organization Committee deems appropriate.

## **VII. Director Compensation**

The Nominating Committee, in consultation with the Compensation and Organization Committee, shall annually review and make recommendations to the Board relating to the compensation of the Company's non-associate directors.

In determining the compensation to be recommended to the Board for the Company's non-associate directors, the Nominating Committee shall consider the director compensation policies and practices at the Company's principal competitors and other comparable companies to ensure that the compensation (both direct and indirect forms) paid to the Company's non-associate directors is reasonable.

The members of Board committees are entitled to receive such fees as the Nominating Committee determines. The compensation received by members of the Audit Committee and the Compensation and Organization Committee shall be specifically limited to those fees paid for their services as a director of the Company and a member or chair of any committees of the Board.

The directors who are associates of the Company or any of its subsidiaries shall not receive any compensation for their services as directors.

Stock ownership requirements for directors shall be set forth in the Company's Stock Ownership Guidelines for Executive Officers and Directors.

## **VIII. Board Communications**

### ***Disclosure Policy***

The Board believes that it is imperative that timely and accurate disclosure in compliance with applicable laws, rules and regulations is made on all material matters, including: (i) the Company's financial condition; (ii) the Company's financial performance; (iii) foreseeable risk factors for the Company; (iv) ownership of the Company; and (v) the amount and nature of equity compensation paid to directors and senior management of the Company.

The Company has a responsibility to furnish information that is honest, intelligible, meaningful, timely and broadly disseminated. The CEO, the Chief Operating Officer (if any) and the Chief Financial Officer of the Company shall be responsible for the dissemination of such information to the public. A director or senior executive may act to disclose information about the Company if authorized to do so in advance by the CEO, the Chief Operating Officer (if any) or the Chief Financial Officer of the Company or by the Board.

### ***Board's Interaction with Institutional Investors, Press, Customers, etc.***

Directors receiving inquiries about the Company should interact with the press and other third parties only in concurrence with the CEO, the Chief Operating Officer (if any), the Chief Financial Officer or the General Counsel of the Company.

## **IX. Director Orientation and Continuing Education**

The Company shall maintain a director orientation program for its new directors to ensure that they are fully informed of their responsibilities as directors of the Company. The orientation program shall include familiarizing new directors with the Company's business, its strategic plans, its significant financial, accounting and risk-management issues, its compliance programs (including compliance with SEC reporting obligations and NYSE Rules), its Code of Business Conduct and Ethics, its members of senior management and its internal audit function and independent auditors. The new directors shall also be introduced to such other members of management of the Company and representatives of the Company's outside legal, accounting and other advisors, as is appropriate to familiarize them with the resources available to them.

It is expected that management of the Company shall from time to time make presentations to or arrange educational programs for the Board on different aspects of the Company's business, which may include business strategy, risk management, financial reporting, products and services, industry trends and developments, corporate governance and any other relevant and appropriate topics. Directors are also encouraged, at the Company's expense, to take advantage of any other available educational opportunities that would further their understanding of the Company's business and enhance their performance on the Board, including programs sponsored by universities, stock exchanges or other organizations or consultants.

## **X. Direct Stockholder Communication with Board**

Stockholders of the Company seeking to communicate with the Board, including communication of concerns relating to accounting, internal accounting controls, audit matters, fraud or unethical behavior, may do so by writing to the directors at the following address: Abercrombie & Fitch Co., 6301 Fitch Path, New Albany, Ohio 43054, Attention: Corporate Secretary.

Any interested parties wishing to communicate with the non-associate directors or the Company Chairman or the Lead Independent Director, if applicable, regarding the Company may do so by writing to the non-associate directors, the Company Chairman or the Lead Independent Director, if applicable, at the same address as noted in the immediately preceding paragraph.

Information regarding these methods of communication shall be set forth on the Company's Internet website:

<http://www.abercrombie.com/anf/investors/investorrelations.html> under "Corporate Overview - Contact Information."