

## **American Eagle Outfitters, Inc. Compensation Committee Charter**

### **Purpose**

The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors with regard to oversight and determination of executive officer compensation, and to take the other actions described in this charter. Among other things, the Committee reviews and approves salaries and other compensation of executive officers and administers the Company's equity incentive plans (including reviewing and approving equity award grants to executive officers).

### **Membership and Structure**

The Compensation Committee shall be comprised of three or more directors as determined by the Board, each of whom shall meet the independence requirements of the New York Stock Exchange. At least two members of the Compensation Committee also shall qualify as "outside" directors within the meaning of Internal Revenue Code Section 162(m) and as "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Appointment to the Committee shall be made on an annual basis by the full Board upon recommendation of the Nominating and Corporate Governance Committee of the Board, and vacancies may be filled at any time by the Board. The Board may replace members of the Compensation Committee at any time without or without cause. Members of the Committee shall designate the chair of the Committee. Meetings of the Compensation Committee shall be held at such times and places as the Compensation Committee shall determine. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Company. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The chair of the Compensation Committee shall report on activities of the Committee to the full Board and is responsible for the calendar and agenda. In fulfilling its responsibilities, as set forth below, the Compensation Committee shall have authority to delegate its authority to subcommittees, including subcommittees consisting solely of one or more persons, in each case to the extent permitted by applicable law.

### **Responsibilities**

The Compensation Committee shall:

1. Meet in executive session to determine annually the compensation of the Chief Executive Officer of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the CEO conducted by the independent Directors in light of

corporate goals and objectives relevant to CEO compensation determined by the Committee, competitive market data pertaining to CEO compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders.

2. Determine salaries, bonuses, and other matters relating to compensation of the other executive officers of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the results of the officer's annual performance evaluation by the CEO in light of corporate goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders. The CEO of the Company may be present at meetings during which compensation for such other officers is under review and consideration but may not vote.
3. Review and approve any proposed employment agreements (including any amendments) with executive officers of the Company; and review and approve any severance, retention or other termination plans and/or payments proposed to be made to any current or former executive officer, except for any such payments made in accordance with a plan or agreement previously approved by the Board of Directors or the Committee.
4. Review executive officer stock ownership and monitor ongoing compliance with, and make recommendations with respect to, the Company's executive officer stock ownership policy.
5. Review and make recommendations to the Board of Directors with respect to stockholder proposals related to compensation matters.
6. Review at least annually and make recommendations to the Board of Directors from time to time on the adequacy and effectiveness of Board compensation in relation to other comparable companies.
7. Review and make recommendations to the Board regarding executive compensation and benefit plans and programs.
8. Review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs.
9. Oversee the Company's risk management related to employee compensation plans and arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

10. Review and recommend to the Board for approval, incentive compensation plans and other equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, and administer (subject to the Committee's right to create subcommittees or delegate authority as required or permitted by law) the Company's incentive compensation plans and other equity-based plans, including the review and grant of stock options and restricted stock awards to eligible employees under the Company's existing plans.
11. Delegate to the CEO as desired, the authority to review and grant, as the act of the Committee and of the Board, stock options and/or restricted stock and other equity awards to eligible employees who are not executive officers.
12. Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") and the related executive compensation information to be included in the Company's annual proxy statement and determine whether to recommend to the full Board that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement.
13. Produce, review and approve the Report of the Compensation Committee on Executive Compensation to be included in the Company's annual proxy statement or annual report on Form 10-K.
14. Review and recommend to the full Board the Company's submission to stockholders on executive compensation matters, including the say-on-pay vote required by Section 14A of the Exchange Act and the frequency of such votes. Consider the results of stockholder advisory votes on executive compensation matters and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such votes.
15. Retain, oversee, and terminate, in the Committee's sole authority and discretion, any adviser to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in Section 303A of the rules of the New York Stock Exchange. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.
16. Evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

17. Designate, when appropriate and in the Committee's sole discretion, one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
18. Annually review and assess its own performance in such manner as it deems appropriate and present the results of the evaluation to the Board.
19. Perform any other tasks and discharge any other responsibilities delegated to it by the Board of Directors.
20. Annually review and reassess the adequacy of this charter and recommend any changes to the full Board.

Adopted March 10, 2004, Amended June 13, 2006, January 25, 2007, March 2, 2010, September 11, 2012, June 18, 2013, and September 7, 2017.