

# **American Eagle Outfitters, Inc.**

## **Nominating and Corporate Governance Committee Charter**

### **I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to aid the Board of Directors (the “Board”) of American Eagle Outfitters, Inc. (the “Company”) in meeting its responsibilities with regard to the organization and operation of the Board. Among other things, the Committee shall:

- Evaluate Board procedures and performance,
- Review and make recommendations regarding Board and Committee composition,
- Recommend all nominees for director to the full Board for approval and carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures,
- Oversee the Company’s policies and practices relating to social corporate responsibility, and
- Review current developments in corporate governance.

### **II. Membership and Structure**

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall meet the independence requirements of the listing standards of the New York Stock Exchange (“NYSE”). Appointment to the Committee shall be made on an annual basis by the full Board upon recommendation of the Committee, and vacancies may be filled at any time by the Board. Committee members may be removed by the full Board at any time with or without cause. Members of the Committee shall designate the chair of the Committee. Meetings of the Committee shall be held at such times and places as the Committee shall determine, with regular meetings held quarterly. The chair of the 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 Committee shall have authority to delegate its authority to subcommittees, including subcommittees consisting solely of one or more persons, other Board members, and/or officers, in each case to the extent permitted by applicable law, regulation, and/or listing standard. Written minutes of the Committee shall be maintained. The Committee is governed by the same rules regarding meetings (including meetings in person, by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board.

### **III. Responsibilities**

The Committee shall:

1. Review and make recommendations to the Board regarding the size and composition of the Board.
2. Review and make recommendations to the Board regarding composition of Board committees and Board structure.
3. Review and determine the appropriate expertise, qualifications, skills and characteristics required of Board members in the context of the background of existing members and in light of the perceived needs for the future development of the Company’s business, including issues of diversity and experience in different substantive areas, and consistent with the criteria set forth in the Corporate Governance Guidelines.

4. Review and assess director independence, including a determination of any potential conflicts of interest and whether a director has a material relationship with the Company that would impair independence.
5. Monitor and review the number of other boards that a director can serve on in accordance with the Company's policy with respect to such service, and consistent with the requirements set forth in the Company's Corporate Governance Guidelines.
6. Plan for suitable replacements of retiring directors in advance of their departure from the Board.
7. If a vacancy on the Board and/or any Board committee occurs, identify and screen individuals qualified to become members of the Board and/or applicable committee, and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board, in accordance with the criteria set forth in the Company's Corporate Governance Guidelines.
8. Review and make appropriate recommendations to the Board concerning re-election of incumbent directors, including a review of the continued appropriateness of Board membership for directors who retire or change positions they held when they joined the Board, and make recommendations to the Board regarding the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, in accordance with the criteria set forth in the Company's Corporate Governance Guidelines.
9. Review and consider any director candidates recommended by the Company's stockholders pursuant to the procedures and criteria set forth in the Company's Corporate Governance Guidelines and Amended and Restated Bylaws ("Bylaws") and described in the Company's proxy statement, and make appropriate recommendations to the Board on whether such candidates should be submitted to a stockholder vote at the annual meeting of stockholders.
10. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, and periodically review these programs and update them as necessary.
11. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the annual evaluation process.
12. Review succession planning for the Chief Executive Officer and recommend to the Board any changes to and any candidates for succession under the succession plan.
13. Review and update the Board regarding Directors' indemnification insurance matters.
14. Review director stock ownership and monitor ongoing compliance with, and make recommendations with respect to, the Company's director stock ownership policy.
15. Review and report to the Board on a periodic basis with regards to matters of corporate governance, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies, and procedures in the Company's corporate governance framework, including assisting with the review of the Company's Amended and Restated Certificate of Incorporation, Bylaws, and the charters of each of the committees of the Board.

16. Develop, and recommend to the Board, the Company's Corporate Governance Guidelines, and review and assess annually the effectiveness of the Company's Corporate Governance Guidelines and recommend to the Board any proposed amendments or revisions thereto.
17. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
18. Review this charter annually and recommend any proposed changes to the Board for approval.
19. Review the performance of the Committee annually in such manner as the Committee deems appropriate and present the results of the evaluation to the Board.
20. Review the Company's policies and practices relating to social corporate responsibility and sustainability, including evaluating the impact of Company practices on communities and individuals.
21. Perform any other tasks and discharge any other responsibilities delegated to it by the Board.

In fulfilling its responsibilities, the Committee shall have the authority, and shall be afforded resources sufficient, to engage and oversee the work of independent consultants, any search firm used to identify director candidates or legal advisers when determined by the Committee to be necessary or appropriate. The Committee shall have sole authority to retain and terminate any such consultant, any search firm used to identify director candidates or legal adviser, including sole authority to approve the fees and other retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel, and any other advisors. The director search firm, outside counsel, executive search firm, and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

Approved September 6, 2018