

VINCE HOLDING CORP.
AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER
(Amended and Restated November 12, 2016)

I. Membership

The Compensation Committee (the “Committee”) of Vince Holding Corp. (the “Company”) shall consist of at least three directors from the Company’s board of directors (the “Board”). All Committee members shall (1) meet the applicable independence requirements of the New York Stock Exchange (the “NYSE”) and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), provided however that the Company may avail itself of any exemption or grace period from such requirement available to it under the rules of the NYSE, including the “controlled company” exemption and the “initial public offering” grace period, (2) shall otherwise meet the membership qualification requirements contained in this Charter and in the Company’s Corporate Governance Guidelines, (3) be, to the extent required by the Board, a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act and (4) be, to the extent required by the Board, an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code. In the event that any member of the Committee does not qualify as a “non-employee director” for purposes of Section 16 of the Exchange Act, then all compensation that is intended to be exempt from Section 16 shall also be approved by the Board or a subcommittee made up of members of the Board who qualify as non-employee directors. In the event that any member of the Committee does not qualify as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, then all compensation that is intended to be exempt from Section 162(m) of the Internal Revenue Code shall also be approved by a subcommittee made up of members of the Board who qualify as outside directors. Committee members shall be appointed by the Board annually and when a vacancy exists, upon the recommendation of the Nominating and Corporate Governance Committee (which such recommendation shall be made in accordance with the terms of its charter), and may be removed by the Board at any time for any reason.

II. Purpose

The Committee’s primary purposes are to:

- assist the Board in discharging its responsibilities relating to compensation of the Company’s Chief Executive Officer and other executive officers;
- review and approve employment agreements and other similar arrangements between the Company and its Chief Executive Officer and other executive officers;
- review and evaluate the Company’s overall compensation philosophy and oversee the Company’s equity, incentive and other compensation and benefits plans; and

- prepare the compensation committee report on executive officer compensation required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K.

III. Structure and Operations

The Board shall designate one of the members of the Committee as Chair of the Committee, in accordance with the terms of the Company’s certificate of incorporation and bylaws and the applicable rules of the NYSE. The Committee shall meet periodically at such times as it determines to be necessary or appropriate, but not less frequently than annually, and shall periodically report to the Board regarding any issues, recommendations or findings as it deems appropriate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. Unless restricted by the Company’s certificate of incorporation or bylaws, any one or more members of the Committee may participate in a meeting of the Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting. Additionally, the Committee may act in writing by the unanimous consent of its members. The Committee may invite members of management or others to its meetings. However, management should be absent from any discussion or review where the individual compensation of such persons is determined. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. The Committee may delegate any of its responsibilities to one or more subcommittees as it may deem appropriate to the extent allowed by applicable law and the rules of the NYSE.

IV. Authority and Resources

The Committee shall have the sole authority to (1) select, retain and terminate any consulting firm engaged to assist in the evaluation of director, Chief Executive Officer or other executive officer compensation and (2) approve the fees and retention terms of such consulting and search firms. The Committee may conduct or authorize studies and investigations into any matters within the scope of its responsibilities and may retain outside legal or other advisors to assist in the conduct of any such study or investigation or for any other reason as determined by the Committee. The Company shall pay such third parties retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee.

V. Responsibilities

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time:

1 Chief Executive Officer Performance. The Committee shall review and approve corporate goals and objectives relevant to Chief Executive Officer compensation and shall evaluate the Chief Executive Officer's performance in light of these goals and objectives.

2 Chief Executive Officer Compensation. The Committee shall determine the Chief Executive Officer's compensation level or changes to such level based on the evaluation of the Chief Executive Officer's performance and any other factors the Committee deems relevant.

3 Officer Compensation. The Committee, after consultation with and upon recommendation of the Chief Executive Officer, shall determine for officers (a) annual compensation; and (b) any employment contract, severance/termination agreement, retirement arrangement, change in control arrangement, and any special or supplemental benefit arrangement that differs in a material way from the Company's form contracts, agreements and arrangements.

4 Compensation Principles and Philosophy. When appropriate, the Committee shall recommend to the non-management Board members changes to the Chief Executive Officer and other officer compensation principles and periodically review the general employee compensation philosophy to ensure it is appropriate and does not incentivize unnecessary and excessive risk taking.

5 Compensation and Benefits Programs. The Committee shall oversee overall compensation and benefits programs and policies. Named fiduciary responsibility and responsibility for day-to-day administration of the Company's 401(k) plan is delegated to a committee of officers and employees of the Company as authorized by the Committee. Named fiduciary responsibility and responsibility for day-to-day administration of any other compensation and benefits programs is delegated to each of the Chief Executive Officer and the Chief Financial Officer, including authority to make certain limited amendments, modifications or supplements to designated benefit plans, trusts and related documents. Amendment or modification authority not so delegated remains with the Committee or the Board, as appropriate.

6 Incentive Compensation Plans and Equity-Based Plans. When appropriate, and after consultation with the Chief Executive Officer, the Committee shall approve the creation and/or revision of incentive compensation plans affecting Company officers and equity-based plans and grants thereunder, and oversee such plans' administration and discharge any responsibilities such plans may impose on the Committee.

7 Report for Proxy Statement. The Committee shall annually prepare a report on executive officer compensation as required by SEC rules and regulations to be included in the Company's annual proxy statement or Annual Report on Form 10-K, and shall review and discuss with management, prior to the filing of the proxy statement or Annual Report on Form 10-K, the disclosure relating to executive compensation, including Compensation Discussion & Analysis and executive and director compensation tables.

8 Review Committee Charter. The Committee shall review and reassess the adequacy of this Charter at least once every year, and recommend any proposed changes to the Board.

9 Retention of Committee Advisors. The Committee shall have sole authority to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser to the Committee and shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, independent legal counsel or other adviser. Notwithstanding the foregoing, the Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser and shall not be precluded from exercising its own judgment in fulfillment of its duties. In addition, the Committee shall have sole authority to approve the engagement of any compensation consultant, independent legal counsel or other adviser, or its affiliates, for additional services to the Company, including the purchase of any products from such consultant or its affiliates.

10 Compensation Adviser Independence Evaluation. The Committee may select a compensation consultant, legal counsel or other adviser only after taking into consideration the following factors, as well as any other factors required by the NYSE and the Exchange Act and corresponding rules that may be amended from time to time, (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

VI. Adoption

This Charter supersedes and replaces any and all prior Compensation Committee Charters of the Company.

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