

**CHRISTOPHER & BANKS CORPORATION**  
**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**I. Statement of Purpose**

The Governance and Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Christopher & Banks Corporation (the “Company”). The purpose of the Committee is to identify individuals qualified to become members of the Board, to recommend to the Board nominees for directors for each annual meeting of stockholders and nominees for election to fill any vacancies on the Board and to address related matters. The Committee is also responsible for recommending to the Board the compensation of non-employee directors for service on the Board and the Board’s committees. The Committee shall also develop and recommend to the Board, corporate governance guidelines applicable to the Company, and is responsible for leading the annual self-assessment process for the Board and the Board’s committees.

**II. Organization**

**A. *Membership.*** The Committee shall be comprised solely of three or more members of the Board who meet the independence requirements of the New York Stock Exchange (“NYSE”). Each member of the Committee shall be appointed by the Board and shall serve until his or her successor is duly appointed or until his or her earlier death, resignation or removal by the Board. The Board shall designate one member as the Chair of the Committee.

**B. *Meetings.***

(1) Frequency. The Committee shall meet at least three times during each fiscal year of the Company, or more frequently as the Committee deems, in its reasonable judgment, to be appropriate.

(2) Meeting Dates, Agendas and Notices. The Board, with the assistance of executive management, shall establish the regular meeting dates of the Committee. A list of those meeting dates and times shall be provided to each member well in advance of the meetings. The Chair of the Committee, with the assistance of management, shall establish the meeting agenda. The Committee Chair, any member of the Committee, or the Chief Executive Officer (“CEO”) may call a special meeting of the Committee upon 24 hours’ prior notice in person, by telephone or email or shorter notice if all Committee members attend the meeting or if all members not present waive the 24-hour meeting notice.

(3) Holding Meetings. Committee meetings may be held in person or telephonically. Action also may be taken by written consent in accordance with Delaware corporate law and the Company’s By-Laws.

(4) Quorum; Action by Committee. A quorum at any Committee meeting shall consist of a majority of the Committee members. All decisions and recommendations of the Committee shall be made by a majority of its members present at a meeting duly called and

held, except as specifically provided herein (or when only a majority of the Committee members is present, by unanimous vote). Any decision or recommendation of the Committee reduced to writing and signed (including an electronic or pdf signature) by all of the members of the Committee shall be as effective as if it had been made at a meeting duly called and held.

(5) Minutes; Reports to Board. Minutes for all meetings of the Committee shall be prepared and subsequently approved by the Committee to document the Committee's discharge of its responsibilities. The Chair of the Committee or, in the Chair's absence, a member of the Committee, shall report regularly to the Board regarding the meetings of the Committee with such recommendations to the Board as the Committee or the Chair deems appropriate.

(6) Meetings with Executives. At the request of the Committee, the Company's CEO, General Counsel and other selected members of management shall meet periodically with the Committee to provide information to and support the activities of the Committee.

(7) Committee Member Only Sessions. The Committee shall meet in a Committee members only session at least once annually, and at such other times as it deems necessary or appropriate, to provide an opportunity for discussion of matters independent of any members of management. The Committee may invite outside advisors to such sessions as it deems appropriate, as well as the other independent members of the Board.

**C. *Delegation of Authority.*** The Committee shall have the authority to delegate any of its responsibilities to subcommittees of one or more persons, as permitted by law and the listing standards of the NYSE.

### **III. Responsibilities**

The following shall be the principal responsibilities of the Committee.

**A. *Director Selection Criteria.*** Establish criteria for selecting new directors, which shall reflect at a minimum any requirements of applicable law or listing standards, as well as a candidate's independence, judgment, strength of character, ethics and integrity, business experience, and specific areas of expertise, as well as other factors relating to the composition of the Board, its committees and principles of diversity. The Committee shall define the core competencies that should be represented on the Board (*e.g.*, accounting or finance; industry knowledge; retail, marketing or branding expertise; leadership; strategic planning; business or management expertise) and shall consider the mix of directors and their individual skills, experiences and diverse perspectives, to ensure that the composition of the Board is appropriate to carry out its duties.

**B. *Director Recruitment.*** Develop selection criteria and procedures (in consultation with the Chair of the Board, if not a member of the Committee, and with the CEO) to recruit candidates to fill positions on the Board as needed or appropriate, including vacancies resulting from the removal, resignation or retirement of any director, an increase in the size of the Board or otherwise. The Committee shall also review or establish procedures for reviewing any candidate recommended by the stockholders of the Company in light of the Committee's criteria

for the selection of new directors. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Committee or the Board.

**C. *Reconsideration of Directors for Re-Election.*** In connection with its annual recommendation of a slate of nominees for election as directors, the Committee shall assess the contributions of the current directors and the attendance records of those directors at Board and applicable committee meetings. The Committee shall also consider, as it deems relevant or appropriate, factors identified in the Board's annual evaluation process and other perceived needs of the Board. Final approval of any candidate shall be determined by the full Board.

**D. *Recommendation to Board.*** Recommend to the Board a slate of nominees for election to the Board at the annual meeting of stockholders and one or more nominees for each vacancy on the Board that occurs between the annual meetings of stockholders.

**E. *Code of Conduct.*** Periodically review the Company's Code of Conduct but no less frequently than every three years. The Committee shall make recommendations to the Board with respect to additions, revisions or updates to the Code of Conduct. The Committee shall also periodically review, but no less frequently than every three years, the Company's compliance program as it relates to the Code of Conduct.

**F. *Corporate Governance Guidelines.*** With the assistance of the General Counsel, keep abreast of developments with regard to corporate governance, to enable the Committee to periodically advise and make recommendations to the Board in light of such developments. Periodically review the Company's Corporate Governance Guidelines but no less frequently than every two years. Such review shall consider, among other matters, a mandatory retirement age and term limits for directors, if any, and the size, composition and responsibilities of the Board and its committees, including its oversight of management and consultations with management. Make recommendations to the Board with respect to changes to the Corporate Governance Guidelines. Monitor the Company's compliance with the Company's Corporate Governance Guidelines and any other applicable requirements pertaining to corporate governance practices that may be in effect from time-to-time.

**G. *Advice as to Committee Membership and Operations.*** Advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including the adoption or amendment of any policies for removal of members and rotation of members among the other committees of the Board. Also make recommendations to the Board regarding which directors should serve on and Chair the various committees of the Board.

**H. *Evaluation of Board and Management.*** Oversee the annual evaluation of the Board. In discharging this responsibility, the Committee shall solicit comments from all directors and report annually to the Board on the results of the evaluation. In addition, periodically review the role and responsibilities of the Chair of the Board but no less frequently than every two years. Also periodically evaluate management as it relates to its interaction with the Board and its committees, but no less frequently than every two years.

**I. Compensation of Directors and Payment of Certain Expenses.** Review and recommend to the Board appropriate compensation (which may include both cash and equity) for directors and for any role undertaken by a director on behalf of the Board or a committee of the Board, including without limitation Chairs of the various committees and the Chair of the Board. Also review every two years and recommend to the Board the expense policy for non-employee director travel related to attending Board or committee meetings and the policy with respect to compensating or reimbursing directors for continuing director education.

**J. Review of Trading Procedures.** Periodically review, but no less frequently than every two years, the Company's stock trading policies and related policies or procedures.

**K. Stockholder Relations.** Review and evaluate proposals submitted by stockholders for a vote of stockholders, and recommend a course of action to the Board with respect to such proposals.

**L. Access to Records, Advisors and Others.** In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside advisors ("Advisors") to advise the Committee. The Committee shall have the sole authority and responsibility to engage, retain or terminate any outside Advisors with respect to the identification of director candidates, the nomination of members to the Board and the evaluation of director compensation and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or Advisors to, the Committee.

**M. Annual Review of this Charter.** Annually, review and reassess the Charter and recommend any proposed changes to the Board for its review, consideration and approval.

**N. Performance Evaluation.** Perform a review and evaluation, at least annually, of the performance of the Committee. The Committee shall report to the full Board on the results of such reviews and evaluations and shall make any recommendations it deems appropriate to further enhance the Committee's performance.

**O. Other Delegated Responsibilities.** Carry out such other duties that may be delegated to it by the Board from time-to-time. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

This Governance and Nominating Committee Charter was revised and adopted by the Governance and Nominating Committee on September 20, 2018 and the Board of Directors of the Company on September 21, 2018.