

**Francesca’s Holdings Corporation  
Nominating and Corporate Governance Committee Charter**

**STATUS**

The Nominating and Corporate Governance Committee (the “*Committee*”) is a committee of the Board of Directors (the “*Board*”) of Francesca’s Holdings Corporation, a Delaware corporation (the “*Company*”).

**STATEMENT OF PURPOSE**

The purpose of the Committee is to identify individuals qualified to become members of the Board, to recommend Director nominees for each annual meeting of the shareholders and nominees for election to fill any vacancies of the Board and to address related matters. The Committee shall also develop and recommend to the Board corporate governance principles applicable to the Company and be responsible for leading the annual review of the performance of the Board and each of its committees.

**MEMBERSHIP**

The Committee shall consist of not less than two members of the Board, as the Board shall from time to time determine. Each Committee member shall, as determined by the Board in its business judgment, meet the independence criteria of the rules of the Nasdaq Stock Market LLC (“*Nasdaq*”) and all other applicable laws and regulations in effect from time to time (subject to any exceptions allowed by such rules and any waivers granted by such authorities).

**APPOINTMENT AND REMOVAL**

The members of the Committee shall be appointed by and serve at the pleasure of the Board. Unless a Chair is elected by the Board, the members of the Committee shall elect a Chair by majority vote of the full Committee.

**DUTIES AND RESPONSIBILITIES**

The Committee’s primary duties and responsibilities include:

***Nominations***

The Committee is responsible for:

- Establishing and recommending to the Board for its approval the criteria and qualifications for membership on the Board, which shall reflect at a minimum any requirements of applicable law or the listing standards of Nasdaq, as well as any minimum qualifications that the Committee believes must be met by a nominee for a position on the Board or any specific qualities or skills that the Committee believes are necessary for one or more of the Directors to possess.
- In consultation with the Chair of the Board and the Chief Executive Officer, identifying, considering, and recruiting and recommending that the Board select, candidates to fill open positions on the Board consistent with the Board-approved criteria and qualifications for membership. Where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate Directors (for example, preferred stock rights to elect Directors upon a dividend default), the selection and nomination of such Directors need not be subject to the Committee’s process.

Nominees for director shall be selected on the basis of their character, wisdom, judgment, ability to make independent analytical inquiries, business experiences, understanding of the

Company's business environment, time commitment and acumen and any additional criteria determined from time to time by the Board. Directors are expected to become and remain informed about the Company, its business and its industry, and to rigorously prepare for, attend and participate in all Board and applicable committee meetings. The Committee shall be committed to a Board that is diverse in the broadest sense, including persons diverse in gender, age, ethnicity, background and experience.

- Developing and periodically evaluating a policy with regard to the consideration of any Director candidates recommended by stockholders, including the procedures to be followed by stockholders in submitting such recommendations.
- Establishing a process for identifying and evaluating nominees for Director, including nominees recommended by stockholders.
- Conducting appropriate inquiries into the backgrounds and qualifications of possible candidates and such candidate's compliance with the independence and other qualification requirements established by the Committee.
- Recommending to the Board the nominees for director to be submitted to a stockholder vote at the Company's annual meeting of stockholders and to fill any vacancy on the Board occurring between annual meetings of stockholders.
- Recommending to the Board with respect to the assignment of Board members to various Board committees and, where appropriate, recommending the removal of any member of any committee.
- Review the suitability of each Board member for continued service on the Board and each relevant committee thereof at least annually.

The Committee, in discharging its oversight role, shall have authority, in its sole discretion, to engage, determine funding for and cause the Company to pay the compensation to outside legal, accounting or other advisers the Committee deems necessary or appropriate to carry out the Committee's responsibilities. The Committee shall have the sole authority to retain and terminate search firms used to identify Director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

## ***Corporate Governance***

### ***General***

- Reviewing the adequacy of, and recommending to the Board proposed changes to, as conditions dictate, the Company's Certificate of Incorporation and By-laws.
- Reviewing and recommending to the Board proposed changes to the Company's policies and procedures related to shareholder defense and protection.
- Developing the Company's corporate governance policies in accordance with the requirements of Nasdaq, recommending these to the Board for approval, keeping abreast of developments with regard to the Company's corporate governance policies, reviewing them periodically and recommending to the Board updates or modifications to them, as appropriate.
- In consultation with the Chair of the Board and the Chief Executive Officer, periodically reviewing and confirming compliance with the Company's corporate governance policies.
- Recommending to the Board ways to enhance services to and improve communications and relations with the Company's stockholders.
- Conducting, in consultation with the Chair of the Board and the Chief Executive Officer, an annual review of the Company's Code of Ethics and Conduct.
- Overseeing the systems and processes put into place by the Company to ensure compliance with the Company's Code of Ethics and Conduct.
- Receiving, reviewing, investigating and addressing any confidential complaints made to the Committee with respect to any breach or perceived breach of the Company's Code of Ethics

and Conduct on the part of senior management or any member of the Board.

### ***Board Oversight***

- Establish criteria for and oversee periodic, and no less frequent than annual, self-evaluations by the Board and each of its committees of their respective performance.
- Evaluating periodically, in consultation with the Chair of the Board and the Chief Executive Officer, the size, composition and effectiveness of the Board as a whole in light of the Company's current and anticipated needs and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of experience, qualifications, attributes and skills desired for the Board as a whole.
- Recommending to the Board improvements to the corporate governance of the Company, including consideration of any specific standards for the overall structure and composition of the Board and whether the Board's leadership structure is appropriate in fulfilling the Board's risk oversight role.
- Overseeing the development of programs for continuing education for all Directors and for the orientation of new Directors to be administered by the Corporate Secretary.
- Evaluating any request for a waiver of the application of the Company's Code of Ethics and Conduct, and reporting its findings and recommendations to the full Board.
- Considering questions of possible conflicts of interest of Board members and of the Company's senior executives.

## **MEETINGS**

*Frequency:* The Committee shall meet at least two times annually and the Chairman may convene additional meetings as he or she deems appropriate.

*Agendas and Notice:* The Chairman of the Committee shall establish the meeting dates and the meeting agenda. The Chairman of the Committee or the Company Secretary shall send proper notice of each Committee meeting and information concerning the business to be conducted at the meeting, to the extent practical, to each member prior to each meeting. The Chairman or a majority of the members of the Committee may call a special meeting of the Committee at any time.

*Holding and Recording Meetings:* Committee meetings may be held in person or telephonically, or action may be taken by written consent in accordance with Delaware corporate law. The Committee shall keep written minutes of its meetings and submit such minutes to the Board. The Committee shall promptly inform the Board of the actions taken or issues discussed at its meetings. This will generally take place at the Board meeting following the Committee meeting.

*Quorum:* A majority of the members of the Committee shall constitute a quorum.

*Delegation:* To the extent permitted by any applicable law, regulation or listing standard, the Board may allocate the responsibilities of the Committee to a subcommittee or another committee of the Board's denomination.

## **PERFORMANCE REVIEW**

The Committee shall conduct an annual performance evaluation of itself, including a review of the compliance of the Committee with this Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.