

**Francesca's Holdings Corporation
Compensation Committee Charter**

PURPOSE

The Compensation Committee (the "*Committee*") shall assist the Board of Directors (the "*Board*") of Francesca's Holdings Corporation, a Delaware corporation (the "*Company*"), in fulfilling its responsibilities relating to oversight of the compensation of the Company's executive officers and other employees and the Company's benefit and equity-based compensation programs.

ORGANIZATION

Membership

The Committee shall at all times consist of not less than two directors, including a Chairman, all appointed by the Board, with the Chairman and each member to serve until his or her successor is duly appointed, or until his or her earlier death, resignation or removal by the Board.

Qualifications

Each member of the Committee shall be free of any relationship that, in the opinion of the Board, may interfere with the exercise of independent judgment of the member in carrying out the responsibilities of a member of this Committee. Each member of the Committee shall, as determined by the Board in its business judgment, meet the independence requirements of the Nasdaq Stock Market ("*Nasdaq*"), and all other applicable laws and regulations, and satisfy such additional eligibility requirements for membership on the Committee as may be required from time to time by Nasdaq listing standards and by the Board. Additionally, no director may serve unless he or she is, as determined by the Board in its business judgment, (1) a "Non-employee director" as that term is defined for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) an "outside director" as that term is defined for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Meetings

Frequency: The Committee shall meet not less than 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.

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

Compensation of the Committee: The compensation of Committee members shall be determined by the Board.

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.

AUTHORITY AND RESPONSIBILITIES

President and Chief Executive Officer Evaluation and Compensation

The Committee shall at least annually review, approve and report to the Board the corporate goals and objectives with respect to the compensation for the Chief Executive Officer ("CEO"). The Committee shall evaluate at least once a year the CEO's performance in light of these established goals and objectives. The Committee shall at least annually review, determine and approve the compensation of the CEO based on the evaluation of his or her performance on pre-established goals and objectives, including, but not limited to, salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity-based compensation; severance arrangements; and change-in-control benefits. The CEO shall not be present during the Committee's deliberations on the compensation of the CEO. The Committee's evaluation shall be communicated to the CEO at an executive session of the Board.

Compensation of Other Executive Officers

The Committee shall at least annually review and approve the compensation for the Company's executive officers other than the CEO, including specific approval of salary, bonus, incentive and equity compensation for executive officers. The Committee shall at least annually review the structure and competitiveness of the Company's executive officer compensation programs with regard to such factors as the Committee deems appropriate, including the attraction and retention of executive officers, the effectiveness of the executive officers in achieving the Company's business objectives and the alignment of the interests of executive officers with the long-term interests of the Company's shareholders.

Annual Talent Review and Succession Planning

At least once during each fiscal year, management will present for review and approval to the Committee an assessment of the Company's performance management process and results, as well as an assessment of top talent at the Company and a succession plan for the CEO, her/his direct reports and all other key executive positions in the Company.

Employment or Removal of Executive Officers

The hiring or termination of employment of any executive officer of the Company is subject to review and approval by the Committee, including review and approval of the compensation or termination packages for any such executive officer.

Compensation Plans

The Committee shall be responsible for the oversight, approval and adoption, amendment, administration or termination of all incentive compensation plans, welfare plans, benefits plans, and cash- or equity-based compensation plans of current and former employees of the Company, and for making recommendations to the Board to the extent Board approval is required. The Committee shall oversee the rights, authority and functions under such plans, including interpreting the terms thereof. This will include, but not be limited to: annual compensation planning and performance management systems, processes and guidelines; equity or equivalent plans, individual grants and any final awards under any such plans; long-term incentive plans, individual grants and any final awards under any such plans; annual merit increase guidelines;

perquisites; severance and change of control agreements and plans; annual cash bonus guidelines, annual bonus guidelines, amounts, criteria and payouts for executive officers and bonus-eligible units; annual financial targets to be used for annual cash bonus guidelines and incentive plans; and evaluation and approval of payouts to be made on any annual cash bonus guidelines or incentive plan, including payouts to executive officers. Notwithstanding the foregoing and except as required by applicable law or listing rules, authority to approve, adopt, amend, administer and terminate financial incentives at the boutique level and relating to boutique operations is delegated to management; provided that management will report regularly to the Committee (which shall continue to be responsible for the oversight of such plans) on the terms, conditions and payouts under any such plans. The Committee may delegate authority over other plans to management as the Committee deems appropriate from time to time. The Committee shall regularly report to the Board on actions taken by the Committee relating to such compensation plans.

Director Compensation

The Committee shall periodically evaluate and make recommendations to the Board with respect to appropriate forms and amounts of compensation for non-employee directors of the Company.

Access to Records and Personnel

The Committee shall have full access to any relevant records of the Company that it deems helpful or necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or any advisor to the Company meet with members of the Committee or its advisors, as it deems helpful or necessary to carry out its responsibilities.

Independent Advisors

The Committee shall have the sole authority, in its sole discretion and after considering such independence factors as may be required by Nasdaq listing standards or applicable rules of the Securities and Exchange Commission (the “SEC”), to retain or obtain the advice of legal counsel, accounting advisors, compensation consultants and other advisors as it deems necessary or appropriate to carry out its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal counsel, advisor or compensation consultant retained by the Committee, including the sole authority to approve any such legal counsel’s, advisor’s or compensation consultant’s fees, scope of work and other retention terms, with reasonable compensation therefor as determined by the Committee to be borne by the Company, and to terminate any such legal counsel, advisor or compensation consultant. In addition to being independent of the Company, any compensation consultants retained by the Committee must meet the independence requirements of the Nasdaq listing standards or applicable rules of the SEC.

Reports to Board of Directors

The Committee shall report regularly to the Board regarding Committee matters and/or the meetings of the Committee with such recommendations to the Board as the Committee deems appropriate.

Periodic Review of this Charter

The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Committee Performance Evaluation

The Committee shall evaluate its performance on at least an annual basis and develop criteria for such evaluation. The Committee shall report to the full Board on the results of its assessment each year and shall make any appropriate recommendations to further enhance the Committee's performance.

Report on Executive Compensation and other Regulatory Compliance Matters

The Committee shall review and approve the Compensation Discussion and Analysis ("CD&A") required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC and, based on that review and discussion, recommend to the Board whether or not the CD&A should be so included, and produce a compensation committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

Risk Assessment

The Committee shall periodically review whether the Company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company and the steps management has taken, or should consider taking, to monitor or mitigate such risks.

Compensation Clawback Policy and Stock Ownership Guidelines

The Committee shall periodically review and approve any compensation clawback policy or stock ownership guidelines of the Company, or any amendment thereto, that is applicable to the Company's executive officers as a group or individually.

Other Responsibilities

The Committee shall take such other action with respect to compensation matters as may be delegated from time to time by the Board. 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.