

THE WARNACO GROUP, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Committee is established by the Board of Directors for the following purposes: (i) assisting the Board by actively identifying individuals qualified to become Board members, (ii) recommending to the Board the director nominees for election at the next annual meeting of stockholders, (iii) recommending to the Board nominees to serve on committees of the Board, (iv) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, (v) leading the Board, each committee of the Board and management in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluation, (vi) overseeing compliance with the Company's code of conduct, and (vii) developing and recommending to the Board and administering the Corporate Governance Guidelines of the Company.

Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by a majority vote of the Board at the first meeting to be held following the annual meeting of stockholders of the Company, upon the recommendation of the Committee.
2. Qualifications. Each member of the Committee shall meet all applicable independence and other requirements of law and the New York Stock Exchange.
3. Chair. The Chair of the Committee shall be appointed by the Board upon the recommendation of the Committee.
4. Removal and Replacement. Any vacancies on the Committee shall be filled by a majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy, upon the recommendation of the Nominating and Corporate Governance Committee. No member of the Committee may be removed except by majority vote of the independent directors then in office.

Operations

1. Rules of Procedure. The Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of the Company and this Charter.
2. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least quarterly. The Chair or a majority of the members of the Committee may also call special meetings of the Committee.

3. Quorum. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.
4. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review. Furthermore, the Chair of the Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.
5. Report to Board. At each Board meeting, the Committee shall deliver to the Board a report on any Committee meetings that have been held since the preceding Board meeting, including a description of all actions taken by the Committee during such period. The Committee shall submit to the Board the minutes of its meetings.
6. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter periodically and shall deliver to the Board a written report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

Authority and Duties

1. The Committee shall establish procedures for evaluating the suitability of potential director nominees proposed by management or stockholders.
2. The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Guidelines and this Charter. The Committee shall review candidates for the Board recommended by management or stockholders. The invitation to join the Board shall be extended by the Chair of the Board.
3. The Committee shall review with the Board, on an annual basis, the current composition of the Board in light of the characteristics of independence, age, skills, experience and availability of service to the Company of its members and of anticipated needs. The Committee shall establish and review with the Board the appropriate skills and characteristics required of Board members.
4. The Committee shall review periodically the size of the Board and recommend any appropriate changes.

5. The Committee shall make recommendations on the frequency and structure of Board meetings.
6. The Committee shall, upon the expiration of his or her term as a director or upon a significant change in a director's status, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Guidelines, the continued Board membership of such director.
7. The Committee shall identify and recommend to the Board the names of directors to serve as members of the Audit Committee, the Compensation Committee, as well as the Committee itself. In addition, the Committee shall recommend to the Board a member of each of the aforementioned committees to serve as Chair. The Committee shall also make recommendations to the Board regarding the size and composition of each of the Audit Committee, the Compensation Committee, as well as the Committee itself.
8. The Committee shall monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.
9. The Committee shall review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and report any recommendations to the Board.
10. The Committee shall recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
11. The Committee shall review and make recommendations to the Board with respect to the compensation of the Company's non-employee directors for Board and Committee service and the Company's Chairman of the Board, where appropriate, including, without limitation, equity and equity-based compensation.
12. The Committee shall develop and review periodically the Company's Corporate Governance Guidelines and advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with the Company's Corporate Governance Guidelines and applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate.
13. The Committee shall establish criteria and processes for, and lead the Board and each committee of the Board and management in, its annual performance self-evaluation. Each performance self-evaluation shall be discussed with the Board following the end of each fiscal year. Each performance self-evaluation shall focus on the contribution to the Company by the Board, each individual director, each

committee and management, and shall specifically focus on areas in which a better contribution could be made.

14. The Committee shall monitor compliance with the Company's code of conduct, including reviewing with the general counsel the adequacy and effectiveness of the Company's procedures to ensure proper compliance. The Committee shall also recommend amendments to the Company's code of conduct to the Board as the Committee may deem appropriate.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees as it deems appropriate in accordance with applicable laws, regulations and listing standards; *provided, however*, that no subcommittee shall consist of fewer than two members.

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope or responsibilities, and shall have the power to retain search firms or advisors, at the Company's expense, to identify director candidates. The Committee may also retain counsel or other advisors, at the Company's expense, as it deems appropriate. The Committee shall have sole authority to retain and terminate such search firms or advisors and to review and approve such search firm or advisor's fees and other retention terms.