

CHARMING SHOPPES, INC.
THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Authority

The Charming Shoppes, Inc. (the "Company") Board of Directors (the "Board") established the Corporate Governance and Nominating Committee (the "Committee").

II. Committee Purpose, Duties and Responsibilities

The Committee, in order to assist the Board in fulfilling its responsibilities with respect to the Company, shall have the following duties and responsibilities and the necessary power and authority, including budgetary and fiscal authority, to carry out such duties and responsibilities:

1. Developing principles of corporate governance and recommending them to the Board for its approval.
2. Reviewing periodically the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with.
3. Consulting with the Chairman of the Board and the Chief Executive Officer in carrying out the duties of the Committee.
4. Reviewing the composition and size of the Board in order to ensure the Board has the appropriate level of expertise to properly perform its duties.
1. Determining the criteria for selection of the Chairman of the Board and Board members and Board committee members and chairs.
2. Reviewing Board policies on age and term limits for Board members.
3. Planning for continuity on the Board as existing Board members retire or rotate off the Board and recommending to the Board persons to be nominated for election as members of the Board.
4. Evaluating the performance of current Board members proposed for election, and recommending to the Board as to whether members on the Board should stand for reelection.
5. Reviewing and recommending to the Board an appropriate course of action upon the resignation of current Board members.
6. Determining and recommending to the Board for its determination the appropriate compensation for Board members.
7. Conducting an annual evaluation of the Board as a whole.

8. Making recommendations on the structure of Board meetings and recommending matters for consideration by the Board.
9. With the Chairman of the Board, periodically reviewing the charters and composition of each Board committee and making recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees.
10. With the Chairman of the Board, recommending to the Board persons to be members and chairs of the Board committees.
11. Evaluating the composition of each Board Committee so that their respective members are suitable for the tasks of the Committee and that each Committee conducts the required number of meetings and reports to the Board on its activities.
12. Reviewing directorships and consulting and other agreements between Board members and other entities for conflicts of interest. All members of the Board are required to report directorships and consulting and other agreements to the corporate general counsel.
13. Taking such other actions regarding the manner of governance of the Company, including recommending to the Board for its adoption codes of conduct and ethics, as from time to time the Committee believes to be in the best interests of the Company and its stakeholders.
14. Overseeing the director continuing education program.
15. Determine the independence of directors pursuant to rules and guidelines as set forth in applicable exchange listing agreements, the SEC, and federal or state legislation. Review with the Board for its consideration the relations and transactions considered by the Committee and the reasons for its decisions for the Board's consideration in the determination of director independence.
16. Review and approval of all related party transactions pursuant to the related party transaction policies and procedures established by the Committee that are required to be disclosed pursuant to SEC Regulation S-K, Item 404, and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.

III. Committee Structure and Operations

- A. **Committee Size.** The Committee will consist of a minimum of three directors.

- B. **Committee Member Qualifications.** The members of the Committee must be independent in that none of them shall have any monetary (other than compensation for services as a director), financial or commercial relationship with the Company that might interfere with their exercise of independent judgment as a Committee member and shall otherwise meet the independence standards in accordance with independence rules of the Securities and Exchange Commission, the NASDAQ Marketplace Rules, the NASDAQ Global Select Marketing listing requirements and other applicable law.
- C. **Committee Member Appointment and Removal.**
1. The Board will appoint the Committee members and a Chairman.
 2. The Board may fill vacancies on the Committee.
 3. The Board may remove a Committee member from the membership of the Committee at any time with or without cause.
- D. **Committee Meetings.**
1. The Committee customarily conducts four regularly scheduled meetings each year.
 2. Executives, management representatives, third-party service providers, and others, when requested by the Committee, may attend the general and executive session portions of each meeting. However, it is the Committee's intent to maintain regular sessions at which executives, management representatives, third-party service providers, and other non-Committee members generally will be excluded.
 3. Attendance at meetings shall be permitted by telephone or other means which allows the members to effectively interact with one another and fully discuss proposed actions, as permitted for meetings of the full Board.
 4. A majority of the Committee members shall constitute a quorum for the transaction of business.
 5. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
 6. Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee if all of the Committee

members execute, either before or after the action is taken, a written consent and the consent is filed with the Company's Corporate Secretary.

7. The Company's General Counsel or his or her designee will act as the Committee Secretary.
 8. The Committee Secretary will keep minutes of all Committee meetings, which shall be distributed to all Board members.
 9. Regular meetings of the Committee shall be called according to the schedule approved by the Committee for the year. Special meetings of the Committee can be called by the Committee Chairman, a majority of the members of the Committee, the Chairman of the Board, or by a majority of the independent directors of the Company.
 10. The Committee Secretary will prepare a preliminary agenda for regularly scheduled meetings. The Committee Chairman will make the final decision regarding the agenda for regularly scheduled meetings and will develop the agenda for special meetings based on the information supplied by the party(ies) requesting the special meeting.
 11. The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.
 12. The Committee Secretary should coordinate all mailings to the Committee members, to the extent practicable.
- E. **Committee Reporting to the Board.** The Committee Chairman shall present periodic reports to the Board concerning the Committee's actions related to corporate governance and the execution of its duties and responsibilities.
- F. **Use of Third-Party Service Providers.** If the Committee utilizes a third-party service provider in executing its duties, the Committee shall have the sole authority to retain and terminate the third-party service provider, including the sole authority to approve the third-party service provider's fees and other retention terms.

*Section II, 19, added to the Charter - Approved by the Corporate Governance and Nominating Committee 9/21/05-
Approved by the Board of Directors 9/22/05*

*Section II, 20, added to the Charter - Approved by the Corporate Governance and Nominating Committee 5/7/08
Approved by the Board of Directors 5/7/08*