

THE CHILDREN'S PLACE, INC.

COMPENSATION COMMITTEE CHARTER

This Amended and Restated Compensation Committee Charter of The Children's Place, Inc. (the "Company") was adopted on February 7, 2017.

GENERAL

- A. Purposes.** The Compensation Committee shall (i) determine the compensation of the Company's executive officers to ensure alignment with the Company's strategy and performance and assist the Board in determining the compensation of the Chief Executive Officer, (ii) review and adopt policies that govern the Company's compensation and benefit programs, (iii) assess the risk, if any, arising from the Company's compensation policies and practices, (iv) plan for executive officer development, and (v) fulfill the responsibilities set forth in this Charter.
- B. Authority to Retain Outside Advisors; Adequate Resources.** The Compensation Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, including compensation consultants, as it deems appropriate, without seeking approval of the Board or management. In selecting and retaining such counsel, experts and consultants, the Compensation Committee shall review and consider the independence factors enumerated by the applicable listing standards of the Nasdaq Stock Market and the applicable rules of the Securities and Exchange Commission (the "SEC"), including Rule 10C under the Securities Exchange Act of 1934 (the "Exchange Act").

COMPENSATION COMMITTEE MEMBERSHIP

- A. Independence.** The Compensation Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined (i) to be "independent" for purposes of compensation committee membership in accordance with applicable listing standards of the Nasdaq Stock Market, as in effect in accordance with the rules of SEC, including Rule 10C under the Exchange Act, (ii) to be a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act, and (iii) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code.
- B. Procedural Matters.** Compensation Committee members shall continue to be members as long as they remain directors and until their successors as committee members are elected and qualified or until their earlier death, incapacity, resignation or removal. The Board, with or without cause, may remove any member at any time. The Chairman of the Compensation Committee shall be appointed from among the Compensation Committee members by, and serve at the pleasure of, the Board; shall preside at meetings of the Compensation Committee; and shall have authority to convene meetings, set agendas for meetings, and determine the Compensation Committee's information needs, except as otherwise provided by action of the Compensation Committee. In the absence of the Chairman at a duly convened meeting, the

Compensation Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

MEETINGS

The Compensation Committee shall meet on a regularly scheduled basis at least three times per year and additionally as circumstances dictate. The Compensation Committee shall establish its own schedule of meetings. Meetings of the Compensation Committee may be held telephonically. A majority of the members of the Compensation Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Compensation Committee. The Compensation Committee shall otherwise establish its own rules of procedure.

RESPONSIBILITIES

- A. Responsibilities Calendar.** The Committee's specific responsibilities in carrying out its oversight role are delineated in the Compensation Committee Responsibilities Calendar, with the understanding that the Compensation Committee's activities may diverge as appropriate given the circumstances. The Responsibilities Calendar will be reviewed, and updated as necessary, on an annual basis, to reflect changes in regulatory requirements, authoritative guidance, and evolving oversight practices. The most recently updated Responsibilities Calendar will be considered to be an addendum to this Charter.
- B. Authority.** The Compensation Committee is authorized to carry out the activities delineated in the Compensation Committee Responsibilities Calendar and any other actions reasonably related to the Compensation Committee's purposes or assigned by the Board from time to time.
- C. Delegation of Responsibilities.** The Compensation Committee may form and delegate any of its responsibilities to (i) a subcommittee so long as such subcommittee is solely comprised of one or more members of the Compensation Committee and (ii) committees of officers of the Company designated by the Compensation Committee so long as the duties and responsibilities of such committees of officers are established by the Compensation Committee.

ADDENDUM TO THE COMPENSATION COMMITTEE CHARTER

THE CHILDREN'S PLACE, INC.

COMPENSATION COMMITTEE RESPONSIBILITIES CALENDAR

Key: ● = when performed

	Responsibility	Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
a)	Board Compensation					
1)	Review and benchmark the compensation paid to non-employee directors and make recommendations to the Board for any adjustments. No member of the Compensation Committee will act to fix his or her own compensation except for uniform compensation to directors for their service as directors.			●		
b)	Chief Executive Officer Compensation					
1)	Assist the Board in establishing annual goals and objectives for the Chief Executive Officer.	●				
2)	Assess the performance and recommend compensation of the Chief Executive Officer to the other independent members of the Board for approval. The Chief Executive Officer may not be present during deliberations or voting concerning the Chief Executive Officer's compensation.	●				
c)	Other Executive Officer Compensation					
1)	Oversee an evaluation of the performance of the Company's executive officers and approve the annual compensation, including salary, bonus, incentive and equity compensation, for the executive officers.	●				
2)	Review trends in contemporary compensation with the compensation consultant to ensure consideration is given to best practice when designing and administering compensation programs.			●		
3)	Review the structure and competitiveness of the Company's executive officer compensation programs considering the following factors: (i) the attraction and retention of executive officers; (ii) the motivation of executive officers to achieve and exceed the Company's business objectives; (iii) the alignment of the interests of executive officers with the long-term interests of the Company's shareholders; and (iv) benchmarking data.				●	
4)	Review and approve compensation packages for new executive officers and termination packages for executive officers.					●

	Responsibility	Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
5)	Annually review the Company's Peer Group for purposes of benchmarking executive compensation and benefits practices.			●		
6)	Review and approve management's recommendation for the annual salary merit increase budget for executive officers and associates.	●				
7)	Review and approve management's recommendation for executive officer salary increases, projected bonus performance against Target, and proposed annual equity grants.	●				
d)	General Compensation Oversight					
1)	Monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Compensation Committee deems appropriate, including:				●	●
	(a) Establish and review the Company's overall compensation philosophy, and review of significant issues affecting compensation philosophy and policies.				●	●
	(b) Provide input to management on whether compensation arrangements and/or plan designs for Company executives incentivize unnecessary and excessive risk taking; review controls to manage any risks.				●	●
	(c) Review and approve policies, including clawback provisions, regarding Chief Executive Officer and other executive officer compensation.	●				●
e)	Equity and Other Benefit Plan Oversight					
1)	Serve as the "Committee" established to administer the Company's annual bonus, equity-based and employee benefit plans, including but not limited to any Company incentive compensation plans, and perform the duties of the Committee under those plans. The Compensation Committee may delegate those responsibilities to senior management as it deems appropriate. Such duties shall include:					●
A)	Approve adoption of, or any material amendment of, any tax qualified, non-discriminatory employee benefit plan, or parallel nonqualified employee benefit plan pursuant to which a director, officer, employee or consultant will receive benefits.					●
B)	Approve adoption of, issuances under, or any material amendment of, any equity or other similar plan pursuant to which a person will acquire stock or options.					●
C)	Appoint and delegate authority to a Committee of Officers for purposes of awarding equity awards to associates below the SVP level.				●	
D)	Receive Committee of Officers report on actions taken.	●	●	●	●	

Responsibility		Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
E)	In conjunction with the Audit Committee, establish, and review and approve the achievement of, performance metrics for the purposes of the Company's annual cash bonus plan and long-term, equity-based incentive plan.	●				
F)	Establish bonus ranges for the purpose of the Company's annual cash bonus plan.	●				
G)	Set Thresholds, Targets and Maximums for purposes of performance-based equity awards.	●				
H)	Establish and review stock ownership guidelines for the Company's non-employee directors, Chief Executive Officer and other executives, and monitor compliance with such guidelines.			●		
I)	Review anti-hedging/pledging policies for common stock held by management and directors.			●		
2)	Appoint and remove plan administrators and a committee of officers for the Company's 401(k) plan.					●
f)	Compensation Consultant Oversight					
1)	Retain and terminate compensation consultants, legal advisors, and other compensation advisors that advise the Compensation Committee, as it deems appropriate, including approval and periodic review of the consultants' and advisors' fees and other retention terms. Such fees are to be funded by the Company.		●			●
2)	Ensure that the compensation consultants and other advisors retained by the Compensation Committee are independent of the Company.	●				●
3)	Review and assess the work and performance of the compensation consultants and legal advisors retained by the Compensation Committee annually.	●				
g)	Disclosure					
1)	Discuss with management the Company's Compensation Discussion and Analysis ("CD&A") for the annual proxy statement; based on the review and discussion, recommend to the Board that the CD&A be included in the Company's annual report or proxy statement; and produce an annual report of the Compensation Committee on executive compensation for the Company's annual proxy statement in compliance with and to the extent required by the SEC.	●				
h)	Review of Related Party Transactions					
1)	Review, discuss with management and the independent auditor, and approve any transactions or courses of dealing with related parties (e.g., including significant shareholders of the Company, directors, corporate officers or other members of senior management or their family members) that are significant in size					●

	Responsibility	Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
	or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, including any safeguards or additional procedures to be applied in such circumstances.					
i)	Other Responsibilities					
1)	Review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Compensation Committee deems appropriate.				●	●
2)	Report regularly to the Board on Compensation Committee findings and recommendations, and maintain minutes or other records of Committee meetings and activities.	●	●	●	●	●
3)	Conduct an annual evaluation of the performance of the Committee and each of its members (in conjunction with the annual evaluation of the performance of the Board).				●	