

THE CHILDREN'S PLACE, INC.

AUDIT COMMITTEE CHARTER

This Amended and Restated Audit Committee Charter was adopted by the Board of Directors (the "Board") of The Children's Place, Inc. (the "Company") on February 2, 2017.

GENERAL

- A. Purposes.** The Audit Committee shall provide assistance to the Board in fulfilling their oversight responsibility relating to the accounting and financial reporting processes of the Company and the independent audits of the Company's financial statements, the systems of internal accounting and financial controls, the internal audit function, the assessment of financial risk, and the legal compliance and ethics programs as established by management and the Board. In doing so, it is the intent of the Audit Committee to maintain free and open communication between the Audit Committee, independent auditors, the internal auditors and management of the Company.
- B. Access to Information.** In discharging its role, the Audit Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company.
- C. Authority to Retain Outside Advisors; Adequate Resources.** The Audit Committee shall have the sole authority to retain, compensate, direct, oversee and terminate the Company's independent auditor and any counsel, other auditors, and other advisors hired to assist the Audit Committee in carrying out its activities. Such parties shall be accountable to the Audit Committee. The Company shall provide adequate resources to support the Audit Committee's activities, including compensation of such parties retained by the Audit Committee.

AUDIT COMMITTEE MEMBERSHIP

- A. Independence.** The Audit Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be "independent" for purposes of audit committee membership in accordance with applicable listing standards of the Nasdaq Stock Market, as in effect in accordance with the rules of the SEC.
- B. Financial Literacy.** All members of the Audit Committee shall meet the financial literacy requirements of the Nasdaq Stock Market and at least one member shall be an "audit committee financial expert" as such term is defined under applicable SEC rules.
- C. Procedural Matters.** No member of the Board may serve as a member of the Audit Committee if such Board member serves on the audit committees of more than three (3) other public companies, unless the Board determines that such simultaneous service would not impair the ability of such Board member to effectively serve on the Audit Committee. Audit 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 Audit Committee shall be appointed from among the Audit

Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Audit Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Audit Committee's information needs, except as otherwise provided by action of the Audit Committee. In the absence of the Chairman at a duly convened meeting, the Audit Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

MEETINGS

Audit Committee Meetings. The Audit Committee shall meet on a regularly scheduled basis at least four times per year and additionally as circumstances dictate. The Audit Committee shall establish its own schedule of meetings. Meetings of the Committee may be held telephonically. A majority of the members of the Audit 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 Audit Committee. The Audit Committee shall otherwise establish its own rules of procedure.

RESPONSIBILITIES

- A. General.** The Audit Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those financial statements. The Audit Committee recognizes that Company management and the independent auditors have more time, knowledge and detailed information about the Company than do Audit Committee members. Consequently, in carrying out its oversight responsibilities, the Audit Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.
- B. Duties and Responsibilities.** The Committee's specific responsibilities in carrying out its oversight role are delineated in the Audit Committee Responsibilities Calendar, with the understanding that the Audit Committee's activities may diverge as appropriate given the circumstances. The Audit Committee is authorized to carry out these activities and other actions reasonably related to the Audit Committee's purposes or assigned by the Board from time to time. The Audit Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Audit Committee. The Responsibilities Calendar will be updated annually as necessary 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.

ADDENDUM TO THE AUDIT COMMITTEE CHARTER

THE CHILDREN'S PLACE, INC.

AUDIT COMMITTEE RESPONSIBILITIES CALENDAR

Key: ● = when performed

		Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
a) Supervise the Independent Audit						
1)	Appoint, evaluate, compensate, oversee the work of, and if appropriate terminate, the independent auditor, who shall report directly to the Audit Committee.	●				●
2)	Receive from the independent auditors a formal written statement delineating all relationships between the auditor and the Company, consistent with applicable requirements of the Public Accounting Oversight Board, or PCAOB, regarding the independent auditor's communications with the Audit Committee concerning independence and actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.		●			
3)	Take appropriate action to assure the regular rotation of the lead audit partner as required by law.		●			
4)	Review and approve the terms of the independent auditor's retention, engagement and scope of the annual audit, and pre-approve any audit-related and permitted non-audit services (including the fees and terms thereof) to be provided by the independent auditor (with pre-approvals disclosed as appropriate in the Company's periodic public filings).		●			●
5)	Review and discuss with management, the independent auditor, and the internal auditor: (a) any significant findings, including the status of previous audit recommendations, and (b) any problems or difficulties encountered in the course of their audit or review work.	●	●	●	●	
6)	Review and resolve any disagreements between management and the independent auditor concerning financial reporting, or relating to any audit report or other audit, review or attest services provided by the independent auditor.					●

		Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
Responsibility						
b) Oversee Financial Reporting						
1)	Review and discuss with management and the independent auditor (i) all critical accounting policies and practices used by the Company, (ii) any significant changes thereto, (iii) any material alternative accounting treatments within GAAP that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the accounting firm, and (iv) any accounting and financial reporting proposals that may have a significant impact on the Company's financial reports.	●	●	●	●	
2)	Review and discuss with the independent auditor the matters required to be discussed with the independent auditor by Section 10A of the Securities Exchange Act of 1934, PCAOB Auditing Standard 16, <i>Communication With Audit Committees</i> , PCAOB Interim Standard AU 722, SEC Regulation S-X Rule 2-07, <i>Communication with Audit Committees</i> , the requirements of the NASDAQ Stock Market, and any other required communications under applicable PCAOB and SEC rules.	●	●	●	●	
3)	Prior to public release of the Company's financial statements, review and discuss with management and the independent auditor the Company's annual and quarterly financial statements to be filed with the SEC, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." With respect to the Company's annual financial statements, make a recommendation to the Board as to whether the Company's audited financial statements should be included in the Company's annual report on Form 10-K for the last fiscal year.	●	●	●	●	
4)	Discuss with management, the head of internal audit and the independent auditor (i) the adequacy of the Company's system of internal control over financial reporting for the preparation of the Company's audited financial statements and the audit procedures applied by the independent auditor, (ii) the appropriateness of the accounting principles applied and the judgments, including estimates, made in preparation of the Company's audited financial statements, and (iii) the quality of the Company's financial reports.	●				
5)	Discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance (including the dissemination of financial information not involving the presentation of financial measures in accordance with generally accepted accounting principles) provided to analysts and to ratings agencies.	●	●	●	●	●

		Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
Responsibility						
c) Internal Controls and Risk Management						
1)	Review and discuss with management, the head of internal audit, and the independent auditor the adequacy of the Company's internal control over financial reporting and disclosure controls and procedures, including:					
	(a) management's quarterly certification of the Company's disclosure controls and procedures;	●	●	●	●	
	(b) any reports of material weaknesses in internal control over financial reporting and actions taken to remedy any such weaknesses;	●				●
	(c) management's annual assessment of the Company's internal control over financial reporting; and	●				
	(d) the independent auditor's annual attestation report regarding the independent auditor's annual assessment of the Company's internal control over financial reporting.	●				
2)	Establish and oversee procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and any other aspects of the Company's internal control over financial reporting, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial reporting or auditing matters.		●			●
3)	Inquire of management, the head of internal audit, and the independent auditor about significant financial risks or exposures, review the Company's policies for risk assessment and risk management, and assess the steps management has taken to control such risk to the Company.			●		
d) Internal Audit Department						
1)	Review the budget, organizational structure, and qualifications of the internal audit department and review and approve its charter annually.				●	
2)	Review the risk assessment process used to determine the annual internal audit plan, approve the annual audit plan, and review the status of the plan and any suggested changes to it at least quarterly.	●	●	●	●	
3)	Appoint and terminate, if necessary, the head of internal audit, who shall report directly to the Chair of the Audit Committee and indirectly to the Company's Chief Financial Officer.					●
4)	On at least an annual basis, review the performance and compensation of the head of internal audit.	●				

		Meetings Held During:				
		Q1	Q2	Q3	Q4	As Req'd
Responsibility						
e) Miscellaneous						
1)	Review at least annually with management and the head of internal audit compliance with, the adequacy of and any requests for waivers under the Company's code(s) of business conduct and ethics (including codes that apply to all employees as well as those applicable to directors, senior officers and financial officers and the Company's policies and procedures concerning trading in Company securities and the use of Company proprietary or confidential information in trading) and make a recommendation to the full Board with regard to any waiver sought with respect to any executive officer or director.			●		●
2)	Review periodically with internal counsel (i) legal and regulatory matters that may have a material impact on the Company's financial statements and (ii) the scope and effectiveness of the Company's legal and regulatory compliance policies and programs.		●			●
3)	Meet separately, periodically, in executive sessions with the independent auditor, the head of internal audit and management to discuss any matters which they or the members of the Audit Committee believe should be discussed privately.	●	●	●	●	●
4)	Oversee the preparation of, and approve, all reports required or appropriate in the conduct of the Audit Committee's responsibilities, including the report for inclusion in the Company's annual proxy statement required of audit committees by SEC rules.	●				
5)	Review and reassess the adequacy of this Audit Committee Charter annually, and recommend to the Board amendments as the Audit Committee deems appropriate.			●		
6)	Report regularly to the Board on Audit Committee findings and recommendations, including on any issues that arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the independent auditors and the performance of the internal audit function, the Company's compliance with legal or regulatory requirements and its code of business conduct and any other matters the Audit Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.	●	●	●	●	●