

**Francesca’s Holdings Corporation
Nominating and Corporate Governance Committee Charter**

STATUS

The Nominating and Corporate Governance Committee (the “*Committee*”) is a committee of the Board of Directors (the “*Board*”) of Francesca’s Holdings Corporation, a Delaware corporation (the “*Company*”).

STATEMENT OF PURPOSE

The purpose of the Committee is to identify individuals qualified to become members of the Board, to recommend Director nominees for each annual meeting of the shareholders and nominees for election to fill any vacancies of the Board and to address related matters. The Committee shall also develop and recommend to the Board corporate governance principles applicable to the Company and be responsible for leading the annual review of the Board’s performance.

MEMBERSHIP

The Committee shall consist of not less than two members of the Board, as the Board shall from time to time determine. Each Committee member shall meet the independence criteria of the rules of the Nasdaq Stock Market LLC (“NASDAQ”) and all other applicable laws and regulations in effect from time to time (subject to any exceptions allowed by such rules and any waivers granted by such authorities).

APPOINTMENT AND REMOVAL

The members of the Committee shall be appointed by and serve at the pleasure of the Board. Unless a Chair is elected by the Board, the members of the Committee shall elect a Chair by majority vote of the full Committee membership.

DUTIES AND RESPONSIBILITIES

The Committee’s primary duties and responsibilities include:

Nominations

The Committee is responsible for:

- Establishing and recommending to the Board for its approval the criteria and qualifications for membership on the Board, which shall reflect at a minimum any requirements of applicable law or listing standards of NASDAQ, as well as any minimum qualifications that the Committee believes must be met by a nominee for a position on the Board or any specific qualities or skills that the Committee believes are necessary for one or more of the Directors to possess.
- In consultation with the Chair of the Board and the Chief Executive Officer, identifying, considering, recommending, recruiting and selecting, or recommending that the Board select, candidates to fill open positions on the Board consistent with the Board-approved criteria and qualifications for membership. Where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate Directors (for example, preferred stock rights to elect Directors upon a dividend default), the selection and nomination of such Directors need not be subject to the Committee’s process.

Nominees for director shall be selected on the basis of their character, wisdom, judgment,

ability to make independent analytical inquiries, business experiences, understanding of the Company's business environment, time commitment and acumen and any additional criteria determined from time to time by the Board. Directors are expected to become and remain informed about the Company, its business and its industry, rigorously prepare for, attend and participate in all Board and applicable committee meetings. The Committee shall be committed to a diversified membership, in terms of both the individuals involved and their various experiences and areas of expertise.

- Developing and periodically evaluating a policy with regard to the consideration of any Director candidates recommended by stockholders, including the procedures to be followed by stockholders in submitting such recommendations.
- Establishing a process for identifying and evaluating nominees for Director, including nominees recommended by stockholders.
- Conducting appropriate inquiries into the backgrounds and qualifications of possible candidates and such candidate's compliance with the independence and other qualification requirements established by the Committee.
- Recommending Director nominees for approval by the Board and the stockholders.
- Recommending to the Board with respect to the assignment of Board members to various Board committees and, where appropriate, recommending the removal of any member of any committee.
- Recommending to the Board as to whether members of the Board should stand for re-election, taking into consideration matters relating to the retirement of Directors, including term limits or age limits.

The Committee, in discharging its oversight role, shall have authority to engage, determine funding and cause the Company to pay the compensation to obtain advice and assistance from outside legal, accounting or other advisers to carry out the Committee's responsibilities. The Committee shall have the sole authority to retain and terminate search firms used to identify Director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

Corporate Governance

General

- Reviewing the adequacy of, and recommending to the Board proposed changes to, as conditions dictate, the Company's Certificate of Incorporation and By-laws.
- Reviewing and recommending to the Board proposed changes to the Company's policies and procedures related to shareholder defense and protection.
- Developing the Company's corporate governance policies in accordance with the requirements of NASDAQ, recommending these to the Board for approval, keeping abreast of developments with regard to the Company's corporate governance policies, reviewing them periodically and recommending to the Board updates or modifications to them, as appropriate.
- In consultation with the Chair of the Board and the Chief Executive Officer, periodically reviewing and confirming compliance with the Company's corporate governance policies.
- Recommending to the Board ways to enhance services to and improve communications and relations with the Company's stockholders.
- Conducting, in consultation with the Chair of the Board and the Chief Executive Officer, an annual review of the Company's Code of Ethics and Conduct.
- Overseeing the systems and processes put into place by the Company to ensure compliance with the Company's Code of Ethics and Conduct.

- Receiving, reviewing, investigating and addressing any confidential complaints made to the Committee with respect to any breach or perceived breach of the Company's Code of Ethics and Conduct on the part of senior management or any member of the Board.

Board Oversight

- Overseeing periodic, and no less frequent than annual, self-evaluations by the Board of its performance.
- Evaluating, in consultation with the Chair of the Board and the Chief Executive Officer, the size, composition, needs and effectiveness of the Board.
- Recommending to the Board improvements to the corporate governance of the Company, including consideration of any specific standards for the overall structure and composition of the Board and whether the Board's leadership structure is appropriate in fulfilling the Board's risk oversight role.
- Overseeing the development by the Chief Executive Officer of programs for continuing education for all Directors and for the orientation of new Directors to be administered by the Corporate Secretary.
- Evaluating any request for a waiver of the application of the Company's Code of Ethics and Conduct, and reporting its findings and recommendations to the full Board.
- Monitoring the functions of the various committees of the Board and conducting periodic reviews of their contributions to the Company.
- Considering questions of possible conflicts of interest of Board members and of the Company's senior executives.
- Establishing criteria for an annual performance evaluation of the Committee by the Board.

COMMITTEE STRUCTURE AND OPERATIONS

- The Committee shall meet at least two times annually or more frequently in its discretion or at the request of the Chair of the Board. A majority of the Committee members shall constitute a quorum and a majority of the members present shall decide any question brought before the Committee.
- The Committee may delegate any of its responsibilities to a subcommittee of the Committee's own denomination.
- The Committee shall promptly inform the Board of the actions taken or issues discussed at its meetings. This will generally take place at the Board meeting following the Committee meeting.

PROCEDURES

The Chair of the Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. The Chair shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee setting forth the names of the members of the Committee or actions taken by the Committee shall be sufficient evidence at all times as to the persons constituting the Committee or such actions taken.

PERFORMANCE REVIEW

The Committee shall conduct an annual performance evaluation of itself, including a review of the compliance of the Committee with this Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.