

ABERCROMBIE & FITCH CO /DE/

Form DEF 14A

May 10, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Abercrombie & Fitch Co.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
- (1) Title of each class of securities to which transaction applies:

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- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Abercrombie & Fitch Co.
6301 Fitch Path
New Albany, Ohio 43054
(614) 283-6500**

May 10, 2010

Dear Fellow Stockholders:

You are cordially invited to attend the Annual Meeting of Stockholders to be held at 10:00 a.m., Eastern Daylight Saving Time, on Wednesday, June 9, 2010, at our executive offices located at 6301 Fitch Path, New Albany, Ohio 43054. I hope that you will all be able to attend and participate in the Annual Meeting, at which time we will have the opportunity to review the business and operations of our Company.

The formal Notice of Annual Meeting of Stockholders and Proxy Statement are attached, and the matters to be acted upon by our stockholders are described in them.

It is important that your shares be represented and voted at the Annual Meeting. Accordingly, after reading the attached Proxy Statement, please complete, date, sign and return the accompanying form of proxy. Alternatively, you may vote electronically through the Internet or by telephone in accordance with the instructions on your form of proxy. Your vote is important regardless of the number of shares you own.

Sincerely yours,

Michael S. Jeffries
Chairman and Chief Executive Officer

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Abercrombie & Fitch Co.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

May 10, 2010

TO OUR STOCKHOLDERS:

Notice is hereby given that the 2010 Annual Meeting of Stockholders (the Annual Meeting) of Abercrombie & Fitch Co. (the Company) will be held at the executive offices of the Company located at 6301 Fitch Path, New Albany, Ohio 43054, on Wednesday, June 9, 2010, at 10:00 a.m., Eastern Daylight Saving Time, for the following purposes:

1. To elect three directors, each to serve for a term of three years to expire at the Annual Meeting of Stockholders to be held in 2013, and to elect one director to serve for a term to expire at the Annual Meeting of Stockholders to be held in 2011.
2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending January 29, 2011.
3. To approve the Abercrombie & Fitch Co. 2010 Long-Term Incentive Plan.
4. To act on three stockholder proposals, if the stockholder proposals are properly presented at the Annual Meeting.
5. To transact any other business that properly comes before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

Your Board of Directors recommends that you vote *FOR* the election of the director nominees listed in the Company s Proxy Statement for the Annual Meeting under the section captioned **ELECTION OF DIRECTORS , *FOR* the ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending January 29, 2011, *FOR* the Abercrombie & Fitch Co. 2010 Long-Term Incentive Plan and *AGAINST* the stockholder proposals described in the Company s Proxy Statement for the Annual Meeting, if the stockholder proposals are properly presented for consideration at the Annual Meeting.**

If you were a stockholder of record, as shown by the transfer books of the Company, at the close of business on April 13, 2010, you will be entitled to receive notice of and to vote at the Annual Meeting or at any adjournment or postponement of the Annual Meeting.

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Our Investor Relations telephone number is (614) 283-6500 should you wish to obtain directions to our executive offices in order to attend the Annual Meeting and vote in person. Directions to our executive offices may also be found on our website (www.abercrombie.com) on the Investors page under the Directions To A&F link.

By Order of the Board of Directors,

Michael S. Jeffries
Chairman and Chief Executive Officer

PLEASE COMPLETE, DATE AND SIGN THE ACCOMPANYING FORM OF PROXY AND RETURN IT IN THE ENVELOPE PROVIDED AS PROMPTLY AS POSSIBLE, WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING. ALTERNATIVELY, SUBMIT YOUR VOTING INSTRUCTIONS ELECTRONICALLY VIA THE INTERNET OR TELEPHONICALLY. PLEASE SEE THE PROXY STATEMENT AND FORM OF PROXY FOR DETAILS ABOUT ELECTRONIC VOTING. IF YOU LATER DECIDE TO REVOKE YOUR PROXY FOR ANY REASON, YOU MAY DO SO IN THE MANNER DESCRIBED IN THE ATTACHED PROXY STATEMENT.

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**Abercrombie & Fitch Co.
6301 Fitch Path
New Albany, Ohio 43054
(614) 283-6500**

PROXY STATEMENT

Dated May 10, 2010

ANNUAL MEETING OF STOCKHOLDERS

To Be Held On June 9, 2010

This Proxy Statement is being furnished to stockholders of Abercrombie & Fitch Co. (the Company) in connection with the solicitation of proxies by the Company's Board of Directors (the Board) for use at the Annual Meeting of Stockholders to be held on Wednesday, June 9, 2010 (the Annual Meeting), or at any adjournment or postponement of the Annual Meeting. The Annual Meeting will be held at 10:00 a.m., Eastern Daylight Saving Time, at the Company's executive offices located at 6301 Fitch Path, New Albany, Ohio 43054. This Proxy Statement and the accompanying form of proxy were first sent or given to stockholders on or about May 10, 2010.

A form of proxy for use at the Annual Meeting accompanies this Proxy Statement and is solicited by the Board. You may ensure your representation at the Annual Meeting by completing, signing, dating and promptly returning the accompanying form of proxy. A return envelope, which requires no postage if mailed in the United States, has been provided for your use. Alternatively, you may give voting instructions electronically via the Internet or by using the toll-free telephone number stated on the form of proxy. The deadline for stockholders to transmit voting instructions electronically via the Internet or telephonically is 11:59 p.m., Eastern Daylight Saving Time, on June 8, 2010. The Internet and telephone voting procedures are designed to authenticate stockholders' identities, to allow stockholders to give their voting instructions and to confirm that stockholders' voting instructions have been properly recorded. If you vote through the Internet, you should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, that will be borne by you.

Stockholders holding shares in street name with a broker/dealer, financial institution or other holder of record should review the information provided to them by the holder of record. This information will describe the procedures to be followed in instructing the holder of record how to vote the street name shares and how to revoke previously given instructions.

If you are a registered stockholder, you may revoke your proxy at any time before it is actually voted at the Annual Meeting by giving notice of revocation to the Company in writing, by accessing the designated Internet site prior to the deadline for transmitting voting instructions electronically, by using the toll-free number stated on the form of proxy prior to the deadline for transmitting voting instructions electronically, or by attending the Annual Meeting and giving notice of revocation in person. You may also change your vote by choosing one of the following options: executing and returning to the Company a later-dated form of proxy; submitting a later-dated vote through the designated Internet site or the toll-free telephone number stated on the form of proxy prior to the deadline for transmitting voting instructions electronically; or voting at the Annual Meeting. Attending the Annual Meeting will not, by itself, revoke your proxy.

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The Company will pay the costs of preparing, assembling, printing and mailing this Proxy Statement, the accompanying form of proxy and any other related materials and all other costs incurred in connection with the solicitation of proxies on behalf of the Board, other than the Internet access and telephone usage charges mentioned above. Although the Company is soliciting proxies by mailing the proxy materials to stockholders, proxies may be solicited by Company employees or, as referred to by the Company, associates, via mail or by telephone, facsimile, electronic transmission or personal contact without additional compensation. The Company has retained Laurel Hill, New York, New York, to aid in the solicitation of proxies with respect to shares held by broker/dealers, financial institutions, and other custodians, fiduciaries and nominees for a fee of approximately \$8,000, plus expenses. The Company will reimburse its transfer agent, broker/dealers, financial institutions, and other custodians, fiduciaries and nominees for their reasonable costs in sending proxy materials to stockholders.

The Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2010 (Fiscal 2009) is being delivered with this Proxy Statement.

VOTING AT THE ANNUAL MEETING

The shares entitled to vote at the Annual Meeting consist of shares of the Company's Class A Common Stock, par value \$0.01 per share (the Common Stock), with each share entitling the holder of record to one vote. There are no cumulative voting rights in the election of directors. At the close of business on April 13, 2010, the record date for the Annual Meeting, there were 88,196,508 shares of Common Stock outstanding. A quorum for the Annual Meeting is one-third of the outstanding shares of Common Stock.

The results of stockholder voting will be tabulated by the inspectors of election appointed for the Annual Meeting. Shares of Common Stock represented by properly executed proxies returned to the Company prior to the Annual Meeting or represented by properly authenticated Internet or telephone voting instructions will be counted toward the establishment of a quorum for the Annual Meeting.

Those shares of Common Stock represented by properly executed proxies, or properly authenticated Internet or telephone voting instructions, that are received prior to the Annual Meeting and not subsequently revoked, will be voted as directed by the stockholders. All valid proxies received prior to the Annual Meeting which do not specify how shares of Common Stock are to be voted will be voted **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 29, 2011, and, except in the case of broker non-votes, **FOR** the election as directors of the Company of the nominees of the Board listed under the section captioned **ELECTION OF DIRECTORS** , **FOR** the approval of the Abercrombie & Fitch Co. 2010 Long-Term Incentive Plan and **AGAINST** each of the three stockholder proposals, if such stockholder proposal is properly presented at the Annual Meeting. No appraisal rights exist for any action proposed to be taken at the Annual Meeting.

Under the applicable rules of the New York Stock Exchange (NYSE), the ratification of the Company's independent registered public accounting firm is considered a routine item upon which broker/dealers, who hold their clients' shares of Common Stock in street name, may vote the shares in their discretion on behalf of their clients if those clients have not furnished voting instructions within the required time frame before the Annual Meeting. Under applicable NYSE rules, the uncontested election of directors, the approval of the Abercrombie & Fitch Co. 2010 Long-Term Incentive Plan and the stockholder proposals are not considered routine items, and broker/dealers may not vote on any non-routine item without voting instructions from their clients. A broker non-vote occurs when a broker/dealer holding

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shares of Common Stock for a client is unable to vote on a proposal because the proposal is non-routine and the client does not provide any voting instructions. Accordingly, if your shares are held in street name and you do not properly instruct your broker/dealer how to vote on these matters, your shares will not be voted with respect to any non-routine items.

NOTICE REGARDING INTERNET AVAILABILITY OF PROXY MATERIALS

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders of Abercrombie & Fitch Co. to be Held on June 9, 2010: This Proxy Statement, the Notice of Annual Meeting of Stockholders, a sample form of the proxy sent or given to stockholders by the Company and the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2010 are available at www.proxyvote.com.

Our Investor Relations telephone number is (614) 283-6500 should you wish to obtain directions to our executive offices in order to attend the Annual Meeting and vote in person. Directions to our executive offices may also be found on our website (www.abercrombie.com) on the Investors page under the Directions To A&F link.

ELECTION OF DIRECTORS

There are currently nine directors three in the class whose terms expire at the Annual Meeting, three in the class whose terms expire in 2011 and three in the class whose terms expire in 2012.

Four directors are standing for election at the Annual Meeting. Except for Elizabeth M. Lee, who was appointed on March 25, 2010, to fill a vacancy in the class of directors whose terms expire at the annual meeting of stockholders in 2011, directors elected at the Annual Meeting will hold office for a three-year term expiring at the annual meeting of stockholders in 2013 or until their successors are elected and qualified. Ms. Lee, upon election at the Annual Meeting, will hold office through the term of her class, which expires at the 2011 annual meeting of stockholders, or until her successor is elected and qualified. The nominees of the Board for election as directors at the Annual Meeting, each of whom was recommended by the Nominating and Board Governance Committee, are identified below. The individuals named as proxies in the form of proxy solicited by the Board intend to vote the shares of Common Stock represented by the proxies received under this solicitation for the Board's nominees, unless otherwise instructed. If any nominee who would otherwise receive the required number of votes becomes unable or unwilling to serve as a candidate for election as a director, the individuals designated to vote as proxies will have full discretion to vote the shares of Common Stock represented by the proxies they hold for the election of the remaining nominees and for the election of any substitute nominee designated by the Board upon recommendation by the Nominating and Board Governance Committee. The Board has no reason to believe that any of the Board's nominees will be unable or unwilling to serve as a director if elected.

In an uncontested election of directors, which the Company believes will be the case at the Annual Meeting, each nominee must be elected by a majority of the votes cast (i.e., the votes cast for such nominee's election must exceed the votes cast against such nominee's election). Broker non-votes, if any, and abstentions will not be treated as votes cast. Proxies may not cast votes for more than four nominees.

The Board has adopted a resignation policy, included in the Company's Corporate Governance Guidelines, which requires that an incumbent director who receives less than a majority of the votes cast

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in an uncontested election tender his or her resignation and outlines the procedures by which the Board will consider whether to accept such resignation. The resignation policy provides:

a director who fails to receive the required number of votes for re-election must offer to resign;

the Nominating and Board Governance Committee and the Board will evaluate any such resignation in light of the best interests of the Company and its stockholders in determining whether to accept or reject the resignation, or whether other action should be taken, and may consider any factors they deem relevant in making such determination;

if the Board does not accept the resignation, the director who offered to resign will continue to serve on the Board until the next annual meeting at which such director's class is to be considered for election and until the director's successor is elected and qualified or until the director's death, resignation or removal;

if the Board accepts the resignation, the Nominating and Board Governance Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board; and

the Board must publicly disclose its decision regarding the resignation within 90 days after the results of the election are certified.

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The information set forth in the table below concerning the principal occupation, other affiliations and business experience, as of April 13, 2010, of each nominee for election as a director has been furnished to the Company by each nominee.

Name (Age)	Business Experience During Past Five Years and Other Information	Director Since
<i>Nominees for Term Expiring at the 2013 Annual Meeting</i>		
Edward F. Limato (73)	<p>Mr. Limato has served as a Senior Vice President at William Morris Endeavor Entertainment, LLC, a talent and literary agency, since the April 2009 merger of William Morris Agency, LLC and Endeavor Talent Agency. Prior to that merger, Mr. Limato had served as a Senior Vice President at William Morris Agency, LLC since August of 2007. Mr. Limato originally joined the Ashley Famous Agency, which subsequently became IFA, one of the predecessor agencies of International Creative Management, Inc. (ICM). Mr. Limato worked at ICM until 1978, and then was a senior executive at William Morris Agency before rejoining ICM in 1988, where he served as Co-President from August 1999 until June 2007. Mr. Limato returned to William Morris Agency in August of 2007. Mr. Limato personally represents many important actors and movie stars and his company also represents numerous directors and artists in theater, music and publishing. Mr. Limato has also served as a member of the Foundation Committee for the Motion Picture & Television Fund Foundation since 2005 and as a member of the Board of Directors of the American Cinematheque since 2003.</p> <p>Through his long career in the Hollywood entertainment field, Mr. Limato has vast knowledge of popular culture and talent management. The latter in particular provides valuable insights in his role as a member of the Compensation Committee.</p>	2003

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Name (Age)	Business Experience During Past Five Years and Other Information	Director Since
Robert A. Rosholt (60)	<p>Mr. Rosholt is the retired Executive Vice President and Chief Financial Officer of Nationwide Mutual Insurance Company, where he served from October 2002 to April 2008. He also served as Executive Vice President Chief Finance and Investment Officer of Nationwide Mutual Insurance Company and several other companies within the Nationwide organization from October 2002 to December 2005. Prior to joining Nationwide, Mr. Rosholt served as Executive Vice President of Aon Corporation, a provider of risk management, retail, reinsurance and wholesale brokerage, claims management and human capital consulting services, from September 2000 to October 2002. During a portion of that time, he also served as Chief Operating Officer of the United States brokerage business. Mr. Rosholt also held various positions at First Chicago Corporation and its successor companies including Bank One from June 1974 to May 2000, ultimately serving as Chief Financial Officer, where he had oversight of capital and asset liability management as well as proprietary investment activities. Mr. Rosholt has also served as director of HCC Insurance Holdings, Inc. since August 2008 and serves as a member of its Audit Committee. Mr. Rosholt has also served as a director of Houston Casualty Company, a subsidiary of HCC Insurance Holdings, Inc., since 2008. Mr. Rosholt has also served as an advisory board member of Alvarez & Marsal Financial Industry Advisory Services since February 2009.</p> <p>Upon the recommendation of the Nominating and Board Governance Committee, the Board elected Mr. Rosholt as a director on June 11, 2008. Mr. Rosholt had been recommended to the Nominating and Board Governance Committee by a non-management director of the Company.</p> <p>Mr. Rosholt's experience as Chief Financial Officer of a Fortune 500 company and his financial expertise have been extremely valuable. Mr. Rosholt was also very involved in developing Nationwide Mutual Insurance Company's risk management strategy and enterprise risk management process, and he has provided valuable insights to the Company as it engages in similar reviews.</p>	2008

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Name (Age)	Business Experience During Past Five Years and Other Information	Director Since
Craig R. Stapleton (64)	<p>Mr. Stapleton served as United States Ambassador to France from 2005 to 2009. He also served as United States Ambassador to the Czech Republic from 2001 until 2004. Mr. Stapleton served as President of Marsh and McLennan Real Estate Advisors of New York, a commercial real estate firm, from 1982 until 2001. He has been a co-owner of the St. Louis Cardinals baseball team since July 2009 and was a co-owner of the Texas Rangers baseball team from 1989 until 1998. Mr. Stapleton has served as a senior advisor at Stone Point Capital, a private equity firm, since June 2009. He has also served as a member of the Board of Directors of the George W. Bush Library and Foundation since January 2006, and as a member of the Board of Directors of the National September 11 Memorial and Museum at the World Trade Center since January 2009.</p> <p>Upon the recommendation of the Nominating and Board Governance Committee, the Board elected Mr. Stapleton as a director on February 12, 2009. Mr. Stapleton had been recommended to the Nominating and Board Governance Committee by a non-management director of the Company.</p> <p>Mr. Stapleton fills a need for international expertise that was identified by the Board in its annual self-evaluation process. His experience as United States Ambassador to the Czech Republic and to France and his years living in Europe have provided a valuable perspective as the Company continues its significant international expansion. Mr. Stapleton was recently appointed as the Company's first Lead Independent Director.</p>	2009
<i>Nominee for Term Expiring at the 2011 Annual Meeting</i>		
Elizabeth M. Lee (66)	<p>Ms. Lee has served as the Head of School of Columbus School for Girls in Columbus, Ohio since June 2009. She also served as Interim Head of School of Porter-Gaud School in Charleston, South Carolina, and Trinity Episcopal School in Austin, Texas between 2004 and 2009 and as the Headmistress of The Hockaday School in Dallas, Texas from 1990 until 2004. Ms. Lee was a past president of the National Association of Principals of Schools for Girls and the Country Day School Headmasters Association, as well as a former board member of the National Association of Independent Schools (NAIS) and the Educational Records Bureau, among many other organizations.</p>	2010

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Name (Age)	Business Experience During Past Five Years and Other Information	Director Since
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Upon the recommendation of the Nominating and Board Governance Committee, the Board elected Ms. Lee as a director on March 25, 2010. Ms. Lee had been recommended to the Nominating and Board Governance Committee by a non-management director of the Company.

As a nationally recognized educator and a leader in the field of secondary education, Ms. Lee brings valuable insights into the perspectives of teenage boys and especially girls that the Board believes will be beneficial. Her extensive service with non-profit organizations and her involvement in issues of diversity and human rights will be valuable in her role as a member of the Corporate Social Responsibility Committee.

**THE BOARD RECOMMENDS A VOTE *FOR* EACH OF THE
NOMINEES IDENTIFIED ABOVE.**

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The information set forth in the table below concerning the principal occupation, other affiliations and business experience, as of April 13, 2010, of each continuing director has been furnished to the Company by each director.

Name (Age)	Business Experience During Past Five Years and Other Information	Director Since
<i>Directors Whose Terms Continue until the 2011 Annual Meeting</i>		
Lauren J. Brisky (59)	<p>Ms. Brisky retired February 1, 2009 as the Vice Chancellor for Administration and Chief Financial Officer of Vanderbilt University, after serving 10 years in that capacity. As the Vice Chancellor for Administration and Chief Financial Officer, she served as the financial liaison for Vanderbilt University's Audit, Budget and Executive Committees and was responsible for Vanderbilt University's financial management as well as administrative infrastructure, which included such areas as facilities and construction, human resources, information systems and business operations. She served as Associate Vice Chancellor for Finance of Vanderbilt University from 1988 until her 1999 appointment to Vice Chancellor. Ms. Brisky has also held positions at the University of Pennsylvania, Cornell University and North Carolina State University. She serves as Chair of the Board of Trustees for Simmons College, where she has served as a member of the Board since 2000. Ms. Brisky has also served on the Tuition Plan Consortium Board since 2005 and as a member of the Board of Directors of the Metropolitan Sports Authority of Nashville since 2004.</p> <p>Ms. Brisky has valuable experience as Chief Financial Officer of Vanderbilt University, where she also was responsible for the university's human resources. Her financial expertise and her knowledge of college-age students, a group that comprises a significant portion of the Company's target customers and its store associate recruitment base, has been valuable.</p>	2003

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Name (Age)	Business Experience During Past Five Years and Other Information	Director Since
Archie M. Griffin (55)	<p>Mr. Griffin has been the President and Chief Executive Officer of The Ohio State University Alumni Association, Inc. since January 2004 and an ex-officio member of the Board of Directors of The Ohio State University Foundation since January 2004. Mr. Griffin will become Senior Vice President of Alumni Relations at The Ohio State University effective July 2010. Mr. Griffin served as the Associate Director of Athletics at The Ohio State University from 1994 to 2003, after serving more than nine years in various positions within the Athletic and Employment Services Departments at The Ohio State University. Mr. Griffin has also served as a director of Motorists Mutual Insurance Company since 1991 and the Ohio Auto Club since 1992. Mr. Griffin has also served as a member of The Columbus Metropolitan Library Foundation Board of Trustees since 2006, the Columbus Recreation and Parks Commission since 2001, the Governing Committee for The Columbus Foundation since 2003 and the Board of the Columbus Youth Foundation (Vice Chair) since 1991.</p> <p>Mr. Griffin is one of the most well-respected and well-recognized individuals in the State of Ohio. As President and Chief Executive Officer of The Ohio State University Alumni Association, Inc., he spends a significant amount of time with the Company's target customer and recruiting base. Mr. Griffin's lengthy service on the Board and institutional knowledge of the Company have also been valuable.</p>	2000

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Name (Age)	Business Experience During Past Five Years and Other Information	Director Since
<i>Directors Whose Terms Continue until the 2012 Annual Meeting</i>		
James B. Bachmann (67)	<p>Mr. Bachmann retired in 2003 as Managing Partner of the Columbus, Ohio office of Ernst & Young LLP, after serving in various management and audit engagement partner roles in his 36 years with the firm.</p> <p>Mr. Bachmann also serves as the lead independent director and Chair of the Audit Committee of Lancaster Colony Corporation, a company which manufactures and markets food products and for which he has served as a director since 2003. Mr. Bachmann has also served as a public member of the Audit Committee for The Ohio State University since 2006, as a member of the Board of Trustees for The Ohio State University Hospital since 2004, as an honorary (non-voting) member of the Board of Trustees for The Columbus Museum of Art since 2003 and as a member of the Board of Directors for the Jeanne B. McCoy Community Center for the Arts since 2009.</p> <p>Mr. Bachmann has significant public company accounting and financial expertise that have been valuable to the Company and to the Audit Committee. His operational experience as the Managing Partner of Ernst & Young's Columbus, Ohio office has also provided the Company with valuable operational insights.</p>	2003
Michael S. Jeffries (65)	<p>Mr. Jeffries has served as Chairman of the Company since May 1998, and as Chief Executive Officer of the Company since February 1992. From February 1992 until May 1998, Mr. Jeffries held the title of President of the Company. Pursuant to the terms of the Employment Agreement, entered into as of December 19, 2008, between the Company and Mr. Jeffries, the Company is obligated to cause Mr. Jeffries to be nominated as a director of the Company during his employment term.</p> <p>Mr. Jeffries is the founder of the current Abercrombie & Fitch brand and has been the Company's Chief Executive Officer since 1992. As both the principal executive officer and senior creative talent, Mr. Jeffries has more knowledge of the Company's operations than any other individual.</p>	1996

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Name (Age)	Business Experience During Past Five Years and Other Information	Director Since
John W. Kessler (74)	<p>Mr. Kessler has been the owner of John W. Kessler Company, a real estate development company, since 1972 and Chairman of The New Albany Company, a real estate development company, since 1988. Mr. Kessler has also served as a director of Commercial Vehicle Group, Inc. since 2008, a director of Columbus Regional Airport Authority since 1991 and a member of the Advisory Board of The John Glenn School of Public Affairs at The Ohio State University since 2009.</p> <p>As a member of the Columbus Partnership, which includes many of the city's corporate and community leaders, Mr. Kessler has significant knowledge of cultural, political and community issues in Central Ohio, where the Company's headquarters are located. Mr. Kessler's knowledge of real estate issues not only in Central Ohio but throughout the United States has been valuable to the Company, as has his institutional knowledge of the Company.</p>	1998

Certain Relationships and Related Transactions***Review, Approval or Ratification of Transactions with Related Persons***

The Board has adopted the Abercrombie & Fitch Co. Related Person Transaction Policy (the "Policy"), which is administered by the Nominating and Board Governance Committee and the Company's General Counsel. A copy of the Policy is posted on the Corporate Governance page of the Company's website at www.abercrombie.com, accessible through the Investors page. The Policy applies to any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which the Company or one of its subsidiaries participates, the amount involved exceeds or is expected to exceed \$120,000, and a related person had, has or will have a direct or indirect interest. Pursuant to the Policy, a related person is any person:

who is or was an executive officer, a director or a director nominee of the Company, or an immediate family member of any such individual, at any time since the beginning of the Company's last fiscal year; or

who, at the time of the occurrence or at any time during the existence of the transaction, is the beneficial owner of 5% or more of the Company's outstanding shares of Common Stock, or an immediate family member of a beneficial owner of 5% or more of the Company's outstanding Common Stock.

Each director, director nominee or executive officer of the Company must notify the Company's General Counsel in writing of any interest that such individual or an immediate family member of such individual had, has or may have, in a related person transaction. Each director, director nominee and executive officer will also complete a questionnaire on an annual basis designed to elicit information about potential related person transactions. In addition, any related person transaction proposed to be entered into by the Company or one of its subsidiaries must be reported by the Company's management to the Company's General Counsel. Any potential related person transaction that is raised will be analyzed by the Company's General Counsel, in

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consultation with management and with outside counsel, as appropriate, to determine whether the transaction, arrangement or relationship does, in fact, constitute a related person transaction requiring compliance with the Policy.

Pursuant to the Policy, all related person transactions (other than those deemed to be pre-approved or ratified under the terms of the Policy) will be referred to the Nominating and Board Governance Committee for approval (or disapproval), ratification, revision or termination. Whenever practicable, a related person transaction is to be reviewed and approved or disapproved by the Nominating and Board Governance Committee prior to the effective date or consummation of the transaction. If the Company's General Counsel determines that advance consideration of a related person transaction is not practicable, the Nominating and Board Governance Committee will review and, in its discretion, may ratify the transaction at the Committee's next meeting. If the Company becomes aware of a related person transaction not previously approved under the Policy, the Nominating and Board Governance Committee will promptly review the transaction, including the relevant facts and circumstances, and evaluate all options available to the Company, including ratification, revision, termination or rescission of the transaction, and take the course of action the Committee deems appropriate under the circumstances.

No director may participate in any approval or ratification of a related person transaction in which the director or an immediate family member of the director is involved. The Nominating and Board Governance Committee may only approve or ratify those transactions that the committee determines to be in the Company's best interests. In making this determination, the Nominating and Board Governance Committee will review and consider all relevant information available to it, including:

the related person's interest in the transaction;

the approximate dollar value of the transaction;

the approximate dollar value of the related person's interest in the transaction without considering the amount of any profit or loss;

whether the transaction was undertaken in the ordinary course of the business of the Company or the applicable subsidiary of the Company;

whether the terms of the transaction are no less favorable to the Company or the applicable subsidiary of the Company than terms that could be reached with an unrelated third party;

the purpose of the transaction and its potential benefits to the Company or the applicable subsidiary of the Company;

the impact of the transaction on the related person's independence; and

any other information regarding the transaction or the related person that would be material to investors in light of the circumstances.

Any related person transaction previously approved or ratified by the Nominating and Board Governance Committee or otherwise already existing that is ongoing in nature is to be reviewed by the Nominating and Board Governance Committee annually.

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Pursuant to the terms of the Policy, the following related person transactions are deemed to be pre-approved or ratified (as appropriate) by the Nominating and Board Governance Committee even if the aggregate amount involved would exceed \$120,000:

interests arising solely from ownership of the Company's Common Stock if all stockholders receive the same benefit on a pro rata basis;

compensation to an executive officer of the Company, as long as the executive officer is not an immediate family member of another executive officer or director of the Company and the compensation has been approved, or recommended to the Board for approval, by the Compensation Committee;

compensation to a director for services as a director if the compensation is required to be reported in the Company's proxy statement;

interests deriving solely from a related person's position as a director of another corporation or organization that is a party to the transaction;

interests deriving solely from the related person's direct or indirect ownership of less than 10% of the equity interest (other than a general partnership interest) in another person which is a party to the transaction; and

transactions involving competitive bids.

The Code of Business Conduct and Ethics adopted by the Board also addresses the potential conflicts of interest which may arise when a director, officer or associate has an interest in a transaction to which the Company or one of its subsidiaries is a party. If a potential conflict of interest arises concerning an officer or director of the Company, all information regarding the issue is to be reported to the Company's General Counsel for review and, if appropriate or required under the Company's policies (including the Company's Related Person Transaction Policy), submitted to the Nominating and Board Governance Committee for review and disposition.

Transactions with Related Persons

Pursuant to the indemnification provisions contained in the Company's Amended and Restated Bylaws, the Company is paying the legal fees incurred by current and former executive officers and directors in connection with the lawsuits against the Company and the derivative lawsuits on behalf of the Company described in the section captioned **Certain Legal Proceedings**. During Fiscal 2009, the Company advanced approximately \$870,000 for such fees on behalf of such current and former executive officers and directors. Each such current or former executive officer or director has undertaken to repay to the Company any expenses advanced by the Company should it be ultimately determined that the executive officer or director was not entitled to indemnification by the Company. The Company expects to be reimbursed for most of these fees under one or more of its insurance policies.

Director Independence

The Board has reviewed, considered and discussed each director's and each director nominee's relationships, both direct and indirect, with the Company and its subsidiaries in order to determine whether such director or director nominee meets the independence requirements of the applicable sections of the NYSE Listed Company Manual (the NYSE Rules). The Board has determined that a majority of the

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incumbent directors qualify as independent under the NYSE Rules. Specifically, the Board has determined that each of James B. Bachmann, Lauren J. Brisky, Archie M. Griffin, John W. Kessler, Elizabeth M. Lee, Edward F. Limato, Robert A. Rosholt and Craig R. Stapleton has no commercial, industrial, banking, consulting, legal, accounting, charitable, familial or other relationship with the Company, either directly or indirectly, that would be inconsistent with a determination of independence under the applicable NYSE Rules. The Board specifically considered a number of circumstances in the course of reaching these conclusions, including the relevant relationships described above in the section captioned ***Certain Relationships and Related Transactions*** ***Transactions with Related Persons*** as well as the facts that:

Mr. Kessler's son-in-law is on the Board of Directors of the Nationwide Children's Hospital Foundation, and the Company has pledged a conditional donation of \$1,000,000 a year for ten years (2006 to 2015) to the Nationwide Children's Hospital, a wing of which will bear the name of the Company.

Mr. Kessler has a daughter, Elizabeth P. Kessler, who is a partner in the law firm of Jones Day and serves as the Partner-in-Charge of the firm's Columbus, Ohio office. Jones Day rendered legal services to the Company and its subsidiaries during Fiscal 2009, for which the Company paid not in excess of \$150,000 in fees.

Mr. Griffin is an ex-officio member of the Board of Directors of The Ohio State University Foundation and Mr. Bachmann is on the Board of Trustees of The Ohio State University Hospital. The Company will, subject to certain conditions, facilitate gifts which could aggregate to \$10,000,000 over no more than ten years (2007 to 2016) to The Ohio State University Foundation, which gifts are contemplated to be apportioned approximately 50% to The Ohio State University Hospital and approximately 50% to The Arthur G. James Cancer Hospital of The Ohio State University.

Mr. Bachmann is a former partner of Ernst & Young LLP, a firm engaged by the Company from time to time to perform non-audit services and to which the Company paid fees during Fiscal 2009 not in excess of \$310,000.

Mr. Griffin's son is employed part-time at one of the Company's Hollister stores.

Mr. Jeffries does not qualify as independent because he is an executive officer of the Company.

There are no family relationships among any of the directors and executive officers of the Company. Please see the text under the caption **SUPPLEMENTAL ITEM. EXECUTIVE OFFICERS OF THE REGISTRANT** in Part I of the Company's Annual Report on Form 10-K for Fiscal 2009 filed on March 29, 2010 for information about the Company's executive officers.

Meetings of and Communications with the Board

The Board held seven meetings of the full Board and two non-management director meetings and took two actions by written consent during Fiscal 2009. All of the directors attended 75% or more of the total number of meetings of the Board and of committees of the Board on which they served that were held during the period they served.

Although the Company does not have a formal policy requiring members of the Board to attend annual meetings of the stockholders, the Company encourages all incumbent directors and director nominees to attend each annual meeting of stockholders. All incumbent directors attended the Company's last annual meeting of stockholders held on June 10, 2009.

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In accordance with the Company's Corporate Governance Guidelines and applicable NYSE Rules, the non-management directors of the Company meet (without management present) at regularly scheduled executive sessions at least twice per year and at such other times as the directors deem necessary or appropriate. Executive sessions of the non-management directors are scheduled as an agenda item at each regularly scheduled meeting of the Board though the non-management directors do not always meet in executive session. Prior to the establishment of the Lead Independent Director position in February 2010, each executive session was presided over by one of the non-management directors, as determined prior to or at the beginning of the executive session by the non-management directors. On February 23, 2010, Craig R. Stapleton was appointed the Company's first Lead Independent Director, and the Company's Corporate Governance Guidelines were amended to set forth the duties and responsibilities of the Lead Independent Director position. Among the Lead Independent Director's duties is presiding at all meetings of the non-management or independent directors. If the non-management directors include directors who are not independent, then at least once a year the independent directors of the Company will meet in executive session and the Lead Independent Director will preside at each executive session.

The Board believes it is important for stockholders and other interested parties to have a process to send communications to the Board and its individual members. Accordingly, stockholders and other interested parties who wish to communicate with the Board, the non-management directors as a group, the independent directors as a group, the Lead Independent Director, or a particular director may do so by sending a letter to such individual or individuals, in care of the Company's Secretary, to the Company's executive offices at 6301 Fitch Path, New Albany, Ohio 43054. The mailing envelope must contain a clear notation indicating that the enclosed letter is a Stockholder/Interested Party Non-Management Director Communication, Stockholder/Interested Party Board Communication, Stockholder/Interested Party Independent Director Communication, Stockholder/Interested Party Lead Independent Director Communication or Stockholder/Interested Party Director Communication, as appropriate. All such letters must identify the author as a stockholder or other interested party and clearly state whether the intended recipients are all members of the Board, all non-management directors, all independent directors or certain specified individual directors. Copies of all such letters will be circulated to the appropriate director or directors. Correspondence marked personal and confidential will be delivered to the intended recipient without opening. There is no screening process in respect of communications from stockholders or other interested parties.

Committees of the Board

The Board has five standing committees—the Compensation Committee, the Executive Committee, the Audit Committee, the Nominating and Board Governance Committee and the Corporate Social Responsibility Committee.

Compensation Committee

The Compensation Committee provides overall guidance for the Company's executive compensation policies and approves the amounts and elements of compensation for the Company's executive officers. The Compensation Committee is currently comprised of Lauren J. Brisky (Chair), James B. Bachmann, Edward F. Limato and Craig R. Stapleton. Ms. Brisky and Mr. Limato served as members of the Compensation Committee throughout Fiscal 2009. John W. Kessler served as a member of the Compensation Committee until June 9, 2009 when he resigned from the Compensation Committee. Mr. Bachmann was appointed to the Compensation Committee on June 10, 2009. Mr. Stapleton was appointed to the Compensation Committee on February 12, 2009 in conjunction with his election to the Board. The Board has determined that each member

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