

CHRISTOPHER & BANKS CORPORATION
COMPENSATION COMMITTEE CHARTER

(Revised and Adopted by Resolution of the Board of Directors on February 22, 2008)

I. Statement of Purpose

The Compensation Committee (the “Committee”) is a standing committee of the Board of Directors of Christopher & Banks Corporation (the “Company”). The purpose of the Committee is to oversee the Company’s compensation and benefits policies, including evaluating the performance and compensation of the Chief Executive Officer (“CEO”) and determining compensation of the Company’s senior executive officers in a manner consistent with the Company’s objectives (for these purposes, “senior executive officer” shall be the Company’s “officers” within the meaning of Section 16 of the Securities Exchange Act of 1934 and any other direct reports of the CEO).

II. Organization

A. *Membership.* The Committee shall be comprised of three or more members of the Board of Directors, each of whom meets the independence requirements of the New York Stock Exchange. In addition, each member of the Committee shall be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code. Each member of the Committee shall be appointed by the Board of Directors of the Company and shall serve until his or her successor is duly appointed or until his or her earlier death, resignation or removal by the Board of Directors.

B. *Meetings.*

(1) Frequency. The Committee shall meet at least four times during each fiscal year of the Company, or as more frequently as the Committee deems, in its reasonable judgment, to be appropriate during any fiscal year.

(2) Agenda and Notice. The Chair of the Committee or the Board of Directors shall establish the meeting dates and send proper notice of each Committee meeting to each member prior to each meeting, and the Chair of the Committee shall establish the meeting agenda. The Chair or a majority of the members of the Committee may call a special meeting of the Committee upon 48 hours’ prior notice.

(3) Holding Meetings. Committee meetings may be held in person or telephonically, or action may be taken by written consent in accordance with Delaware corporate law.

(4) Chair. The Board of Directors shall designate a Chair of the Committee.

(5) Quorum; Action by Committee. A quorum at any Committee meeting shall consist of a majority of the Committee members. All recommendations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only a majority of the Committee members are present, by unanimous vote). Any decision or recommendation of the Committee reduced to writing and signed by all of the members of the Committee shall be as effective as if it had been made at a meeting duly called and held.

(6) Minutes; Reports to Board of Directors. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The Chair of the Committee shall report regularly to the Board of Directors of the Company regarding the meetings of the Committee with such recommendations to the Board of Directors as the Committee deems appropriate.

(7) Meetings with Executives. At the request of the Committee, the Company's CEO and other selected executives shall meet regularly with the Committee to provide information to and support the activities of the Committee as required.

(8) Meetings in Executive Session. The Committee shall meet in executive session periodically to provide an opportunity for private discussion of matters independent of any members of management. The Committee may invite outside advisors to such executive sessions as it deems appropriate.

C. *Delegation of Authority.* The Committee shall have the authority to delegate any of its responsibilities to subcommittees of one or more persons, including persons who are not directors, as permitted by law and the listing standards of the New York Stock Exchange, as the Committee may deem appropriate. To the extent permitted by applicable law and the provisions of a given equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or senior executive officers of the Company.

III. Responsibilities

Compensation

A. *Chief Executive and Senior Executive Officers' Compensation.* The Committee shall review annually the compensation of the Company's CEO and other senior executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity-based compensation (including awards to induce employment); severance arrangements; change-in-control benefits; and other forms of executive officer compensation. The Committee shall review all employment agreements or other written arrangements in connection with the foregoing matters.

(1) Compensation of CEO. The compensation of the CEO shall be determined by the Committee. While the matter of determining the CEO's compensation has been

delegated to the Committee, when considering matters pertaining to CEO compensation, it is expected that the Committee shall engage the “independent directors” in its evaluations of the CEO’s performance and the appropriate level and types of compensation.

(2) Compensation of Other Senior Executive Officers. The compensation of the other senior executive officers shall be determined by the Committee.

B. *CEO Performance.* The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the CEO and evaluate the CEO’s performance in light of those goals and objectives.

C. *Equity-Based Plans.* The Committee shall have and shall exercise all rights, authority and functions of the Board of Directors under all of the Company’s stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that unless expressly authorized to do so by a plan or resolution of the Board of Directors, the Committee shall not be authorized to amend any such plan or re-price any option or stock appreciation right. Any equity-based plans in connection with directors’ compensation must be approved by the Board of Directors.

D. *Compensation Plans.* The Committee shall periodically consider and make recommendations to the Board of Directors with respect to the adoption, amendment, administration or termination of compensation, welfare, pension and other plans related to compensation of employees of the Company, as in each case requested by the Board of Directors or as deemed appropriate by the Committee from time to time.

E. *Compensation Discussion and Analysis.* The Committee shall review and discuss with management the Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s proxy statement and Form 10-K by the rules and regulations of the Securities and Exchange Commission (the “SEC”) and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

F. *Compensation Committee Report on Executive Compensation.* The Committee shall prepare the Compensation Committee Report, in accordance with applicable rules and regulations of the SEC, for inclusion where necessary in a proxy statement of the Company relating to an annual meeting of security holders.

Access to Records, Legal Counsel, Advisors and Consultants

G. *Access to Records and Personnel.* The Committee shall have full access to any relevant records of the Company that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or any advisor to the Company meet with members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.

H. *Independent Advisors.* The Committee shall have the authority, without further action by the Board of Directors, to engage and determine funding for such independent legal, accounting and other advisors as it deems necessary to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such advisors as established by the Committee. Management of the Company will also assist the Committee with its functions by providing information, recommendations or other support as needed or requested.

I. *Consulting Arrangements.* The Committee shall have the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation and shall have authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to commission compensation surveys or studies as the need arises. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such consultants as established by the Committee.

Other Responsibilities

J. *Performance Evaluation.* The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members.

K. *Succession Planning.* The Committee shall annually review and discuss the Company's succession plan for the CEO, including plans for succession in the event of an emergency. The CEO shall annually meet with the Committee to discuss his or her recommendations with respect to succession planning for the members of senior management and management development.

L. *Periodic Review of this Charter.* The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

M. *Other Responsibilities.* The Committee shall take such other action with respect to compensation matters as may be delegated from time to time by the Board of Directors. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

This Compensation Committee Charter was revised and adopted by the Board of Directors of the Company on February 22, 2008.