

## **G-III APPAREL GROUP, LTD.**

### **NOMINATING COMMITTEE**

#### **CHARTER**

##### **Purpose**

The Nominating Committee (the "Committee") of the Board of Directors (the "Board") of G-III Apparel Group, Ltd. (the "Company") is established for the purpose of assisting the Board in its selection of individuals (i) as nominees for election to the Board at the next annual meeting of the stockholders of the Company or (ii) to fill any vacancies or newly created directorships on the Board.

The Committee should exercise its business judgment in carrying out the responsibilities described in this charter in a manner the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this charter, however, is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company or any subsidiary thereof, in the event of a failure to comply with any provision of this charter.

##### **Committee Membership**

The Committee shall consist of no fewer than three (3) members. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, Inc. ("Nasdaq"). The members of the Committee will be recommended for appointment by the Board. Committee members serve at the pleasure of, and may be replaced at any time by, the Board. All vacancies will be filled by the Board.

##### **Committee Authority and Responsibilities**

The Committee shall have the sole authority to retain and terminate, on behalf of the Company, any search firm for the purpose of assisting the Committee in identifying candidates for Board membership and to approve the fees and other retention terms of any search firm. The Committee also shall have the authority to retain at Company expenses (if applicable), and to obtain advice and assistance from legal, accounting and other advisors in connection with the performance of its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors retained by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

So long as in compliance with applicable law and Nasdaq rules, the Committee may form and delegate authority to any subcommittee comprised solely of Committee members who are Independent Directors (as such term is defined by the Nasdaq listing standards).

The Committee shall have such other authority as shall be necessary or appropriate to effectuate its purposes as set forth in this Charter.

Specific duties and responsibilities of the Committee include, but are not limited to, the following:

1. To develop and revise as appropriate, selection criteria for Board nominees which reflect the Company's commitment to recruiting directors who have personal and professional integrity, demonstrated exceptional ability and judgment, and who shall be effective, in conjunction with other nominees and directors, in collectively serving the long-term interests of the Company

and its stockholders. The Company believes that having directors with relevant experience in business and industry and other areas is beneficial to the Board as a whole. Directors with such backgrounds can provide useful perspectives on significant risks and competitive advantages and understanding the challenges the Company faces.

2. To seek, interview and screen individuals qualified to become Board members for recommendation to the Board and to evaluate such individuals using the Committee's selection criteria.

3. To develop lists of desirable director nominees and share information concerning the potential nominees and the process with the Board, soliciting input from other Board members.

4. To recommend to the Board, for its selection, those qualified individuals, consistent with criteria approved by the Committee, as the Committee shall deem appropriate (i) as nominees for election to the Board at the next annual meeting of the stockholders of the Company or (ii) to fill any vacancies or newly created directorships on the Board. In making such recommendations, the Committee should assure that the Board contains a majority of Independent Directors (as such term is defined by the Nasdaq listing standards).

5. To evaluate the qualifications of nominees submitted by the Company's stockholders using the same selection criteria the Committee uses to evaluate other potential nominees.

6. To annually review the performance and contributions made by each director to the overall goals and objectives of the Company prior to the time such directors normally would be nominated for reelection. Members of the Committee, however, will not participate in deliberations about their own performance.

7. To extend to each prospective director nominee approved by the Board the invitation to stand for election to the Board. The Committee's Chairperson normally will extend this invitation.

8. To report at least annually to the Board.

9. Annually, to review and reassess the adequacy of this charter and recommend any proposed changes to the Board for its consideration as and where appropriate.

10. Annually, to review and evaluate the Committee's own performance.

11. To perform such other duties as the Board may from time to time direct or as may be required by, or as the Committee shall deem appropriate under, applicable laws, rules and regulations.

## **Amendment**

This charter may be amended from time to time by the Board and any amendment must be disclosed as required by, and in accordance with applicable laws, rules and regulations.