

**ABERCROMBIE & FITCH CO.  
RELATED PERSON TRANSACTION POLICY**

**I. Introduction**

This Related Person Transaction Policy (the “**Policy**”) sets forth the guidelines and procedures under which certain transactions involving Abercrombie & Fitch Co. (“**A&F**”) and its subsidiaries (collectively with A&F, the “**Company**”) and a Related Person (as defined below) must be identified, reviewed, and approved. This Policy may be amended at any time and is subject to any such actions as may be taken by the Board of Directors of A&F (the “**Board**”) or the Nominating and Board Governance Committee of the Board (the “**Committee**”).

**II. Definitions**

A “**Related Person**” is any person

1. who is, or at any time since the beginning of the Company’s last fiscal year was, an executive officer, a director, or a director nominee of A&F;
2. any stockholder known to the Company to be a beneficial owner of more than 5% of any class of A&F’s voting securities;
3. any Immediate Family Member (as defined below) of any person described in (1) or (2) above; and
4. any entity in which any person described in (1), (2), or (3) above has a greater than 10% equity interest (an “**Associated Entity**”).

An “**Immediate Family Member**” of a person is:

- any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person; or
- any other person who shares the household of such person, other than a tenant or employee.

A “**Related Person Transaction**” is any transaction, arrangement, or relationship, or any series of similar transactions, arrangements, or relationships, which is currently proposed or has been in effect at any time since the beginning of the Company’s last fiscal year, in which:

- the Company was, is, or is proposed to be a participant;
- the amount involved exceeds or is expected to exceed \$120,000; and
- a Related Person had, has, or will have a direct or indirect material interest.

“**Related Person Transaction**” also includes any material amendment or modification to an existing Related Person Transaction.

### **III. Policies and Procedures for Review and Approval of Related Person Transactions**

#### ***Identification of Immediate Family Members and Associated Entities of Directors, Director Nominees, and Executive Officers***

Each director, director nominee, and executive officer of A&F, upon or prior to becoming, a director, director nominee, or executive officer, and on at least an annual basis, will complete a questionnaire designed to identify and to elicit information about their Immediate Family Members and Associated Entities (the “**Annual Questionnaires**”). Each director, director nominee, and executive officer shall also promptly notify the Company of any material changes to their Annual Questionnaire.

#### ***Identification of Potential Related Person Transactions***

Each director, director nominee, or executive officer of A&F must promptly notify A&F’s General Counsel in writing of any direct or indirect interest that they or, to the extent actually known to them, an Immediate Family Member or an Associated Entity of them, had, has, or may have, in any potential Related Person. Any such notice shall include:

- The Related Person’s interest in the transaction(s), including their position(s) with, relationship(s) with, or ownership in, an Associated Entity that is a party to, or has an interest in, the transaction(s);
- Whether the Company is a party to the transaction(s) and, if not, the nature of the Company’s participation in the transaction(s);
- The identity of the parties to the transaction(s);
- The purpose and timing of the transaction(s); and
- The approximate dollar value of the transaction(s) and the approximate dollar value of the interest of the Related Person, or, if applicable, an Associated Entity, in the transaction(s), without regard to the amount of profit or loss.

#### ***Determination of Related Person Transactions***

The A&F’s General Counsel shall be responsible for determining whether a transaction constitutes a Related Person Transaction, including whether the Related Person has a material interest, based on a review of all facts and circumstances, which includes, without limitation, information provided to management in the Annual Questionnaires. If A&F’s General Counsel determines that the transaction constitutes a Related Person Transaction, the transaction will be referred to the Committee in accordance with this Policy. The Committee shall be entitled to rely on such determination by A&F’s General Counsel.

#### ***Review and Approval***

The Committee, in accordance with the terms of this Policy, shall conduct a reasonable prior review of Related Person Transactions. To the extent a prior review could not reasonably be conducted,

the Committee will be responsible for ratifying such Related Party Transactions, consistent with applicable law and regulations.

In reviewing Related Person Transactions, the Committee shall be provided with full details of the Related Person Transaction, including, without limitation:

- The interest of the Related Person in the Related Person Transaction;
- The approximate dollar value of the amount involved in the Related Person Transaction;
- The approximate dollar value of the amount of the interest of the Related Person in the Related Person Transaction, without regard to the amount of any profit or loss;
- Whether the Related Person Transaction was undertaken in the ordinary course of business of the Company;
- Whether the Related Person Transaction is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- The methodology used in the valuation of the Related Person Transaction;
- The purpose of, and the potential benefits to the Company of, the Related Person Transaction;
- The impact of the Related Person Transaction on the Related Person's independence; and
- Any other information regarding the Related Person Transaction or the Related Person in the context of the proposed Related Person Transaction that would be material to investors in light of the circumstances of the particular Related Person Transaction.

Based on an analysis of the facts and circumstances that the Committee deems relevant, the Committee shall take formal action to either approve or reject the Related Person Transaction, and communicate this determination as soon as reasonably practicable to A&F's management; provided, however, the Committee may approve the Related Person Transaction only if the Committee determines that, under all of the circumstances, the Related Person Transaction is in the best interests of the Company. Additionally, the Committee may, in its sole discretion, impose such conditions as it deems appropriate on the Company or the Related Person, in connection with approval of the Related Person Transaction.

Any member of the Committee who has an interest in the Related Person Transaction under discussion may not participate in the deliberations or vote on the approval of the Related Person Transaction; provided, however, such interested Committee member may be counted in determining the presence of a quorum at the meeting where the Committee considers such Related Person Transaction. Notwithstanding the foregoing, if so requested by the Chair of the Committee,

such interested Committee member may participate in some or all of the Committee's discussions of the Related Person Transaction for the purposes of providing information about the transaction and their interest therein.

If A&F's General Counsel determines that prior review and approval of a Related Person Transaction by the entire Committee is not practicable under the circumstances, A&F's General Counsel may present such Related Person Transaction to the Chair of the Committee, who shall review and may approve or disapprove the Related Person Transaction; provided, however, that such Related Person Transaction be presented to the full Committee at the next meeting of the Committee for its review and ratification. Notwithstanding the foregoing, any such approval of a Related Person Transaction by the Chair of the Committee must be consistent with this Policy, including, without limitation, that such approval be in the best interests of the Company and its stockholders.

In addition, any Related Person Transaction previously approved or ratified by the Committee that is ongoing in nature shall be reviewed by the Committee at least annually to ensure that such Related Person Transaction has been conducted in accordance with the previous approval granted by the Committee and that all required disclosures regarding the Related Person Transaction have been made.

If the Company becomes aware of a Related Person Transaction that has not previously been approved or ratified under this Policy, the Related Person Transaction shall be promptly reviewed by the Committee. The Committee shall consider all of the relevant facts and circumstances related to the Related Person Transaction, and shall evaluate all options available to the Company, including ratification, revision, termination, or rescission of the Related Person Transaction, and shall take such course of action as the Committee deems appropriate under the circumstances.

### ***Excluded Transactions***

Notwithstanding anything to the contrary herein, each of the following transactions shall not constitute a Related Person Transaction and shall not be governed by this Policy:

- *Transactions where all stockholders receive proportionate benefits.* Any transaction where the interest of a Related Person arises solely from the ownership of a class of A&F's equity securities and all holders of the same class of equity securities receive the same benefit on a pro rata basis (e.g., dividends).
- *Employment of executive officers.* Any employment by the Company of an executive officer of the Company, if: (i) the related compensation is required to be reported pursuant to Securities and Exchange Commission (the "**SEC**") Regulation S-K Item 402 and such information is so reported; or (ii) the executive officer is not an Immediate Family Member of another executive officer, director, or director nominee of A&F and the related compensation would have been reported under SEC Regulation S-K Item 402 if the executive officer was a "named executive officer" in accordance with the rules and regulations of the SEC, and the Compensation and Human Capital Committee of the Board has approved, or recommended to the Board for approval, such executive officer's compensation.

- Clawback compensation. The transaction involves the recovery of erroneously award compensation computed as provided by the applicable rules and listing standards that is disclosed pursuant to SEC Regulation S-K Item 402(w).
- Director compensation. Any compensation to a director of A&F, if the related compensation is required to be reported pursuant to Item 402(k) of SEC Regulation S-K.
- Certain relationships with other corporations or organizations.
  - Any transaction(s) where the Related Person's interest arises from such Related Person's: (i) position as a director of another corporation or organization that is a party to the transaction(s); (ii) ownership of less than 10% of equity interest in an entity that is a party to the transaction(s); or (iii) position as a director and ownership of less than 10% equity interest in an entity that is a party to the transaction; or
  - Any transaction where the Related Person's interest arises only from such Related Person's positions as a limited partner in a partnership in which such Related Person has an interest of less than 10%, and such Related Person is not a general partner of and does not have another position in the partnership.
- Other Excluded Transactions. Any transaction involving a Related Person where: (i) the rates or charges involved in the transaction(s) are determined by competitive bids, or the transaction(s) involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; or (ii) the transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

#### ***Disclosure of Related Person Transactions***

The review and approval or ratification of a transaction, arrangement, or relationship pursuant to this Policy does not necessarily imply that such transaction, arrangement, or relationship is required to be disclosed under Item 404(a) of SEC Regulation S-K. Notwithstanding the foregoing, the Company shall review all Related Person Transactions and make all requisite disclosures in accordance with Item 404 of SEC Regulation S-K. Additionally, all Related Person Transactions approved by the Committee will be provided to the Company's independent registered public accounting firm in conjunction with such firm's required procedures pursuant to the applicable standards adopted by the Public Company Accounting Oversight Board.

#### **IV. Monitoring of Related Person Transactions**

A&F's General Counsel, A&F's Chief Ethics and Compliance Officer, or another designee appointed by A&F's General Counsel shall maintain procedures to periodically review and assess information related to Related Person Transactions as reported by the executive officers, directors, and director nominees of A&F.

**V. Further Information**

Questions about this Policy and its application to Related Persons should be directed to A&F's General Counsel.

**Approved January 5, 2024**