

**V.F. CORPORATION  
TALENT AND COMPENSATION COMMITTEE  
CHARTER**

(As Amended October 19, 2017)

**I. PURPOSE**

The purpose of the Talent and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of V.F. Corporation (the “Corporation”) is to (A) assist the Board in the discharge of its responsibilities relating to compensation of the Corporation’s employees and non-employee directors, (B) produce an annual report on executive compensation for inclusion in the Corporation’s proxy statement, in accordance with applicable laws and regulations, (C) review and make recommendations to the Board concerning compensation and benefit plans, and (D) take actions relating to such compensation and benefits intended to comply with tax and securities regulations, and (E) provide oversight on important talent strategies and the linkage between talent retention and compensation.

**II. STRUCTURE**

The Board shall annually designate the members of the Committee and its Chairman. The Board may fill any vacancies on the Committee. The Committee shall be composed of not less than three directors, each of whom shall (A) be independent in accordance with any applicable requirements of the New York Stock Exchange, (B) qualify as a “Non-Employee Director”, as defined in Rule 16b-3(b)(3) under the Securities Exchange Act of 1934, and (C) qualify as an “outside director” under Treasury Regulation 1.162-27(e)(3). A member of the Committee may recuse himself or herself from a decision, or the Committee may appoint a subcommittee fully authorized to act on any matter, in order to comply with securities and tax regulations or for any other purpose. No action of the Committee shall be invalid or deemed beyond the authority of the Committee because of a failure of any member to meet the requirements of this paragraph.

The Secretary of the Corporation or the Secretary’s designee will serve as the Secretary of the Committee.

**III. MEETINGS**

The Committee shall meet as often and at such times and places as determined by the Committee. A meeting may be called by any member of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting. In the absence of its Chairman, the Committee may appoint any other member of the Committee to preside at its meetings. The members of the Committee shall not have the authority to appoint another director to act in the place of an absent or disqualified member of the Committee.

A written agenda shall be prepared, when possible, for each meeting and distributed to Committee members prior to the meeting, together with any relevant background materials. Minutes of each meeting shall be prepared and distributed to the Committee. The Committee shall report on each of its proceedings to the Board at the next regular meeting of the Board.

#### IV. AUTHORITY AND DUTIES

The Committee is delegated and shall have and may exercise the full powers of the Board with respect to compensation and other matters within the scope of this Charter, subject to the terms and limitations set forth herein and in the Corporation's By-Laws. As used in this Article IV, the term "senior executive officers" shall mean the executive officers who are the named executive officers of the Corporation or are expected to be named executive officers for the current fiscal year, together with any other officers or highly compensated employees that the Committee, in its discretion, deems to be covered by a Committee decision or action. Specifically, the Committee shall:

##### A. Compensation

1. Review and approve the Corporation's goals and objectives relevant to compensation of the Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of these goals and objectives, and set the CEO's compensation level based on this evaluation;
2. Annually review the performance evaluations of the other senior executive officers of the Corporation;
3. Annually review management's recommendation regarding the salary of each senior executive officer of the Corporation and its Coalitions and annually recommend to the Board the salary of each of the Corporation's senior executive officers;
4. Annually review competitive compensation data for senior executive officers;
5. Periodically consider the need for any modifications to compensation and benefit plans, or new plans, and if appropriate recommend such modifications or new plans to the Board. Compensation plans include incentive compensation plans and equity-based plans;
6. Annually perform or review a compensation risk evaluation;
7. Periodically review all of the Corporation's compensation and benefit plans insofar as they relate to senior executive officers to confirm that such plans remain equitable and competitive;

8. As applicable, administer and interpret the Corporation's compensation plans, in accordance with the terms of each plan;
9. Prepare an annual report for the Corporation's proxy statement regarding executive compensation, as required by the rules of the Securities and Exchange Commission or relevant stock exchanges;
10. Review the Corporation's Compensation Discussion and Analysis ("CD&A") and discuss the CD&A with management; and recommend to the Board whether the CD&A should be included in the Corporation's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable;
11. Periodically review the competitiveness and appropriateness of the compensation program for the Corporation's non-employee directors; and annually recommend to the Board compensation to be paid to non-employee directors; and
12. Review and recommend to the Board the Corporation's submissions to shareholders on senior executive officer compensation matters, including advisory votes on senior executive officer compensation and the frequency of such votes; consider the results of shareholder advisory votes on such matters and the changes, if any, to the Corporation's senior executive officer compensation policies, practices and plans that may be desirable taking into consideration any such vote.

B. Organization

1. Review proposed organization or responsibility changes at the senior executive officer level of the Corporation; and
2. Review a succession plan for key senior executive officer positions of the Corporation, other than the position of Chairman of the Board and/or CEO.

C. Other

1. Perform such duties and make such investigations and reports as the Board shall by resolution determine, subject to the restrictions on committee power and authority as set forth in the Corporation's By-Laws.
2. Annually evaluate the Committee's own performance.

## V. RESOURCES AND AUTHORITY

- A. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant retained by the Committee.
- B. The Committee may, in its sole discretion, retain or obtain the advice of independent legal counsel or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of independent legal counsel and other advisers retained by the Committee.
- C. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee, as well as any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- D. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the factors identified in Section 303A.05(c)(iv) of the Listed Company Manual of the New York Stock Exchange.
- E. The Committee may form and delegate authority to subcommittees as it deems appropriate.

## VI. LIMIT ON AUTHORITY

In accordance with the Corporation's By-Laws and the Pennsylvania Business Corporation Law of 1988, as amended, the Committee shall not have any power or authority as to the following:

- A. The submission to shareholders of any action requiring approval of shareholders under the Pennsylvania Business Corporation Law of 1988;
- B. The creation or filling of vacancies in the Board;
- C. The adoption, amendment or repeal of the By-Laws;
- D. The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; or

- E. The action on matters committed by the By-Laws or resolution of the Board to another committee of the Board.

Except for the actions beyond the Committee's authority as specified in the previous paragraph, no action of the Committee shall be invalid or void solely because the action was taken not in conformance with this Charter.

## VII. REVIEW OF CHARTER

The Committee shall annually review the provisions of this Charter and recommend at that time, or at any other time, any changes to the Board.