

**V.F. CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
CHARTER**

(As Amended April 25, 2017)

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of V.F. Corporation (the “Corporation”) is to (A) make recommendations to the Board concerning the composition and structure of the Board, (B) identify individuals qualified to become Board members, (C) recommend to the Board the director nominees for the next annual meeting of shareholders and to fill any vacancies on the Board, (D) consider director resignations resulting from failure of an incumbent director to receive the requisite vote for re-election at an uncontested election of directors, (E) review developments in corporate governance and make recommendations to the Board consistent with enhancing shareholder value, (F) develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, (G) make recommendations to the Board on matters of Chairman of the Board and Chief Executive Officer succession, and (H) oversee the Corporation’s significant strategies and programs, policies and practices relating to social and environmental issues and impacts, and (I) undertake such other duties as directed by the Board of Directors.

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 be independent in

accordance with any applicable requirements of the New York Stock Exchange. 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. DUTIES

The Committee shall:

- (A) Consider and recommend to the Board:
 - (1) the optimum size of the Board;

- (2) classifications and terms of office of nominees and members of the Board;
 - (3) criteria for Board membership;
 - (4) actions relating to Director succession planning; and
 - (5) the leadership structure of the Board which is, in the Committee's judgment, in the best interest of shareholders. The Committee shall review the leadership structure of the Board periodically and at times of change in individuals holding Board leadership positions (such as upon retirement or resignation). As part of this review, the Committee shall evaluate (i) the leadership positions the Corporation should have (such as Chairman of the Board, Lead Independent Director, and Chief Executive Officer), (ii) the responsibilities of those positions, and (iii) the qualifications for those positions.
- (B) Establish procedures for identifying and attracting potential nominees for directorship who meet the criteria for Board membership.
- (C) Consider suggestions received from shareholders regarding nominees for election as directors.
- (D) Propose to the Board for election as directors in connection with the annual meeting of shareholders of the Corporation, and to fill Board vacancies, individuals who meet the criteria for Board membership.

- (E) Review continued appropriateness of Board membership of those members who retire or change the position they held when they joined the Board.
- (F) Consider the resignation tendered by any incumbent director who fails to receive the required vote for re-election in any uncontested election as provided in the Company's By-Laws and Corporate Governance Principles, and determine whether or not to accept such resignation based on such factors as the Committee deems appropriate and relevant, and the Committee shall submit its recommendation for consideration by the Board.
- (G) Consider and recommend to the Board a succession plan for the Chairman of the Board and Chief Executive Officer.
- (H) Recommend the functions of the various committees of the Board, and the members of the Committees.
- (I) Periodically review the charters of Board committees to ensure they reflect a commitment to effective governance.
- (J) Review and evaluate significant Corporation strategies and programs, policies and practices relating to social and environmental issues and impacts to support the sustainable and responsible growth of the Corporation's businesses.
- (K) 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 or applicable law.

- (L) Review developments in corporate governance and make recommendations to the Board for governance changes consistent with enhancing shareholder value.
- (M) Periodically review and make recommendations to the Board concerning the adoption of governance policies and principles for the Corporation.
- (N) Annually evaluate its performance and oversee the performance evaluations of the Board, Board members, and the other Committees of the Board.

V. RESOURCES AND AUTHORITY

- (A) The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms.
- (B) 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 the Board; or
- (E) The action on matters committed by the By-Laws or resolution of the Board to another committee of the Board.

VII. REVIEW OF CHARTER

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