

GAP INC.  
GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER  
May 21, 2014

The Governance and Sustainability Committee of the board of directors assists the board in fulfilling its oversight responsibilities relating to the company's corporate governance matters, including the development of corporate governance guidelines, periodic evaluation of the board, its committees and individual directors, identification and selection of director nominees, oversight of the company's programs, policies and practices relating to social and environmental issues and impacts, and such other duties as directed by the board of directors.

- STRUCTURE AND ORGANIZATION

1. The committee will be composed solely of directors who are independent of the management of the company and are free of any relationship that may interfere with their exercise of independent judgment as a committee member, all in accordance with SEC and NYSE requirements.
2. The committee will consist of at least three members of the board of directors. Committee members and the committee chair serve at the direction of the board of directors.
3. The committee is expected to have a minimum of four meetings a year or more frequently as deemed appropriate. The committee may ask members of management or others to attend the meetings and provide pertinent information as appropriate. Meetings are generally held in person but may also be held by video or telephone conference if necessary.
4. The committee has the authority to retain and terminate any search firm used to identify director candidates and to retain or obtain the advice of independent legal or other advisors, in each case as the committee may deem appropriate, including the authority to approve the firms' fees and other retention terms. The company will provide funding for such advice.
5. The committee or the board may reassign the responsibilities of this committee to a sub-committee or another committee of the board's choosing as long as the committee or sub-committee is composed entirely of independent directors.

The committee's responsibilities include:

- GENERAL RESPONSIBILITIES

1. Review and reassess the adequacy of this Charter annually and propose to the board any changes to the charter.
2. Submit the minutes of all committee meetings and regularly report to the board of directors on committee matters.
3. Consider and approve any Vice President and above's request to serve on another company's for profit board, upon recommendation of the Chief Executive Officer and Chief Compliance Officer (other than for a solely family owned-business).
4. Identify, evaluate and recommend to the board of directors, for its approval, the chair and members of each committee of the board.
5. Review all shareholder proposals that don't otherwise specifically relate to the responsibilities of the Board's other committees.

6. Perform such other functions assigned by law, the company's charter or bylaws, or the board of directors.

- **RESPONSIBILITIES RELATED TO CORPORATE GOVERNANCE GUIDELINES**

1. Develop and recommend to the board of directors for its approval corporate governance guidelines, which shall include the board's criteria for selecting new directors.
2. Review the corporate governance guidelines on an annual basis, or more frequently as appropriate, and recommend changes to the board of directors.

- **RESPONSIBILITIES RELATED TO BOARD CANDIDATES AND NOMINEES**

1. Lead searches and identify candidates qualified to become members of the board of directors consistent with criteria approved by the board.
2. Select director nominees in accordance with the corporate governance guidelines to be appointed by the board or presented for approval at the annual shareholders meeting.
3. Consider candidates recommended by shareholders.

- **RESPONSIBILITIES RELATED TO BOARD EVALUATION**

1. Formally review and assess the composition and performance of the board, each committee, including this committee, and each individual director on an annual basis. Ensure appropriate follow-up is undertaken based on the results of the evaluation.

- **RESPONSIBILITIES RELATED TO SUSTAINABILITY**

1. Review and evaluate company programs, policies and practices relating to social and environmental issues and impacts to support the sustainable growth of the company's businesses.