

Pier 1 Imports, Inc.
Charters of the Committees of the Board of Directors
Nominating and Corporate Governance Committee (“Nominating and Corporate
Governance Committee” or “Committee”)

1. Purpose

The Nominating and Corporate Governance Committee's purpose is to (a) identify, select and recommend to the Board of Directors individuals qualified to become members of the Board of Directors, consistent with the Company's Board Member Qualification Criteria, including recommending such nominees to the Board for selection as nominees for election at the next annual meeting of shareholders, (b) recommend to the Board of Directors the directors that should serve on Board committees, including a recommendation for Committee Chair, (c) develop and recommend to the Board of Directors the Corporate Governance Guidelines, (d) oversee an evaluation of the governance processes of the Board and management, and (e) assist and advise the Board of Directors with CEO succession planning.

2. Composition

The Committee shall consist of at least three directors each of whom is independent within the meaning of the independence requirements established by the New York Stock Exchange. The Board of Directors shall appoint the members of the Nominating and Corporate Governance Committee and its Chairman, considering the views of the Chairman of the Board and the CEO, as appropriate. Each member of the Committee shall serve until the earlier of such (i) director's resignation, (ii) director's removal from the Committee, or (iii) director no longer being a member of the Board of Directors of the Company. The Board of Directors shall have the power at any time to change the membership of the Committee and to fill vacancies in the Committee with new member(s) that satisfy the above requirements.

3. Authority and Procedure

The Committee has the sole authority to (i) select, retain, replace and terminate special or independent counsel, search firm(s) to identify director candidate(s), consultants, and other experts and advisors to assist the Committee in performance of its duties and responsibilities, (ii) approve the fees and other retention terms of any such engagement, and (iii) incur ordinary administrative expenses necessary or appropriate to carrying out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of any such engagement, fees, costs, and expenses. The Committee shall have full access to any relevant records of the Company and may also request that any officer or employee of the Company and its employing affiliates assist the Committee in performing its duties.

The provisions of the Company's Bylaws governing committees of the Board of Directors, their subcommittees and their operations are incorporated herein.

4. Responsibilities

The Committee will meet at least two times each year or more frequently as circumstances require. The Committee is generally responsible for identifying quality nominees for Board membership and membership of Board committees considering the views of the Chairman of the Board and the CEO, as appropriate, and for taking a leadership role in shaping the corporate governance of the Company. Specific responsibilities of the Committee are set forth in the Responsibilities Checklist below. The responsibilities checklist will be reviewed and updated as necessary to reflect changes in regulatory requirements, authoritative guidance and evolving practices.

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
RESPONSIBILITIES CHECKLIST**

		WHEN PERFORMED	
		Annually	As Needed
1.	Recommend to the Board nominees for election to the Board at the Annual Shareholders Meeting.	X	X
2.	Develop qualification criteria for Board members, review such qualification criteria at least annually and revise such criteria as the Committee determines appropriate.		X
3.	Seek, interview and screen individuals qualified to become members of the Board of Directors and recommend such individuals as nominees to the Board for election.		X
4.	Recommend to the Board of Directors, directors to serve as members and chairpersons of Board Committees.	X	
5.	Retain and terminate any search firm used to identify director candidates. Obtain advice and assistance from legal, accounting or other experts or advisors in fulfilling its responsibilities.		X
6.	Serve in an advisory capacity to the Board of Directors and Chairman of the Board on: <ul style="list-style-type: none"> • matters relating to the Company's organizational and governance structure, • matters relating to the conduct of the Board of Directors, and • coordinating and facilitating the Company's succession planning process, including CEO succession planning. 		X
7.	Review and reassess periodically the adequacy of the Company's Corporate Guidelines and Policies and recommend changes to the Board of Directors.		X
8.	As appropriate, present governance issues to the Audit Committee to the extent necessary to permit the Audit Committee to carry out its responsibilities.		X
9.	Annually review the Committee's own performance and, as necessary, review the Committee's Charter and this Responsibilities Checklist and recommend changes to the Board of Directors.	X	X
10.	Report all actions taken at any of its meetings to the Board of Directors at the next following meeting of the Board of Directors.		X