

**Pier 1 Imports**  
**Charters of the Committees of the Board of Directors**  
**Nominating and Corporate Governance Committee**

1. Purpose

The Nominating and Corporate Governance Committee's purpose is (a) to identify individuals qualified to become members of the Board of Directors, and recommend that the Board select the director nominees for the next annual meeting of stockholders, (b) to recommend to the Board of Directors the Board Members that should serve on Board Committees, and (c) to develop and recommend to the Board of Directors the Corporate Governance Guidelines applicable to the Company.

2. Composition

The Nominating and Corporate Governance Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange (the "NYSE"), the Securities and Exchange Commission (the "SEC") and any other applicable regulatory body. 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 Chief Executive Officer, as appropriate. The members of the Nominating and Corporate Governance Committee shall serve until their successors are appointed and qualify. The Board of Directors shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the NYSE, the SEC and any other applicable regulatory body.

3. Procedure

Except as expressly provided in this Charter, the by-laws of the Company or the Corporate Governance Guidelines of the Company, the Committee shall establish its own rules of procedure.

4. Responsibilities

The Committee will meet at least annually 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 Chief Executive Officer, as appropriate, and for taking a leadership role in shaping the corporate governance of the Company. The specific responsibilities of the Committee are set forth in the Nominating and Corporate Governance Committee Responsibilities Checklist that is attached as an addendum to this Charter. The responsibilities checklist will be reviewed annually 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	A/N*
1.	Recommend to the Board nominees for election to the Board at the Annual Shareholders Meeting.	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.	At the request of the Board of Directors, seek, interview and screen individuals qualified to become members of the Board of Directors for recommendation to the Board in accordance with the Corporate Governance Guidelines.		X
4.	Serve in an advisory capacity to the Board of Directors and Chairman of the Board in determining members of Board Committees.		X
5.	Have the authority to retain and terminate any search firm used to identify director candidates and have authority to approve the search firm's fees and other retention terms; the Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors in fulfilling its responsibilities.		X
6.	Serve in an advisory capacity to the Board of Directors and Chairman of the Board on matters relating to the Company's organizational and governance structure and on matters relating to the conduct of the Board of Directors.		X
7.	Review and reassess periodically the adequacy of the Company's Corporate Governance Guidelines and the Company's Board of Directors and Executive Officers Guidelines, Policies and Procedures and recommend any proposed changes to the Board of Directors for approval.	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 periodically review this Charter annually and recommend any proposed changes to the Board for approval.	X	X
10.	Recommend to the Board those Directors to serve as Audit Committee Members.	X	

\* As Needed