



TAILORED BRANDS

DIRECTOR AND SENIOR EXECUTIVE OFFICER STOCK OWNERSHIP GUIDELINES

I. Purpose

The Board of Directors (“Board”) of Tailored Brands, Inc. (“TBI” or the “Company”) believes that it is in the best interest of the Company and its shareholders to build a culture of stock ownership within the Company and to align the financial interests of the Company’s executives and non-employee Directors with those of the Company’s shareholders. Ownership of TBI common stock by the Company’s executives and non-employee Directors is necessary to such alignment. In this regard, the Compensation Committee of the Board (the “Committee”) has adopted stock ownership guidelines (these “Guidelines”). The Committee may modify these Guidelines in its discretion.

II. Applicability

These Guidelines are applicable to all non-employee Directors and the senior executive officers of the Company (“Participants”).

III. Minimum Ownership Requirements

Participants will be expected to own shares of TBI’s common stock in accordance with the following schedule:

<u>Leadership Position</u>	<u>Value of Shares</u>
Non-Employee Director	Shares having a value equal to at least 5x the annual cash retainer.
CEO	Shares having a value equal to at least 5x the executive’s base salary
COO, CFO	Shares having a value equal to at least 2.5x the executive’s base salary
Members of the Executive Committee	Shares having a value equal to at least 1.5x or 1x the executive’s base salary as designated by the Compensation Committee

IV. Shares Counted as Ownership

Ownership for purposes of this program will include shares of TBI Common Stock held as follows:

- Shares owned directly by Participant;
- Shares held in TBI's Employee Stock Discount Plan or TBI's 401(k) Savings Plan;
- Awards held as part of a Participant's long-term compensation or as fees paid to non-employee directors, whether or not vested, including:
 - Restricted stock;
 - Deferred stock units;
 - Performance units following certification that all performance requirements have been achieved; and
 - Performance units which have been designated as retention awards.
- Stock issuable upon exercise of vested stock options, after deducting stock having a value equal to the exercise price, held as part of a Participant's long-term compensation or as fees paid to non-employee directors;
- Shares owned directly by a Participant's spouse or children under age 25 who are living with the Participant on the applicable measurement date; and
- Net economic beneficial interests in shares held indirectly, e.g. in trust, by Participant, Participant's spouse or children under age 25 who are living with the Participant on the applicable measurement date.

V. Administration of Guidelines

A Participant's achievement of his or her guideline ownership will be initially assessed on the first fiscal year end that includes five full fiscal years of becoming subject to the Guidelines. The initial assessment under these guidelines will be based on the closing price of a share of TBI's common stock on the last trading day of fiscal year 2020, regardless of any previously established timelines for review of ownership by the current Participants.

If a Participant's guideline ownership standards increase because of a change in title or increase in the ownership standards for his or her position, a five-year period to achieve the incremental ownership begins on the first day of the Company's fiscal year following the year of the title change or increase in the guideline ownership amount. The value of a Participant's holdings is to be determined annually as of the first day of the Company's fiscal year based on the closing price of a share of TBI's common stock on the last trading day of the prior fiscal year.

The Committee will review each Participant's ownership in relation to these Guidelines at least annually.

If a Participant achieves his or her guideline ownership as of a given determination date and maintains ownership of at least the number of shares needed to achieve such guideline ownership, the ownership of that number of shares, even in the event of a decline in the value of TBI's common stock, will constitute achievement of such Participant's guideline ownership under these Guidelines for a period of two years from the given determination date, at which time achievement will be remeasured in accordance with the provisions of this Section V of these Guidelines.

VI. Retention Ratio

If a Participant's stock ownership is not in line with the Guidelines as of an assessment date applicable to that Participant, then for so long as the Participant's stock ownership is not in line with the Guidelines, the Participant will be expected to retain at least 75% of any newly vested shares and all newly acquired shares under any award of long-term compensation paid to an executive officer or payment of fees to a non-employee director (after-tax) until the Participant achieves ownership at or above the guideline amount.

VII. Administration

These Guidelines are interpreted by the Committee and administered by TBI's Executive Vice President-Human Resources. The Committee has the discretion to enforce these Guidelines on a case-by-case basis. The Committee may temporarily suspend, reevaluate and revise these Guidelines to give effect to changes in TBI's common stock or other factors it deems relevant. In addition, the Committee will take into consideration the Participant's ownership in relation to these guidelines in determining both the amount and structure of any equity awards to be made to that Participant.

These Guidelines supersede any previous policy of the Company concerning stock ownership guidelines. In the event of any conflict or inconsistency between these Guidelines and any other materials previously distributed by the Company, these Guidelines shall govern.