



TAILORED BRANDS

OUR CODE OF ETHICS &
BUSINESS CONDUCT

Message from Dinesh



CORE VALUES at the heart of our extraordinary culture.

LEAD WITH THE CUSTOMER

We build trusted relationships with our customers, always focused on how best to serve their needs and wants. We treat our customers, and each other, with the compassion we deserve to receive ourselves.

INSPIRE THE CHANGE

We play to win, achieving breakthrough growth with our curiosity, innovation and smart and ethical risk taking. We remain open to possibilities with open minds and hearts.

OWN IT TOGETHER

We believe that how we work together matters, and that respect, trust, and inclusivity are performance multipliers. We are here in the service and celebration of one another.

NURTURE THE COMMUNITY

We have a corporate responsibility to do well by doing good. We believe in giving back to the communities we serve and the people that support us.

At Tailored Brands, we are fortunate to be a company where high productivity occurs within a comfortable environment. This is not an accident. It is the result of a conscious commitment to a workplace that values honesty, integrity, trust, teamwork, and respect for all. At Tailored Brands, how you do your job is as important as the job you do. This is, quite simply, a part of our culture.

We are all responsible for protecting this culture and are accountable for how we behave. Thus, as a member of the Tailored Brands family, it is important that you read, understand and comply with the Code of Ethics & Business Conduct. The Code of Ethics & Business Conduct outlines our values and ethical principles to guide you to make good decisions in your work, every day.

The Code of Ethics & Business Conduct includes frequently asked questions and includes answers about difficult ethical decisions. However, it cannot address every situation you may encounter, which is why we encourage you to reach out to the reporting resources described here, when questions and issues arise.

If you are unsure of what to do in a particular circumstance or are concerned that the Code of Ethics & Business Conduct or our policies are not being followed, or laws or regulations are being broken, you have a responsibility to speak up. We cannot solve a problem unless it has first been identified.

We believe the quality of our people and our commitment to our culture will not only enable us to succeed today, but will help us to maintain long term success. By working with honesty and integrity, we will not only be proud of what we do, but how we do it.

Thank you in advance for your ongoing commitment to our values and for holding yourselves and Tailored Brands to the highest ethical standards.

A handwritten signature in dark ink, reading "Dinesh".

Dinesh Lathi

Executive Chairman

Our Code of Ethics & Business Conduct

*Lead with the Customer | Inspire the Change | Own it Together |
Nurture the Community*

ABOUT THE CODE

This Code of Ethics and Business Conduct (also referred to as the “Code”) applies to all directors, officers and employees of Tailored Brands, Inc., and its subsidiaries wherever located.

Ethical issues are often complex, subject to interpretation, and can fall into gray areas. Our Code is our guide to working with integrity, helping you do what’s right in every situation, every day, no matter where you work. Our Code covers many different situations that you may encounter and outlines principles that help you deal with those situations to avoid running into difficulties. The Code is intended to supplement, not replace, the Employee Handbook, other policies and procedures, or your good judgment.

This document and the policies described in it are not intended as an employment contract and do not alter your status as an at-will employee; however it does set forth expectations of behaviors in specific situations. Employees who violate the spirit or letter of the Code are subject to disciplinary action up to and including termination of employment.

PERSONAL RESPONSIBILITY

Everyone has a duty to be vigilant for circumstances that may indicate illegal or unethical behavior and to report concerns in a timely manner to prevent improper conduct.

We all have a personal responsibility to embody and model behavior that complies with the Code and to:

- Learn the details of all policies that affect your job. While no one expects you to know every policy verbatim, you should have a basic understanding of issues covered by each policy, and you should have a detailed understanding of policies that apply to your job.
- Understand the many options you have for raising concerns.
- Know the escalation process and feel empowered to elevate concerns.
- Raise issues and concerns with your manager. If the issue is not resolved, raise it with another manager, the Chief Compliance Officer or the Ethics Hotline.

ASK YOURSELF

If you’re not sure if something raises an ethical concern, ask yourself:

- Is this the right thing to do?
- Is this legal and am I authorized to do this?
- Is it consistent with our Code and other policies?
- Will this negatively affect our customers, the Company’s reputation or my personal reputation?
- Could my decision create a suspicion of conflict?
- Would I want to see this reported in the media?

If you are still unsure, you should discuss the situation with your manager or supervisor, the Human Resources department, or the Corporate Compliance Office at ethics@tailoredbrands.com before acting.

Managers must:

- Lead and act with integrity.
- Encourage employees to raise questions and concerns.
- Be receptive to concerns raised.
- Ensure your team completes training and acknowledgment of the Code.
- Openly support the Anti-Retaliation policy.
- Seek help from Human Resources or the Corporate Compliance Office by sending an email to ethics@tailoredbrands.com when needed.

How to Raise a Concern and Ask a Question

You are responsible for reporting actual or suspected violations of this Code or other policies. You can make these reports to any of the following:

- Your supervisor or manager,
- Your Human Resources Representative,
- Any Director or Vice President of Human Resources,
- Chief Compliance Officer or the Corporate Compliance Office

You may raise a concern orally or in writing. You may also raise concerns anonymously through the Ethics Hotline by calling 1-877-422-5066 or by entering your concern on the web at <https://tailoredbrands.tnwreports.com>. You may also ask a question confidentially, but not anonymously by email to ethics@tailoredbrands.com.

The Ethics Hotline is provided by an independent third party staffed with trained communication specialists who will gather the pertinent information related to your concern. Reports from the Ethics Hotline are provided to the Corporate Compliance Office, among others.

All inquiries or reports will be kept confidential to the extent practicable and permitted by law. The goal is to bring concerns into the open so that any problems can be resolved quickly.

NON-RETALIATION

We do not allow any form of retaliation against any employee for reporting a concern in good faith, or for cooperating in any investigation of a possible violation. Retaliation is against our values and our policies and may result in disciplinary action up to and including termination. However, this goes both ways — knowingly false or malicious reports also will not be tolerated, and anyone filing such reports will be subject to appropriate disciplinary action.

WHEN IN DOUBT, ASK!

The Code can't provide specific advice for every situation. But, most problems can be easily avoided by referring to the Code, using good judgment and asking for help when in doubt.



TO REPORT A CONCERN OR TO ASK A QUESTION

- **Call toll-free within U.S./Canada: 1-877-422-5066**
 - Available 24 hours a day, 7 days a week.
 - Calls are free, confidential, and may be made anonymously.
 - If you need an interpreter to assist you during your call, please inform the hotline specialist.
- **Send email to ethics@tailoredbrands.com**
 - Emails are confidential but not anonymous.

Respect in the Work Place and in the Community

Own it Together | Nurture the Community

We are committed to creating and maintaining a work environment based on respect for the individual, and to being a good corporate citizen in every community in which we do business. We have a duty to embody and promote these values in our daily activities, and to comply with all laws and our policies and guidelines relating to the treatment of others. Simply put, we do well by doing good.

FAIR EMPLOYMENT PRACTICES

We base employment decisions on merit, experience, and potential, without regard to race, color, gender, gender identity, sexual orientation, national origin, ancestry, religion, physical or mental disability, age, veteran status, or any other category or status as provided by federal, state or local laws. We are committed to maintaining a work environment free from discrimination and harassment.

Question: I feel that I'm being discriminated against by my manager, what do I do?

Answer: All of us should have a work environment that's free from discrimination or harassment or retaliation from anyone. If you feel you're being discriminated against by your manager or supervisor, you may use our Open Door policy and speak with your next level manager or speak directly with a Human Resources representative. You can also call our Ethics Hotline or email Ethics@tailoredbrands.com to report your concern, at any time. Please know that retaliation for raising Code concerns in good faith is not tolerated.

ETHICAL CONDUCT

We expect you to be respectful at all times, and maintain a professional demeanor appropriate under the circumstances. It is part of your job to ensure that your conduct complies with this Code and our policies.

CORPORATE SOCIAL RESPONSIBILITY

As a company we are committed to social responsibility and environmental stewardship throughout the Company.

We believe in giving back to the communities we serve and seek to operate as a good corporate citizen to make a positive contribution to the communities where we work and serve.

We are committed to conducting our affairs in compliance with all applicable laws and regulations and the highest ethical standards. We also expect our merchandise suppliers to help ensure that we continue to meet our commitment to responsible supply chain management.

While we do not own all of the factories in which our merchandise is made, we work with our suppliers so that what we sell is made in a manner consistent with this belief, wherever those factories are located.

Suppliers must certify compliance with our standards and local country laws. Please see our Supplier Code of Conduct for more information.

DIVERSITY AND INCLUSION

We are committed to being a diverse and inclusive organization, by promoting and supporting a diverse workforce at all levels of our company. It is our belief that creating a work environment that enables us to attract, retain, and fully engage diverse talents leads to enhanced innovation and creativity in our products and services.

HEALTH, SAFETY, AND SECURITY

You are required to comply with all applicable laws and policies to promote an injury-free, safe, and secure workplace.

WAGE AND HOUR RULES

We are committed to complying with all applicable wage and hour laws and regulation, including pay rates, overtime, meal and rest breaks and child labor.

Question: I am an hourly employee. Sometimes I don't have time to serve my customers AND complete all my other responsibilities when the manager won't allow overtime. When I asked for help, the manager suggested I clock out and complete some of my tasks "off the clock." Is it okay for the manager to suggest this? Do I have to do it?

Answer: No. We require accurate time reporting and compensation for all work performed. You must report this behavior to the Human Resources, Legal, or Compliance Departments, including by contacting Ethics@tailoredbrands.com or the Ethics Hotline.



WHAT TO WATCH OUT FOR:

- Allowing race, color, gender, sexual orientation, national origin, ancestry, religion, physical or mental disability, age, veteran status, or any other category or status provided by federal, state or local law, to be a factor in hiring, promotion, compensation, or other employment-related decision.
- Harassing others based on any of the above characteristics, for example, telling jokes or displaying materials that ridicule or offend a member of any race or ethnic group.
- Making or threatening retaliation against anyone who files a complaint of discrimination or harassment.
- Making unwelcome sexual advances to another employee or person with whom you work.
- Violating local labor laws (for example, hiring a child who is under the legal minimum working age).
- Refusing to work, or otherwise cooperate with, certain individuals because of their race, religion, sex, etc.
- Failing to comply with health, safety, or environmental regulations.
- Failing to report environmental, health, safety hazards, or accidents.
- Failing to respond promptly to concerns about possible safety issues.

Compliance with the Law

Lead with the Customer | Own it Together

At Tailored Brands, we Lead with the Customer, every day in every way. We believe how we treat our customers and each other is at the core of the jobs we do. It is no surprise that we are renowned for our world-class customer service. Thus, it is paramount that we maintain the confidence, respect, and trust of our customers and suppliers by conducting business responsibly. We expect your commitment to acting ethically, lawfully, truthfully, and with integrity in all business dealings whether selling or buying, or representing Tailored Brands in any other capacity.

ANTITRUST AND COMPETITION

Antitrust laws and fair competition laws generally prohibit any activity that restrains free trade and limits competition. While basic antitrust and competition law principles apply worldwide, there are significant country and regional differences.

You may not make agreements, expressly or implied, with any of our competitors to set pricing, limit output, divide territories, or allocate customers for competing products or services. You may not discuss with competitors any proprietary and/or confidential information such as non-public or future pricing information, terms of sale, costs, margins, inventories, marketing plans, or similar confidential information.

If you are engaged in multinational business activities, you are required to be aware of, and abide by, all the laws that apply. Contact the Legal Department for further assistance.

Question: We have just hired an employee who worked very recently for one of our competitors. May I ask the employee for information about our competitor?

Answer: Consult the Corporate Compliance Office before asking the employee anything about a former employer's business. Never ask a former employee of a competitor about any information that the person is under a legal obligation not to reveal. This would include any of our competitor's trade secrets and other confidential information as well.

ANTI-CORRUPTION

No one acting on our behalf may directly or indirectly use bribes or other corrupt practices in conducting business to influence any federal, state, or local government employee in any country. You are required to comply with all ethical standards and applicable laws in every country in which we do business.

You must comply with all elements of the U.S. Foreign Corrupt Practices Act (FCPA). The FCPA prohibits giving or offering to give anything of value, any payment, gift, entertainment, or service to foreign government officials, their employees, foreign political parties or public international organizations such as the United Nations, or the Red Cross, for the corrupt purpose of obtaining or retaining business or to secure an improper advantage.

Keep in mind that in some countries a business may be owned by the government and employees of the business may be considered government officials.

Refer to our Anti-Corruption Policy for additional information. If you have any questions or would like to discuss any particular situation, please contact the Legal or Compliance Departments.

“Anything of Value”

This phrase literally means anything that might have value to a government official, including cash, gifts, meals, entertainment, business opportunities, our product, offers of employment and more. There is no monetary threshold; any amount could be construed as a bribe.



WHAT TO WATCH OUT FOR:

- Choosing a supplier on any basis other than open and competitive bidding.
- Directing business to a supplier owned or managed by a relative or close friend.
- Establishing “quid pro quo” (a favor or advantage granted or expected in return for something) relationships with customers or suppliers.
- Giving, offering, or authorizing to give anything of value (money, goods, or services) to a customer or agent, contractor, or government official to obtain an improper advantage.
- Making contact with competitors that could create the appearance of improper agreements or understandings, whether the contact is in person, in writing, by telephone, through email, or through other means of communication.

FAIR DEALING

We conduct our business fairly, legally, and with integrity. We endeavor to deal fairly with others, including our customers, suppliers, competitors and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

CONTRACTING PRACTICES

When entering into agreements with outside parties, please refer to our Contract Management Policy or contact the Legal Department.

You may not establish exclusive arrangements or reciprocal purchase obligations in any third party relationship without prior approval from the Legal and Procurement departments. You may not enter into or request to enter into any false transactions or arrangements that assist a supplier in manipulating revenue or expense recognition.

ADVERTISING, MARKETING, AND SALES PRACTICES

Our marketing and sales practices reflect our commitment to honest and fair dealings with our current or potential customers. Employees must provide customers with clear and accurate information. They may not make false or misleading statements about our products or services, or those of competitors, in marketing or sales activities.

TRADE COMPLIANCE

It is our policy to comply with all applicable import and export control laws and regulations.

There are many, complex import and export control regulations. Please consult with the Legal Department to determine, whether your import or export activities are subject to special controls.

Question: The customs agent has found that our shipment paperwork is missing required information. May I give him a cash payment to ensure that our shipment departs on time?

Answer: No. You may not make a direct or indirect payment to a government worker to avoid a requirement.



WHAT TO WATCH OUT FOR:

- Using side letters, “off-the-book” arrangements, letters of intent, memoranda of understanding, or other express or implied agreements without prior review and approval by the Legal Department.
- Making untrue, inaccurate, or misleading statements to current or potential customers regarding our products and services.
- Making contact with competitors that could create the appearance of improper agreements or understandings, whether the contact is in person, in writing, by telephone, through email, or through other means of communication.
- Requesting that a commission or other payment be made in a third country or to another person.
- Receiving a commission that seems large in relation to the services provided.



Avoiding Conflicts of Interest

Own it Together

We recognize and respect that you may take part in legitimate financial, business, and other activities outside of your jobs. However, we all have a duty of loyalty to Tailored Brands. You are expected to act in the company's best interests and to exercise sound judgment unclouded by personal interests or divided loyalties. We seek to avoid the appearance of, as well as an actual, conflict of interest both in the performance of our duties and our outside activities.

DISCLOSING CONFLICTS

Our Compliance Program, including this Code, depends in large part on the cooperation of all employees in evaluating and disclosing situations that may pose conflicts of interest or are otherwise contrary to the ethical guidelines expressed in the Code and our core culture of integrity and compliance. Your responsibility is to use your best judgment to evaluate objectively whether your outside activity, financial interest, or receipt of business gifts and entertainment may lead to divided loyalties – or even the appearance of a conflict of interest. You must promptly disclose in writing to your manager, and the Compliance Department, any situation that could present a conflict of interest with your role.

Question: It is my job to select a supplier for the company. One of the suppliers being considered is a company owned by my spouse. Do I need to take any precautions?

Answer: In this situation, your interest in your spouse's business conflicts—or at least appears to conflict—with your responsibility to select the best supplier for the Company. You should consult your manager and the Chief Compliance Officer.

The best course of action is either for you not to be involved in the selection process, or for your spouse's business to be eliminated from consideration.

BUSINESS OPPORTUNITIES

As you perform your duties, you must do so in a manner to ensure that business opportunities that arise or are discovered in the course of your employment are used for business purposes, and not for your personal gain or in competition with us.

Receiving personal benefits from others because of your status in the company may lead to divided loyalties. You may not receive any personal profit or advantage other than your compensation in connection with any transaction involving us, or your status in the company.

OUTSIDE EMPLOYMENT AND OTHER VOLUNTEER OR CHARITABLE ACTIVITIES

You may not engage in any outside employment or activities that may improperly influence, or appear to improperly influence, your judgment, decisions, or actions with respect to your role. To assess whether a potential conflict of interest may exist, you need to consider the activities in which you may be engaging, regardless of whether you may be called an "employee," "consultant," "contractor," "owner," "investor," "board member" or "volunteer." You may not solicit donations from our suppliers where an appearance of conflict of interest may arise due to your status at the company.

FINANCIAL INTERESTS IN OTHER BUSINESSES

You should not have financial interests in customers, suppliers, or competitors if (a) you are in a position to influence decisions relating to them and those decisions could affect your financial interests, and (b) your financial interests represent such a percentage of yours or your family's net worth that an actual or an appearance of a conflict of interest exists.

BUSINESS GIFTS AND ENTERTAINMENT

Our policy and practice requires the use of good judgment, discretion, and moderation when giving or accepting gifts or entertainment in business settings. Any gifts and entertainment given or received must be in compliance with the law in that country and the U.S. Foreign Corrupt Practices Act. Extending or receiving common courtesies such as business meals, usually associated with accepted business practice, in dealings with a customer, supplier or other nongovernmental person or entity is acceptable.

Gifts in the form of cash payments are NOT allowed, regardless of the amount. Gifts in forms of entertainment, including tickets to special events, require notification to and the consent of the Chief Compliance Officer.

You should NOT:

- give or receive cash.
- give or receive non-cash gifts valued at more than \$100.

You MAY receive the following:

- moderate and appropriate travel and lodging in connection with vendor-sponsored, pre-approved training.
- gift baskets and flowers shared with the department/store; and business-related entertainment that is not excessive.

There certainly are and will be exceptions, and these should be cleared in advance by the Chief Compliance Officer. Reach out to Ethics@tailoredbrands.com to begin the approval review process.

Question: What should I do if I am given a gift outside of policy?

Answer: You should thank the giver for their generosity and politely refuse by letting them know that our policy prohibits you from accepting the gift.

Question: A long-time, trusted supplier has offered me a commission in exchange for doing business with his company. Is there any problem with this?

Answer: Yes. A “commission” for doing business is another word for kickback or a bribe, both of which are unethical and potentially illegal.



WHAT TO WATCH OUT FOR:

- Holding a financial interest in a company where you could personally affect our business with that company.
- Taking a part-time job where you may be tempted to spend time on that job during your normal working hours or to use our equipment or materials.
- Receiving gifts of greater than nominal value from suppliers, customers, or competitors while you are in a position to influence decisions that might affect or appear to affect the outside concern.
- Receiving personal discounts or other benefits from suppliers, service providers, or customers not available to the general public or similarly situated employees.
- Accepting an offer to purchase “friends and family stock” in a company issuing shares through an initial public offering (IPO) if you interface with that company in your business activities.
- Directing business to a supplier that is owned or managed by a relative or close friend.
- Misusing business resources, or your position or influence, to promote or assist an outside business, or not-for-profit activity.
- Preferentially hiring, directly supervising, or making a promotional decision about a spouse, relative, or close personal friend.
- Any relationship that may create a conflict of interest with your responsibilities or compromise our interests.
- Borrowing money, goods, or services or lending to employees, customers, or suppliers.

Protecting and Safeguarding Our Assets

Inspire the Change | Own it Together

Protecting and safeguarding our assets – including tangible and intangible assets (our Brands), business, and technical information – is critical to our business success. Our brands are a valuable asset that other companies may want to exploit. We are responsible for protecting our brands from unauthorized and inappropriate use. We have a duty to use those assets for legitimate business purposes only, to protect them from loss or unauthorized use and to keep them confidential as appropriate. In no event may our assets be used for unlawful or improper purposes.

FINANCE AND ACCOUNTING PRACTICES

As a public company, we are legally required to adhere to strict accounting principles and standards of reporting. Financial information must be accurate and complete, and there must be internal controls and processes to comply with these accounting and financial reporting laws. These laws require the proper recording of, and accounting for, revenues and expenses. If you have responsibility for or have any involvement in these areas, you must understand and adhere to these rules. Also, these rules prohibit anyone from assisting others to engage in improper accounting practices or make false or misleading financial reports.

If you become aware of any action related to accounting or financial reporting that you believe may be improper, you should immediately report it. This may be done through your manager, the Chief Compliance Officer, or you may report your concern to the Chairman of the Audit Committee via our Ethics Hotline or Ethics@tailoredbrands.com.

POLITICAL CONTRIBUTIONS AND ACTIVITIES

Company funds and other assets may be used as political contributions only as allowed by law and with approval from the CEO and Chief Compliance Officer. This includes supporting lobbying efforts, purchasing tickets to political fundraisers, or providing merchandise or services to a political cause at a discount.

Question: If I make a personal contribution to a political party or candidate, using my own money and resources, will I still be compliant with the Code?

Answer: Yes, within the limits of the law as long as there are no understandings or arrangements for the Company to reimburse you. Our policy only restricts political contributions made on behalf of the company.

PERSONAL USE OF RESOURCES

We provide a wide variety of assets for our employees in conducting business, including computers, communications systems, and other equipment and materials. Excessive personal use of these resources increases our costs and expenses, reduces availability of the resources for business needs, and may adversely affect your job performance and the performance of our company.

Misuse of these assets may lead to disciplinary action, including immediate termination of employment. Please refer to the Employee Handbook for more details.

Question: Is it okay to take home samples or defective merchandise?

Answer: No. Taking any of our property, including samples or defective merchandise for personal use (even if you're using it while in the office), is prohibited.

INTELLECTUAL PROPERTY

Our intellectual property portfolio is vital to our business success. Intellectual property includes trademarks, copyrights, trade secrets, marketing plans, customer and employee contact lists, or other confidential or propriety information. We invest substantial amounts of money in you, in the development of products, services, and business processes, and in the protection of related intellectual property. The intellectual property that you generate while doing your job belongs to and contributes to the strength of our company and you have a duty to protect these valuable assets from misuse and unauthorized disclosure.

Tailored Brands also recognizes the intellectual property rights of others, including our business partners. Many times, we are obligated to protect the confidentiality of others and their work. We rely on you to protect and not misuse these assets entrusted to us, as well.

Question: I'm really excited about a new marketing campaign we're about to launch with a famous celebrity. May I share pieces of the campaign or behind-the-scenes footage before it goes live?

Answer: No. You may not share, post or use logos/labels, taglines, photos, videos, copyrighted materials or other intellectual property that does not belong to you, without permission from Tailored Brands' Legal and Marketing teams. Also, you may not discuss the name, or post an image of, our customers or public figures who shop or work with us, without our and their permissions. However, you may share/retweet/forward content already live or posted on Company-sponsored social media channels.

Question: We recently replaced a vendor with a new company who offered to provide the same services at a lower price. But, the new company is struggling with providing the technology we expected. Can we show the new company the previous vendor's tech platform to get them up and running?

Answer: No. The other vendor's technology is confidential and proprietary to them. We owe them a duty to protect and not share it with third parties, especially their competitors.

PROTECTING, DISCLOSING, AND RECEIVING CONFIDENTIAL INFORMATION

You have a duty to protect our confidential information. Confidential information includes a wide range of non-public information, including but not limited to financial data, business plans and strategies, operating reports, pricing information, marketing and sales data, business partner information, research and development (R&D), trade secrets, proprietary information, technical information, customer information, personnel records, and organization charts.

You should take appropriate measures to protect our information from improper disclosure in accordance with applicable IT, Security, Public Relations, Investor Relations, and Legal policies and guidelines.

Information that is not generally known to the public is confidential. You must:

- not disclose any confidential information to any person outside our company without prior authorization by a Company officer;
- limit disclosure of information inside our company to people who need to know the information as part of their jobs.

These obligations apply even after you leave our company, and if you do leave, you must immediately return any confidential information in your possession.

COMMUNICATING WITH THE PUBLIC

Please refer all requests by representatives from the media, financial analysts, investors, industry analysts, or legislative entities, to the appropriate communications department - Public Relations, Investor Relations, or the Legal Department.

In any personal communications such as blogs, user forums, chat rooms, and bulletin boards (i.e., Social Media), please be clear that you are speaking for yourself and not on the Company's behalf. Refer to our Social Media policy for more details.

Question: I follow some of Tailored Brands' social media accounts. I noticed some negative comments about our brand. May I respond to the criticism?

Answer: You may not respond on behalf of the Company, unless you are an official spokesperson specifically authorized to speak on behalf of Tailored Brands. You may contact corporaterelations@tailoredbrands.com to refer a social media post for follow up.

PRIVACY AND DATA PROTECTION

Tailored Brands is committed to the privacy and security of the information of its customers, employees, businesses and partners. We are proud of the trust so many place with us, so we take seriously safeguarding our assets, systems and sensitive information throughout our environments. In addition, we are subject to varied, comprehensive privacy and data security laws and regulations, throughout the world and each of the United States, that govern how we protect certain private information, including social security and financial account/credit card numbers. You are responsible for recognizing and protecting the private information and information assets that you come in contact with, as you do your job. For more information about Tailored Brands' privacy policies and practices, please see the Privacy Policy posted on each of the brands' websites or contact the Information Security team. For more information about your obligations regarding data privacy, please review the Employee Handbook and other resources provided by the Information Security team.

Question: I travel for work a lot. Sometimes it is easier to check my personal email than to log in securely on my work laptop to get work done. May I forward work emails and attachments to my personal email so I can get my work done, while I'm on the road?

Answer: No. We have taken measures to secure and protect information stored on our systems and assets. Circumventing those protections can leave that information and our systems vulnerable.

RECORDS MANAGEMENT

We create, retain, and dispose of documents, business records, and information assets – both paper and electronic – as part of our normal course of business. Corporate records must be retained and disposed of in accordance with the Records Management Policy/ Records Retention Schedule, unless it is subject to preservation instructions issued by the Legal Department. For more information regarding records management, please contact the Legal Department.

INSIDER TRADING

Insider trading, insider dealing and stock tipping are criminal offenses. Anyone who has material, non-public information about our company may not buy or sell our securities or engage in any other action to take advantage of, or to pass on to others, that information. Please refer to our Insider Trading Policy for more information on this important topic.

Question: A senior director mentioned in a meeting that we are expected to post a loss for the quarter. May I share this news with my friends and family? May I trade in company stock?

Answer: No. The information you overheard is considered "material non-public information." Trading company stock by you, your friends or your family based on this information before it is publicly disclosed would be violation of the law for which YOU could be personally prosecuted.

LAWSUITS, LEGAL PROCEEDINGS, AND INVESTIGATIONS

Lawsuits, legal proceedings, and investigations concerning our company must be handled promptly. If you receive a court order or a court issued document, or learn of a threatened lawsuit, legal proceeding, or investigation, contact the Legal Department immediately.



WHAT TO WATCH OUT FOR:

- Reporting financial results that seem inconsistent with underlying performance.
- Inaccurately stating financial records, such as overstating travel and entertainment expenses, or submitting erroneous time sheets or invoices.
- Releasing confidential information to unauthorized third parties.
- Having lack of controls in place to protect assets from risk or loss.
- Making personal contributions to candidates for office that are then expensed back to our company.
- Receiving, from an employee, proprietary or confidential information about his or her prior employer.
- Passing on or divulging proprietary or confidential information to outsiders such as customer or suppliers, for example on Social Media.
- Speaking to a member of the press without prior approval.
- Using Company computers to visit Web sites that contain inappropriate or unprofessional content.



Administrative Matters

The Corporate Compliance Office

The Corporate Compliance Office has been assigned overall responsibility to oversee compliance with the Code.

Changes and Communication

The Code may be changed from time to time as approved by the Company's Board of Directors.

While the Corporate Compliance Office has the authority to interpret and make administrative changes to the Code, only the Board of Directors can approve a substantive change.

The Code has been posted to our external Web site at www.tailoredbrands.com and to our intranet sites. Changes to the Code will be made to these online versions, and you will be advised of any material changes.

Acknowledgment and Training

We ask you to acknowledge your commitment to the Code by reviewing the written Code, acknowledging that you have read and will comply, and also by completing a mandatory training course each year. Refresher courses or specific training modules related to your job responsibilities may also be required from time to time. Further guidance and compliance information on the Code are available from the Corporate Compliance Office.

Monitoring and Auditing Compliance

The Corporate Compliance Office will determine and implement methods to monitor and audit compliance with the Code. You must cooperate fully and truthfully in any compliance efforts.

Penalties for Violations

Your compliance with the Code is mandatory. Failure to comply with these standards or with applicable laws is subject to disciplinary action, up to and including immediate termination of employment.

Waivers of Compliance

The Chief Compliance Officer has the authority to grant waivers of compliance with the Code, either proactively or retroactively, except when the waiver involves a director, executive officer, or financial officer.

The Board of Directors of the Company has the exclusive responsibility for the final interpretation of the Code. Only the Board or an appointed Board Committee can approve a waiver of this Code for a director, executive officer, or financial officer. Any such waiver will promptly be disclosed to the shareholders.

Questions & Answers

Q: I HAVE REASON TO SUSPECT THAT MY MANAGER IS ENGAGED IN FRAUDULENT BEHAVIOR, BUT I'M AFRAID OF RAISING THE ISSUE BECAUSE I DO NOT KNOW WHO ELSE MAY BE INVOLVED OR IF THEY MIGHT MAKE MY LIFE MISERABLE IF THEY FOUND OUT I REPORTED IT. WHAT SHOULD I DO?

A: We are committed to our ethical culture of compliance, including by confidentially investigating every question or concern you bring to us in good faith, without fear of retaliation. Indeed, we rely on our employees to speak up and raise concerns, so we can address them! You may raise concerns by speaking to any manager you feel comfortable speaking with, a Human Resources representative, or the Corporate Compliance Office at Ethics@tailoredbrands.com. If you prefer, you may make an anonymous report using our 24/7 Ethics Hotline available by calling 1-877-422-5066 or by entering your concern on the web at <https://tailoredbrands.tnwreports.com>.

Q: MY COWORKERS ARE ALWAYS JOKING AROUND, DURING BREAKS. SOMETIMES I THINK THEIR JOKES GO TOO FAR, ARE INAPPROPRIATE FOR THE WORKPLACE, AND MAKE ME UNCOMFORTABLE. WHEN I SAY SOMETHING, THEY TELL ME I'M TOO UPTIGHT, SO I STOPPED MENTIONING IT. IS THERE ANYTHING ELSE I CAN DO?

A: All of us should have a work environment that's free from discrimination or harassment or retaliation from anyone. If you feel you're being harassed, you may use our Open Door policy and speak with your next level manager or speak directly with a Human Resources representative. You can also call our Ethics Hotline or email Ethics@tailoredbrands.com to report your concern, at any time.

Q: A CUSTOMER WAS SO PLEASED WITH THE SERVICE I PROVIDED HIM THAT HE OFFERED ME A GIFT CARD FOR A LOCAL RESTAURANT TO THANK ME FOR HELPING HIM OUT IN A CRUNCH. I TOLD HIM IT WAS MY PLEASURE TO SERVE HIM BUT HE INSISTED ON THE GIFT. MAY I ACCEPT IT? HOW ABOUT IF I DONATE IT TO A LOCAL CHARITY?

A: It feels great to receive appreciation for the work we do! However, it is against the Code to accept cash or cash equivalents, including gift cards. However genuine, to accept such a gift may create a conflict of interest, or even the appearance of one. Please explain our policy to the customer, and politely return the gift card.

Q: A VENDOR I WORK CLOSELY WITH OFFERED TO TAKE ME AND MY TEAM OUT FOR A CELEBRATORY DINNER, AFTER THE SUCCESSFUL LAUNCH OF A JOINT PROJECT. WHAT GUIDELINES DO I NEED TO CONSIDER BEFORE ACCEPTING THE OFFER?

A: Generally, modest, common courtesies, such as business meals with a supplier, are acceptable. However, please consider whether the offer could affect your impartiality, or even make it appear as if you are compromised. Also, what may start out reasonably, may turn excessive. If you and your supervisor decide it's appropriate to accept a reasonable offer of a meal or travel for a sound business reason, you must remain vigilant and politely steer clear of any excesses that may pop up.

Q: A SUPPLIER WAS HAVING A RAFFLE CONTEST THAT I DIDN'T EVEN KNOW ABOUT, AND THEY JUST NOTIFIED ME THAT I WON A FITNESS TRACKER! THERE IS NO RISK OF CONFLICT HERE BECAUSE I DIDN'T KNOWINGLY PARTICIPATE IN THE DRAWING AND I'M NOT AN EXECUTIVE OR OTHERWISE RESPONSIBLE FOR MAKING DECISIONS RELATING TO THE SUPPLIER. MAY I ACCEPT THE PRIZE?

A: It is important that we avoid not only actual conflicts of interest, but even perceived ones. A conflict of interest may unconsciously influence even the most ethical person, and the mere appearance of one may negatively impact the Company's integrity and reputation. However, we understand reality is not always cut and dry. Before accepting the gift, please reach out to the Compliance Department, via Ethics@tailoredbrands.com, to discuss the specific circumstances and obtain clearance or further guidance.

Q: AN INCIDENT THAT OCCURRED AT ONE OF OUR STORES HAS GONE VIRAL ONLINE! A REPORTER CAME INTO MY STORE SEEKING COMMENT ABOUT IT. WHAT SHOULD I DO?

A: Unless you have been specifically authorized by the Public Relations, Investor Relations, or Legal Departments to reply or make statements to reporters, journalist or any other media personnel, you are not authorized to speak to the media as a representative of the Company. Please inform the person seeking comment that you cannot comment and refer them to our Public Relations team, who they may contact through our Investor Relations website or other public channels.

Q: A FORMER TAILORED BRANDS CO-WORKER LEFT THE COMPANY TO WORK FOR ANOTHER RETAILER, BUT WE'RE STILL FRIENDS. IS IT OKAY IF WE OCCASIONALLY TALK ABOUT WORK WHEN WE GET TOGETHER?

A: While we support continuing friendships, you must be careful not to reveal any confidential information to your friend. In addition to violating this Code, you may be violating competition and securities laws, which may subject the Company and YOU to serious liability.

Q: I HAVE A SIDE BUSINESS GEARED TOWARD NEWLYWEDS, WHICH WOULD BE OF INTEREST TO OUR SPECIAL OCCASION CUSTOMERS. MAY I SPEAK TO MY CUSTOMERS ABOUT IT AND PROVIDE MORE INFORMATION ABOUT IT TO CUSTOMERS WHO SHOW INTEREST?

A: No. You are prohibited from receiving personal benefits from others, including business referrals, because of your position at the Company because it may negatively affect our customers' experience, lead to divided loyalties or create conflicts of interest.

Q: I AM AN HOURLY EMPLOYEE. SOMETIMES I DON'T HAVE TIME TO SERVE MY CUSTOMERS AND COMPLETE ALL MY OTHER RESPONSIBILITIES WHEN THE MANAGER WON'T ALLOW OVERTIME. WHEN I ASKED FOR HELP, THE MANAGER SUGGESTED I CLOCK OUT AND COMPLETE SOME OF MY TASKS "OFF THE CLOCK." IS IT OKAY FOR THE MANAGER TO SUGGEST THIS? DO I HAVE TO DO IT?

A: No. We require accurate time reporting and compensation for all work performed. You must report this behavior, using any of the reporting methods available to you, including notifying your Human Resources representative, using the Ethics Hotline (877-422-5066) or Ethics Mailbox (Ethics@tailoredbrands.com), or contacting the Legal Department (LegalDept@tailoredbrands.com).

Q: I ATTENDED A TRADE SHOW AND VISITED A COMPETITOR'S BOOTH TO CHECK OUT THE COMPETITION. IS IT OKAY TO TALK SHOP WITH THE BOOTH ATTENDANTS THERE?

A: You should identify yourself as a Tailored Brands employee and stick to general conversation and publicly available materials. Never ask for private information that the person may be under legal obligation to reveal. Just as we are vigilant about protecting our own intellectual property and other important assets, we should be respectful of others' policies and confidentiality as well.

Q: WE ARE UNDER INCREDIBLE PRESSURE TO COMPLETE A PROJECT AHEAD OF SCHEDULE OR ELSE OUR SALES WILL SUFFER. IS IT OKAY TO OFFER A CASH INCENTIVE TO OUR AGENTS, OR TELL THE AGENTS THEY CAN OFFER CASH INCENTIVES TO THEIR CONTACTS, TO EXPEDITE THE PROCESS TO MEET OUR GOAL?

A: Direct or indirect payment like these, are subject to serious risk and potential liability and penalties. Non-routine payments, such as these, must be cleared by the Chief Compliance Officer for pre-approval, to assure all applicable rules and laws are appropriately assessed. Even when deemed appropriate, they must be properly documented and reported accurately in our financial reports, which the Compliance Department can help facilitate.

Q: IT IS MY JOB TO SELECT A SUPPLIER FOR THE COMPANY. ONE OF THE SUPPLIERS BEING CONSIDERED IS A COMPANY OWNED BY MY SPOUSE. DO I NEED TO TAKE ANY PRECAUTIONS?

A: In this situation, your interest in your spouse's business conflicts—or at least appears to conflict—with your responsibility to select the best supplier for the Company. You should consult your manager and the Chief Compliance Officer.

The best course of action is either for you not to be involved in the selection process, or for your spouse's business to be eliminated from consideration. If your spouse's company is independently selected, you must continue to maintain independence and distance from the work, to avoid even the appearance of a conflict, including audits, project updates and invoice approvals.