



TAILORED BRANDS

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is responsible for (1) reviewing and recommending corporate governance policies and principles for the Company, (2) reviewing the composition of the Board of Directors (the “Board”), (3) identifying and recommending qualified director candidates to the Board consistent with criteria approved by the Board, (4) nominating directors for Board seats and committee membership, (5) overseeing Board and Board Committee evaluations, (6) reviewing and recommending to the Board for approval the principal elements of Board compensation, and (7) overseeing the Company’s environmental, social and governance (“ESG”) efforts and reporting.

II. Membership

The Committee shall be comprised of at least two directors, all of whom must qualify as independent directors under the Company’s Corporate Governance Guidelines, the rules of the SEC, the listing standards of the NYSE and under any other applicable regulatory requirements.

The Board may remove a member by majority vote of the independent directors then in office. The Board shall designate a Committee Chair who shall be responsible for reporting the Committee’s activities and decisions to the Board.

Notwithstanding the foregoing, during any period when the Company is privately held with no publicly traded equity securities, the Board may elect to waive this majority-independent requirement to allow for one or more directors to serve the Company in interim-executive roles (while also continuing their director roles) pursuant to the request of the Board.

III. Meetings and Procedures

The Committee shall meet at least two times a year and may meet more frequently as circumstances require. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. Meetings may be held in-person, by telephone, video or web conference.

A majority of the members of the Committee shall constitute a quorum for the transaction of business and a majority vote of the members present constitutes action of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

IV. Responsibilities

The Committee shall have the following principal duties and responsibilities:

1. Recommend to the Board policies and procedures to enhance the Board's effectiveness, the size and composition of the Board, and the frequency and structure of Board meetings.
2. Annually review the Company's corporate governance guidelines and recommend any necessary changes to the Board.
3. Review and recommend changes to the Company's Code of Ethics and Business Conduct. The Committee will also consider current and emerging corporate governance trends, issues and best practices applicable to the Company, and develop appropriate recommendations for the Board.
4. Determine the types of backgrounds, qualifications and skills needed to help the Company meet its strategic objectives, to strengthen and balance the Board, and to satisfy applicable laws and regulations, compare this criteria to the backgrounds, qualifications and skills of existing Board membership and, consistent with criteria approved by the Board, nominate candidates to fill vacancies accordingly. The Committee, at its discretion, may maintain an active file of suitable potential candidates for consideration as nominees to the Board. In compiling the file, the Committee shall consider, where appropriate, the independence of each candidate.
5. Assist the Board with Director succession planning.
6. Help ensure that the Audit, Compensation, and Nominating & Corporate Governance Committees of the Board have the benefit of qualified and experienced directors.
7. Consider director nominations recommended and properly submitted by the Company's stockholders in accordance with the Company's bylaws.
8. Review proposals submitted by stockholders, with the assistance of other Board committees as appropriate and recommend action by the Board with regard to each proposal.
9. Review and recommend the form and amount of compensation for Board members, including cash, equity-based awards and other director compensation, for approval by the full Board of Directors of any changes. In determining director compensation, the factors considered should include the following : (1) fair and competitive compensation for the expected time commitment to appropriately discharge the work required from directors during the applicable service period; (2) pay approaches for directors at companies with similar size and scope, private or public ownership (as applicable), and other comparative considerations relevant to the applicable service period; (3) alignment of the director's interest with the long-term interests of the Company and its shareholders; and (4) a transparent and readily understandable compensation program.
10. Annually recommend to the Board the slate of nominees of directors to be elected by the stockholders and any directors to be elected by the Board to fill vacancies. Recommendations should include a review by the Committee of the performance and contribution of fellow directors as well as the qualifications

of proposed new directors.

11. Annually recommend to the Board membership on the various Board committees and a chair for each such committee.
12. Consider the resignation offer of any director or nominee for director who (A) has a change in status which may impair his or her ability to meet the Company's requirements for service on the Board or (B) does not receive a majority of votes cast in an uncontested election of directors in accordance with the Company's bylaws, and recommend to the Board the action it deems appropriate to be taken with respect to any offered resignation.
13. Oversee the annual performance evaluations for the Board as a whole and the Committee itself. The Committee shall also monitor director performance, provide assistance and counseling in connection with such performance and, if necessary, suggest changes to the Board based upon director performance.
14. Oversee the Company's director orientation and continuing education programs.
15. Oversee the Company's ESG efforts and reporting.
16. Annually review this charter and amend, as appropriate.
17. Secure advice and seek assistance from outside legal, accounting and other advisors as the Committee deems necessary and appropriate in carrying out its duties and responsibilities, and may retain, at the Company's expense, any such advisors, consultants and legal counsel as it deems necessary, including having the sole authority to approve the fees and other retention terms of the outside advisors.
18. Retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

V. Limitations

While members of the Committee have the duties and responsibilities set forth in this Charter, nothing in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.