



TAILORED BRANDS

COMPENSATION AND ORGANIZATIONAL DEVELOPMENT COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation and Organizational Development Committee of the Board of Directors (the “Committee”) is to assist the Board in its oversight responsibilities related to the company’s organizational design, talent management and compensation strategies, objectives, and programs. The Committee reviews and recommends to the Board for approval the principal elements of Board compensation. The Committee reviews and approves compensation and benefit programs and pay levels for the Chief Executive Officer (“CEO”) and for all officers at the Senior Vice President level and above. In addition, the Committee shall perform the responsibilities listed below.

II. Membership

The Committee shall be comprised of at least three directors, all of whom must qualify as independent directors under the Company’s Corporate Governance Guidelines and the rules of the SEC, the listing standards of the NYSE, and any other applicable regulatory requirements, all as the Board interprets in its business judgment. All members of the Committee must also qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and must meet the “outside director” requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

The Board may remove a Committee member by a 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.

III. Meetings and Procedures

The Committee shall meet at least three 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, or by 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. Annually review the Company's compensation philosophy and oversee the executive total compensation program that (1) supports the corporation's overall strategy and objectives; (2) attracts and retains key executives; (3) links total compensation to financial performance and the attainment of strategic objectives; and (4) provides competitive total compensation opportunities at a reasonable cost.
2. Review and make recommendations to the full Board concerning the appointment of the CEO, any Brand President, and all other officers at the Executive Vice President level ("Executive Officers").
3. Review and approve the appointment of any officer at the Senior Vice President level ("Senior Officers").
4. Review and approve the annual base salary levels, annual and long-term incentive opportunity levels, executive perquisites, employment agreements (if and when appropriate), benefits, and supplemental benefits of the CEO and the Executive and Senior Officers of the corporation below the CEO level.
5. Approve the terms and grant of incentive compensation payments and equity awards to the CEO and Executive and Senior Officers.
6. Annually assess the risk associated with the Company's compensation programs.
7. Periodically review and approve peer companies used in evaluating the compensation of the Company's CEO, Executive Officers and non-employee directors.
8. Review and approve any employment agreements and severance, change-of-control plans, policies or agreements for executives, ensure potential costs of such programs are reasonable and appropriate and monitor the impact of governmental regulations on and the tax consequences that may arise from such programs.
9. Review management's recommendations for, and approve as it deems appropriate, equity incentive award levels for key, non-executive employees. The Committee may delegate authority to make certain new-hire and promotional equity grants to the CEO, CFO, or EVP-Human Resources under such terms and conditions as the Committee deems appropriate; except that no authority may be delegated with respect to (i) any element of compensation for any executive officer, (ii) the equity compensation of officers subject to Section 16(b) of the Securities Exchange Act of 1934, or (iii) matters as to which delegation is prohibited under Section 162(m) of the Internal Revenue Code.
10. Review and approve, as appropriate, general compensation goals and guidelines for the Company's other employees.

11. Periodically receive reports from management on the Company's health and other benefit programs.
12. Periodically receive reports from management on key employee statistics as well as the results of employee engagement surveys.
13. Review and make recommendations to the Board with respect to the Company's compensation or benefit plans and exercise authority and powers delegated to the Committee to act as the administering committee of any compensation or benefit plans that may be adopted by the Company from time to time, with such powers and authority as are set forth in the instruments of such plans or as otherwise determined by the Board.
14. Assist the Board with CEO and senior management talent development and succession planning processes.
15. Periodically review any significant organizational or structural changes.
16. Recommend pay levels for Board members including retainers, fees, benefits and perquisites for vote by the independent members of the Board. Given the inherent conflict of directors setting their own pay levels, these recommendations shall be reviewed by outside, independent consultants.
17. Periodically review and make recommendations to the Board with respect to the Company's Stock Ownership Guidelines and monitor compliance with those Guidelines. Provide oversight to management on the contents of SEC, NYSE, and other regulatory filings related to compensation matters. This includes preparation of the proxy statement, the corresponding Compensation Committee Report and Compensation Discussion and Analysis, and the tabular and footnote disclosures of compensation elements in the annual report. This shall also include Company proposals to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under NYSE listing requirements).
18. Review and evaluate the results of advisory votes on executive compensation and oversee any shareholder engagement on compensation matters.
19. Retain and have direct access to outside advisors to assist in determining and establishing pay levels and compensation best practices and may authorize independent studies of corporate compensation and benefits of comparable companies. The Committee shall have the sole authority to retain and terminate any such advisors, including authority to establish the relationship and roles and responsibilities, and approve the advisor's fees and other retention terms, after considering such advisor's independence.
20. Report regularly to the Board with respect to its oversight responsibilities and findings.
21. Periodically meet without members of management present.
22. Annually undertake a performance evaluation of the Committee.

23. Review this charter at least annually and amend, as appropriate.

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.