



## TAILORED BRANDS

### POLICY AND PROCEDURES WITH RESPECT TO RELATED PERSON TRANSACTIONS

#### **Policy Statement**

Tailored Brands, Inc. (the “Company”) recognizes that Related Person Transactions (as defined below) may raise questions among shareholders as to whether those transactions are consistent with the best interests of the Company and its shareholders. The Company’s general policy is to avoid such transactions. We recognize, however, that under certain limited circumstances Related Person Transactions may be appropriate. In such circumstances, the Company may enter into or ratify Related Person Transactions only when the Board of Directors, acting through the Audit Committee (the “Committee”), determines that the Related Person Transaction in question is consistent with, the best interests of the Company and its shareholders. Therefore, the Company has adopted the procedures set forth below for the review, approval or ratification of Related Person Transactions.

Our Board of Directors has approved this policy, and the Board of Directors may amend this policy from time to time.

#### **Related Person Transactions**

For the purposes of this policy, a “Related Person Transaction” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000, and in which any Related Person had, has or will have a direct or material indirect interest.

For purposes of this Policy, a “Related Person” means:

- any person who, at the time of the transaction in question, is a director or executive officer of the Company or a nominee to become a director of the Company;
- any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
- any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law and any person (other than a tenant or employee) sharing the household of such persons; and
- any firm, corporation or other entity in which any of the foregoing persons is a director or executive officer or is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest;

provided that the foregoing shall not apply where the person is only a director or executive officer, or both, of the firm, corporation or other entity, the transaction is in the ordinary course of its business and the business of the Company, involves less than 1% of the revenues of the Company and such other firm, corporation or other entity and the person derives no direct personal financial benefit, such as a commission, bonus or otherwise, from the transaction.

For purposes of this policy, compensation paid by the Company to an employee consistent with the normal compensation policies and procedures of the Company for similarly situated employees shall not be deemed a Related Person Transaction.

### **Approval Procedures**

Related Person Transactions that are identified as such prior to their consummation or amendment shall be consummated or amended only if the following steps are taken:

- The Related Person, or the business unit or function/department leader responsible for the potential Related Person Transaction shall provide notice to the Chief Compliance Officer of the facts and circumstances of the proposed Related Person Transaction or amendment, including: (i) the Related Person's relationship to the Company and interest in the transaction; (ii) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to the Company of the proposed Related Person Transaction; (iv) if applicable, the availability of other sources of comparable products or services; and (v) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally. The Chief Compliance Officer will assess whether the proposed transaction is a Related Person Transaction for purposes of this policy.
- If the Chief Compliance Officer determines that the proposed transaction is a Related Person Transaction, the proposed Related Person Transaction shall be submitted to the Committee for consideration at the next Committee meeting or, in those instances in which the Chief Compliance Officer believes that it is not in the best interest of the Company for the Company to wait until the next Committee meeting, to the Chair of the Committee who may, in the Chair's discretion, call a meeting of the Committee to consider such proposed transaction.
- The Committee shall consider all of the relevant facts and circumstances available to the Committee, including (if applicable) but not limited to: the benefits to the Company; the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally. No member of the Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The

Committee shall approve only those Related Person Transactions that are consistent with, the best interests of the Company and its shareholders, as the Committee determines in good faith. The Chair shall convey the decision of the Committee to the Chief Compliance Officer, who shall convey the decision to the appropriate persons within the Company.

### **Identifying Related Person Transactions**

Annually, each director and executive officer will complete the Company's Director and Officer Questionnaire ("D&O") that shall include, among other things, requests for information about their business and non-profit affiliations, their immediate family members, and the business and non-profit affiliations of their immediate family members.

In addition, any person nominated to stand for election as a director or any person appointed to serve as a director or executive officer shall complete a D&O as soon as practicable upon such nomination or appointment.

Quarterly, the Company's Disclosure Committee shall inquire of executive officers information regarding potential Related Person Transactions and any changes to information previously provided. The Disclosure Committee shall advise the Chief Compliance Officer of any potential Related Person Transactions for handling in accordance with this policy.

Every director and executive officer has an on-going duty to promptly update the Chief Compliance Officer of any changes to information about their business and non-profit affiliations, their immediate family members, and the business and non-profit affiliations of their immediate family members.

### **Ratification Procedures**

In the event the Company becomes aware of a Related Person Transaction that has not been previously approved or previously ratified under this policy, the following procedures shall apply.

If the transaction is pending or ongoing, it will be submitted to the Committee promptly and the Committee shall evaluate the transaction consistent with the Approval Procedures in the Policy. Based on the conclusions reached, the Committee shall evaluate all options, including but not limited to ratification, amendment or termination of the Related Person Transaction.

If the transaction is completed, the Committee shall evaluate the transaction, taking into account the same Approval Procedures, to determine if rescission of the transaction is appropriate.

For any Related Person Transaction that was not submitted to the Committee as required under this policy, the Chief Compliance Officer shall evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Committee for prior approval and whether any changes to these procedures are recommended.

At the Committee's first meeting of each fiscal year, the Committee shall review the Related Person Transactions during the prior fiscal year and the status of any ongoing Related Person Transaction.

### **Charitable Contributions**

Proposed charitable contributions, or pledges of charitable contributions, by the Company in excess of \$120,000 to a charitable or non-profit organization for which a Related Person serves as a director, trustee or in a similar capacity or for which the Related Person solicits the Company directly for contributions shall be subject to prior review and approval by the Committee consistent with the Approval Procedures.

### **Disclosure**

All Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.