



TAILORED BRANDS

**Our Code of Ethics & Business
Conduct**





Message from Doug

Keep an Open Mind. Open Heart. | Remain open to possibilities

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 provides information about your personal responsibilities, including complying with the law and applying your good judgment every day.

The Code of Ethics & Business Conduct cannot address every situation you may encounter, which is why we have established additional resources to assist you 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.

I 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.

Doug Ewert

Chief Executive Officer

Core Values

at the heart of our extraordinary culture.

LIVE THE GOLDEN RULE | Treat others the way you'd like to be treated and have compassion.

PRACTICE TEAMWORK | We're here in the service and celebration of one another.

HAVE RESPECT | Everyone matters. Every voice counts.

BE TRUSTWORTHY | Have integrity and be deserving of the trust people place in you.

KEEP AN OPEN MIND. OPEN HEART. | Remain open to possibilities.

Our Code of Ethics & Business Conduct

Practice Teamwork | We're here in the service and celebration of one another

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.

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 positively impact the Company's reputation or my personal reputation?*
- *Would I want to see this reported in the media?*

If the answer to any of these questions is NO, you should discuss the situation with your manager or supervisor, the Employee Relations department, or the Corporate Compliance Office at ethics@tailoredbrands.com before acting.

- 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.

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 Employee Relations 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 Employee Relations Representative,
- Director of Employee Relations,
- 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 the Network, 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

It is against our policy for any manager or representative to retaliate against any employee for reporting a concern in good faith, or for cooperating in any investigation of a possible violation. However, knowingly false or malicious reports will not be tolerated, and anyone filing such reports will be subject to appropriate disciplinary action.

Ethics Hotline

**To Report a Concern or
To Ask a Question:**

Go Online to: <https://tailoredbrands.tnwreports.com>

Call toll-free • 24 Hours a Day • 7 Days a Week within U.S./Canada: 1-877-422-5066

**Calls and web submissions are free,
confidential, and may be made
anonymously.**

**If you need an interpreter to assist you
during your call, please inform the hotline
specialist.**

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.

Respect in the Work Place and in the Community

Have Respect | Everyone matters. Every voice counts.

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.

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.

Diversity and Inclusion

We promote and support 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.

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 should use our Open Door policy and speak with your next level manager or Employee Relations representative. You can also call our Ethics Hotline to report your concern.*

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.

Question: *I have a concern about something my manager is doing that I believe is a violation of our Code. What do I do? I'm afraid reporting my concern will affect my performance evaluation.*

Answer: *With our Open Door policy, your manager or supervisor would typically be the first place to raise your concern. However, since your concern is with your manager or supervisor's behavior, you should contact your next level manager, your Employee Relations representative or call our Ethics Hotline. Please know that retaliation for raising Code concerns in good faith is not tolerated.*

Corporate Social Responsibility

As a company we are committed to social responsibility and environmental sustainability.

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.

Respect in the Work Place and in the Community

Have Respect | Everyone matters. Every voice counts.

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

Be Trustworthy | Have integrity and be deserving of the trust people place in you

We must maintain the confidence, respect, and trust of our customers and suppliers by conducting business responsibly. We must be committed 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.

"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.

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 Department.

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.

Compliance with the Law

Be Trustworthy | Have integrity and be deserving of the trust people place in you

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

The marketing and sales practices reflect our commitment to honest and fair dealings with our current or potential customers. You 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

Be Trustworthy | Have integrity and be deserving of the trust people place in you

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

The effectiveness of this policy depends in large part on the cooperation of all employees in disclosing situations that may be contrary to the intent of the policy and the ethical standards that it expresses. 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. You must promptly disclose in writing to your manager, and your Employee Relations contact, any situation that could present a conflict of interest with your role.

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," 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.

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.

Avoiding Conflicts of Interest

Be Trustworthy | Have integrity and be deserving of the trust people place in you

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 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:

- 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.

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.

There certainly are and will be exceptions, and these should be cleared in advance by the Chief Compliance Officer.

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.

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.

Protecting and Safeguarding Our Assets

Be Trustworthy | Have integrity and be deserving of the trust people place in you.

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

It is a legal requirement that, as a public company, we 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.

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.

Examples of use of funds that require prior approval include, but are not limited to:

- Supporting lobbying efforts;
- Purchasing tickets to political fundraisers; and
- Providing merchandise or services to a political cause at a discount.

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 proprietary 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.

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.

Protecting and Safeguarding Our Assets

Be Trustworthy | Have integrity and be deserving of the trust people place in you.

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.

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.

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.

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 am really excited about my brand's upcoming advertising campaign. May I give my friends and family members details about the campaign?

Answer: No. Unannounced advertising campaigns are confidential information and may not be disclosed outside of our company until the information becomes public.

Protecting and Safeguarding Our Assets

Be Trustworthy | Have integrity and be deserving of the trust people place in you.

Privacy and Data Protection

In order to create an environment of trust and to comply with applicable laws, you are required to follow our privacy policies and data security practices in using online and offline systems, processes, products, and services that involve the use, storage, or transmission of any personally identifiable information, such as social security numbers, and credit card numbers.

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.

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.

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.

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.



MEN'S WEARHOUSE

JOSEPH ABBoud

JOS.A.BANK
THE NEW TRADITION SINCE 1850

Moores
CLOTHING FOR MEN

K&G
FASHION
SUPERSTORE

TWIN HILL

M
MCLEANERS

Alexandra

dimensions |

YAFFY
PROTECTIVE CLOTHING