



TAILORED BRANDS

TAILORED BRANDS, INC. INSIDER TRADING POLICY

The purpose of this Policy is to promote compliance with all applicable federal and state securities laws by all employees and members of the Board of Directors (the “Board”) of Tailored Brands, Inc. and its subsidiaries (the “Company”).

I. Applicability of Policy

This Policy applies to all transactions in the Company’s securities, including common stock, options for common stock, publicly traded debt and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company’s stock, whether or not issued by the Company, such as exchange-traded options. It applies to all employees and Board members who receive or may have access to Material Nonpublic Information (as defined below) regarding the Company.

This group of people, members of their immediate families, and members of their households are sometimes referred to in this Policy as *Insiders*. In general terms, Insiders include all Board members, all Company officers, and all other employees with access to sales, comparable sales, margin, or earnings information on a Tailored Brands, Inc. level or with access to sales or comparable sales information for The Men’s Wearhouse or Jos. A. Bank. Any person who possesses Material Nonpublic Information (as defined herein) regarding the Company, however, is an Insider for as long as the Information is not publicly known. Any employee can be an Insider from time to time, and would at those times be subject to this Policy.

II. Statement of Policy

A. General Policy

The Company prohibits the unauthorized disclosure of any Material Nonpublic Information and the misuse of Material Nonpublic Information in securities trading.

B. Specific Policies

- 1. Trading on Material Nonpublic Information.** No employee or Board member shall engage in any transaction in the Company’s securities during any period commencing with the date that he or she possesses Material Nonpublic Information concerning the Company and ending at the close of business on the Trading Day following the date of public disclosure of that information, or at such time as the nonpublic

information is no longer material. The term “Trading Day” shall mean a day on which national stock exchanges and the New York Stock Exchange are open for trading.

During a period in which an Insider possesses Material Nonpublic Information, the Insider will have to forego any proposed transaction in any of the Company’s securities, other than a transaction contemplated by Rule 10b5-1 of the Securities Exchange Commission (“SEC”), even though the transaction was planned before learning of the Material Nonpublic Information and even though the failure to execute such transaction may result in an economic loss or the non-realization of anticipated profit.

2. **Tip**ing. No employee or Board member shall disclose (“tip”) Material Nonpublic Information to any other person, including family members, where such information may be used by such person or any person who may receive such information from such person to his or her profit by trading in the securities of the Company, nor shall such Insider or related person make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in the Company’s securities.
3. **Confidentiality of Nonpublic Information**. Any nonpublic information relating to the Company is the Company’s property and the unauthorized disclosure of such information is forbidden
4. **Trading Window**. All Insiders shall conduct transactions involving the purchase or sale of the Company’s securities only during a Company established “trading window.” The trading window is established by the Chief Financial Officer (“CFO”) for each fiscal year. The trading window may be closed from time to time due to the existence of Material Nonpublic Information. The CFO, General Counsel, or the Vice President—Corporate Compliance will advise you if and when the trading window reopens. If you are ever in doubt as to whether a trading window is open you should consult with the CFO, General Counsel or the Vice President—Corporate Compliance to determine whether the trading window is open prior to initiating a trade in a security of the Company.

From time to time, the Company may suspend trading during a window period because of developments known to the Company and not yet disclosed to the public. In such event, Insiders shall not engage in any transaction involving the purchase or sale of the Company’s securities during such period and should not disclose to others the fact of the suspension of trading.

Even during the trading window, any person possessing Material Nonpublic Information concerning the Company should not engage in any transactions in the Company’s securities until such information has been

known publicly for at least one full Trading Day, whether or not the Company has recommended a suspension of trading to that person. Trading in the Company's securities during the trading window should not be considered a "safe harbor," and all Insiders should use good judgment at all times.

5. **Individual Responsibility**. Every employee and Board member has the individual responsibility to comply with this Policy, regardless of whether the Company is in a window period. This Policy is not intended to identify all possible situations relating to potential misuse of Material Nonpublic Information, and appropriate judgment should be exercised in connection with any trade in the Company's securities.
6. **10b5-1 Trading Plans**. Any Insider who wishes to adopt a trading plan contemplated by Rule 10b5-1 SEC is solely responsible for ensuring that the 10b5-1 Plan meets all legal requirements. In addition, any such plan must meet the following requirements:
 - a. The plan may only be adopted during a Window Period;
 - b. The plan may not take effect until at least 2 weeks following the adoption of the plan;
 - c. The plan must have a minimum duration of 6 months; and
 - d. The Insider must be in compliance with the Company's stock ownership guidelines, if applicable, after the plan has been fully implemented.

Any associate adopting a 10b5-1 trading plan is strongly encouraged to obtain independent legal and tax planning advice.

7. **Prohibited Transactions**. The following transactions are prohibited:
 - a. *Short-term trading*. Insiders who purchase the Company's securities on the open market must retain such securities for at least six months.
 - b. *Short sales*. Insiders may not engage in short selling the Company's securities.
 - c. *Options trading*. Insiders may not buy or sell puts or calls on the Company's securities.
 - d. *Trading on margin*. Insiders may not trade on the margin on the Company's securities.
 - e. *Stock Pledges*. Insiders may not pledge their shares of the Company's securities.
 - f. *Hedging and monetization transactions*¹. Insiders may not engage in any such transactions with respect to Company securities.

¹ Hedging and monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange

III. Definition of Material Nonpublic Information

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of stock or other securities. Either positive or negative information may be material. Deciding whether information is material is not always easy, but one may assume that any information which might be of significance to an investor in determining whether to purchase, sell or hold the stock would be material.

A practical approach is to ask: “If the information were made public right now, what are the chances that the market price of the stock would rise or fall?” The greater the chances of a market price change, the greater the chances that a court would find the information to be material.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information include:

- sales, comparable sales, margins, earnings, or other financial results, forecasts, or trends
- significant new purchase orders or contracts
- cancellation or modification of significant purchase orders or contracts
- mergers and acquisitions
- public offerings and other financings
- significant litigation or developments in litigation
- significant changes in key personnel
- significant product defects or modifications
- major marketing changes
- significant changes in the cost of products
- significant changes in business strategy

Nonpublic information is information that has not been previously disclosed to the general public and otherwise not available to the general public.

IV. Pre-Clearance of Trades

All Insiders must comply with the Company’s applicable “preclearance” requirements before trading in the Company’s securities. All Insiders should contact the Vice

_____ funds. Such hedging transactions permit employees or Board members to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the Associate may no longer have the same objectives as the Company’s other shareholders.

President – Corporate Compliance or the General Counsel prior to commencing any trade in the Company’s securities and receive approval to engage in the proposed transaction.

A. Additional Procedures for Senior Officers² and Board Members

All Board members and all senior officers must complete the Stock Transaction Preclearance Request Form attached to this Policy as Exhibit A and submit the Form to the Vice President – Corporate Compliance or the General Counsel for approval prior to commencing any trade in the Company’s securities. It may take several days to receive approval and any such approval is valid only for the time period specified and subject to any specified terms at the time approval is given.

V. Applicability of Policy to Inside Information Regarding Other Companies

This policy also applies to Material Nonpublic Information relating to other companies, when that information is obtained in the course of services being performed on behalf of the Company. Civil and criminal penalties and termination of employment may result from trading on such inside information regarding such other companies. All employees and Board members should treat Material Nonpublic Information about other companies with the same care required with respect to information related directly to the Company.

VI. Certain Exceptions

A. Certain Transactions with the Company

For purposes of this Policy, the exercising of stock options without a subsequent sale (i.e. an exercise and hold) and any transactions occurring as a result of an existing election under the Company’s 401(k) plan or Employee Stock Discount Plan are exempt from this Policy. However, any subsequent sale of the shares received upon exercise of a stock option or any voluntary change in any election related to the Company’s 401(k) plan or Employee Stock Discount Plan is subject to this Policy.

B. Gifts

Bona fide gifts of the Company’s securities are generally exempt from this Policy, except that gifts to immediate family members during blackout periods shall be pre-cleared prior to the giving of such gift.

VII. Disciplinary Action By the Company

Insiders who violate this Policy shall be subject to disciplinary action by the Company, up to and including termination of employment or removal from office for cause. Company vendors who violate this Policy are subject having their business relations with the Company terminated.

² Senior Officers includes anyone at the senior vice-president level and up.

VIII. Criminal and Civil Liability and/or Disciplinary Action

A. Liability for Insider Trading

Insiders may be subject to civil and criminal penalties of up to \$1,000,000 and up to ten years in jail for engaging in transactions in the Company's securities at a time when they have knowledge of Material Nonpublic Information regarding the Company.

B. Liability for Tipping

Insiders may also be liable for improper transactions by any person (commonly referred to as a "tippee") to whom they have disclosed Material Nonpublic Information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities.

IX. Additional Information

Please direct any questions as to any of the matters discussed in this Policy to the Company's General Counsel or the Vice President—Corporate Compliance.