

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name The Men's Wearhouse, Inc.		2 Issuer's employer identification number (EIN) 74-1790172	
3 Name of contact for additional information Stuart Vogt	4 Telephone No. of contact (281) 776-7790	5 Email address of contact Stuart.Vogt@Tailoredbrands.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 6380 Rogerdale Road		7 City, town, or post office, state, and Zip code of contact Houston, Texas 77072	
8 Date of action January 31, 2016		9 Classification and description Reorganization and Merger	
10 CUSIP number 587118100	11 Serial number(s) N/A	12 Ticker symbol MW	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Effective January 31, 2016, pursuant to the Agreement and Plan of Merger ("Merger Agreement") by and between The Men's Wearhouse, Inc., a Texas corporation ("TMW"), Tailored Brands Inc., a Texas corporation ("TBI"), and HoldCo Merger Sub, Inc., a Texas corporation ("Merger Sub"), TMW merged with and into Merger Sub with TMW surviving. As a result of the merger, TMW is a wholly owned subsidiary of TBI. The transaction was a tax-deferred exchange described in IRC Section 368(a)(2)(E).**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Pursuant to the Merger Agreement, all outstanding common stock of TMW was automatically converted, on a share for share basis, into common stock of TBI. There was no change in tax basis pursuant to IRC Section 358. Thus, your tax basis in TBI stock will be the same as your tax basis in TMW stock.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **There was no change in basis pursuant to IRC Section 358.**

Part II Organizational Action (continued)

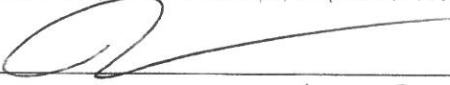
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 368(a)(2)(E), 354, and 358

18 Can any resulting loss be recognized? ▶ No

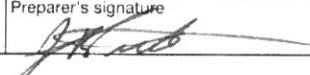
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Not Applicable

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 7/5/16
Print your name ▶ STUART Velt Title ▶ VP-TAX

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Joseph R Pickett		3/4/16		P01246366
Firm's name ▶ KPMG LLP	Firm's address ▶ 55 Second Street, San Francisco, CA 94105		Firm's EIN ▶	13-5565207
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