

TAILORED BRANDS

POLICY REGARDING THE HIRING OF EMPLOYEES OR FORMER EMPLOYEES OF THE INDEPENDENT AUDITORS

I. Purpose

To ensure that the independence of the independent auditor of TBI is not impaired, and that TBI maintains the integrity of its financial statements, financial reporting processes and internal controls, TBI has adopted the following limitations on the hiring of current or former employees of its independent auditors (the “Policy”).

II. Definitions

1. “TBI” means Tailored Brands, Inc. and its subsidiaries.
2. “Financial reporting oversight role” means a role in which an individual is in a position to, or does, exercise influence over the content of the financial statements or related information, or influence over anyone who prepares financial statements or related information, including but not limited to
 - (1) the chief executive officer, chief financial officer, chief accounting officer, controller, vice president – financial reporting, vice president – internal audit or any person serving in an equivalent position for TBI; (2) members of TBI’s board of directors, including members of the Audit Committee; or (3) in any other position that would cause a violation of securities laws and regulations.
3. “Audit engagement team” means all partners and professional employees who participate in an audit, review or attestation engagement of TBI, including audit partners and all persons who consult with others on the audit engagement team during the audit, review or attestation engagement regarding technical or industry-specific issues, transactions or events.
4. “Cooling off period” means the period of time that must elapse before any member of the audit engagement team (whether a current or former employee of the independent auditor) who participated on the audit of the current or immediately preceding fiscal year is eligible for hire in a financial reporting oversight role at TBI. For purposes hereof, audit procedures are deemed to have commenced for the current audit engagement period the day after the prior year’s annual report is completed. The audit engagement period for any year is deemed to conclude on the day that such year’s annual report is completed.

III. Guidelines

The Audit Committee of the Board of Directors of TBI has established the following guidelines for appointments and hiring practices involving employees or former employees of the independent auditors:

1. TBI will require a cooling off period before hiring any members of the audit engagement team that are current or former employees of the independent auditor in a financial reporting oversight role, which shall consist of a minimum of (a) two years in the case of the lead partner and the concurring partner and (b) one year in the case of all other members of the audit engagement team. In addition, the Audit Committee will review and approve any such hiring of a current or former employee of the independent auditor.
2. The cooling off period applies to all members of the audit engagement team, except:
 - a. Individuals other than the lead partner and concurring partner, who provided ten or fewer hours of audit, review or attest services during the relevant fiscal period.
 - b. Individuals employed by TBI as a result of a business combination between an entity that is also an audit client of the independent auditor and TBI; provided employment was not in contemplation of the business combination and the Audit Committee is aware of the prior employment relationship; and
 - c. Individuals employed by TBI due to an emergency or other unusual circumstance, provided that the Audit Committee determines that the relationship is in the interest of TBI.
3. Notwithstanding the foregoing, during any period when TBI is privately held with no publicly- traded equity securities, and is not required by law, contract or financing instrument to maintain independent auditors, the Board may elect to waive any or all provisions of this Policy.