

OUR CODE OF ETHICS AND BUSINESS CONDUCT



MEN'S WEARHOUSE

Moore's

JOS. A. BANK



Foreword

At Tailored Brands, we believe that our people are the fabric of our success. There is nothing more rewarding to us than to see our people thrive – by learning, contributing ideas and making an impact on our business and in our communities.

We invest in our people and continuously work towards fostering an inspirational, inclusive, and innovative culture, so that every team member has a true sense of belonging. We help people confidently express their true selves so they can be their best.

To that extent, the Tailored Brands Board of Directors, together with its subsidiaries, (the “Company”) has adopted this Code of Ethics and Business Conduct (the “Code”) in order to serve Our Purpose and demonstrate Our Values, but also to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
- promote compliance with applicable governmental laws, rules and regulations;
- promote the protection of Company assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to the Code.

Our Purpose

We help people love the way they look and feel for their most important moments.

Our Values

Everyone at Tailored Brands plays an important role in bringing our purpose to life by living each of our values every day:

CUSTOMER-FIRST

We put customers at the center of every decision.

WIN TOGETHER

We win as a team and make a difference in our communities.

BETTER EVERY DAY

We strive for excellence and continuous improvement.

EVERYONE IS WELCOME

We value differences and know they make us better.

ACT WITH INTEGRITY

We show up with courage to always do the right thing.

Our Code of Ethics & Business Conduct

SCOPE AND APPLICABILITY

This Code applies to all directors (referring to those individuals serving on the Board of Directors, collectively “Directors”), officers and employees of Tailored Brands, Inc., and its subsidiaries wherever located. Further, all external parties with whom Tailored Brands does business must follow standards equivalent to the requirements set forth herein.

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.

All new employees, as part of their on-boarding, must review the Code and attest that they agree to comply. Current employees are required to do the same annually.

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, or fail to annually attest to compliance with it, are subject to disciplinary action up to and including termination of employment.

Any policies referenced in this Code can be found on the Thread.

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.
- Raise issues and concerns with your manager. If the issue is not resolved, raise it with another manager, to Compliance via email at ethics@tailoredbrands.com, or the Ethics Hotline.

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 negatively affect our customers, the Company’s reputation, or my personal reputation?
- Could my decision create a suspicion of conflict?
- Would I want to see this reported in the media?

If you are still unsure, you should discuss the situation with your manager or supervisor, the Human Resources department, or Compliance at ethics@tailoredbrands.com before acting.

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 non-retaliation portions of this policy.
- Seek help from Human Resources or Compliance 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 may raise concerns anonymously through the Ethics Hotline by calling 1-877-422-5066 or by entering your concern on the web at <https://tailoredbrands.ethicspoint.com>. This anonymous method of reporting is often referred to as “Whistle Blower” complaints.
- You may also ask a question confidentially, but not anonymously, by email to ethics@tailoredbrands.com.
- If your concern falls into the category of employee relations, such as discrimination, harassment, or accommodation requests, or operational issues, including time reporting and interpersonal conflict, you are encouraged to contact your HR representative directly.
- Raising issues to your manager, or an upline manager, is also a viable option for reporting. Please be advised that the manager you report to may be under an obligation to escalate your concerns for investigation and reporting in accordance with this Code.

Did You Know?

The Ethics Hotline is provided by an independent third party staffed with trained specialists who will gather the pertinent information related to your concern. Reports from the Ethics Hotline are provided to the Compliance teams, among others.

The reporting and investigation processes of suspected or actual violations of the Code differ depending on role of the accused offender and the type of offense alleged; matters may be escalated and investigated by Human Resources, Legal, Loss Prevention, Internal Audit, and the Audit Committee of the Board of Directors.

All inquiries or reports will be kept confidential to the extent practicable and permitted by law. Further, all directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

- If, after investigating a report of an alleged prohibited action by a director or executive officer, or one involving financial fraud, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.
- If, after investigating a report of an alleged prohibited action by any other person, it is determined that a violation of this Code has occurred, the incident may be reported to the Audit Committee, and depending on the circumstances and severity, be escalated to the Board of Directors.

Further, following a determination that there has been a violation of this Code, preventative or disciplinary action will be taken. This includes, but is not limited to, coaching, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

Each of the Board of Directors (in the case of a violation by a director or executive officer) and the Chief Legal Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code. Any waiver for a director or an executive officer shall be disclosed as required by SEC and NYSE rules.

WHEN IN DOUBT, ASK!

The Code cannot 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.

NON-RETALIATION

We do not allow any form of retaliation against any employee for reporting a concern in good faith, or for cooperating in any investigation of a possible violation. Retaliation is against our values and policies and may result in disciplinary action up to and including termination. However, this goes both ways — knowingly false or malicious reports also will not be tolerated, and anyone filing such reports will be subject to appropriate disciplinary action.



TO REPORT A CONCERN OR TO ASK A QUESTION

- Call toll-free within U.S./Canada at 1-877-422-5066 or submit an online report at <https://tailoredbrands.ethicspoint.com>.
 - Available 24 hours a day, 7 days a week.
 - Calls are free, confidential, and may be made anonymously.
 - If you need an interpreter to assist you during your call, please inform the hotline specialist.
 - Send email to ethics@tailoredbrands.com
 - Emails are confidential but not anonymous.
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Respect in the Workplace and in the Community

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. Simply put, we do well by doing good.

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. For additional information, please refer to our Anti-Discrimination and Harassment Policies.

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 may use our open-door philosophy and speak with your next level manager or speak directly with a Human Resources representative. You can also contact our Ethics Hotline or email ethics@tailoredbrands.com to report your concern, at any time. Please know that retaliation for raising Code concerns in good faith is not tolerated.

ETHICAL CONDUCT

The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom he or she has contact while performing his or her job.

CORPORATE SOCIAL RESPONSIBILITY

We are committed to social responsibility and environmental stewardship throughout the Company.

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.

DIVERSITY, EQUITY, AND INCLUSION

At Tailored Brands, everyone is welcome. We value differences and know they make us better. We're always working to make our Company a more diverse, equitable, and inclusive (DE&I) place for our employees and customers by listening to, understanding, appreciating each other's point of view, and creating a true sense of belonging.

In accordance with this philosophy, we have created a Diversity, Equity & Inclusion Council (DE&I Council) whose mission is to guide the Company to become more equitable and inclusive by reflecting the diversity of the customers and communities we serve. More information about DE&I at Tailored Brands can be found on [the Thread](#) as well as on the [Tailored Brands website](#).

HEALTH, SAFETY, AND PHYSICAL SECURITY

You are required to comply with all applicable laws and policies to promote an injury-free, safe, and secure workplace. This includes, but is not limited to, (a) safety and security procedures, such as reporting injuries (b) violence in the workplace, and (c) drug and alcohol use. Further details, and compliance expectations, for accident and injury-related incidents can be found in the Company's [Injury and Illness Prevention Plan \(IIPP\)](#) and [Health and Safety Policy](#) (Moore's only), located on the Thread. For policies and guidance related to other safety topics, such as weapons and drug use, please review the [Employee Handbook](#).

WAGE AND HOUR RULES

We are committed to complying with all applicable wage and hour laws and regulation, including pay rates, overtime, meal and rest breaks and child labor. For additional clarity on the applicability of wage and hour rules, please review the [Employee Handbook](#), located on the Thread.

Question: I am an hourly employee. Sometimes I don't have time to serve my customers AND complete all my other responsibilities when the manager won't allow overtime. When I asked for help, the manager suggested I clock out and complete some of my tasks "off the clock." Is it okay for the manager to suggest this? Do I have to do it?

Answer: No. We require accurate time reporting and compensation for all work performed. You must report this behavior to the Human Resources, Legal, or Compliance, including by contacting ethics@tailoredbrands.com or the Ethics Hotline.



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.
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Compliance with the Law

It is paramount that we maintain the confidence, respect, and trust of our customers and suppliers by conducting business responsibly. We expect your commitment to acting ethically, lawfully, truthfully, and with integrity in all business dealings whether selling or buying or representing Tailored Brands in any other capacity.

Employees, officers, and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states, and countries in which the Company operates. And although you are not expected to know the details of all applicable laws, rules and regulations that affect the Company, you should have a basic understanding of issues involved, and you should have a detailed understanding of those that apply to your specific job or role. Further, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Legal Department.

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. For a more thorough understanding of the compliance requirements related to anticorruption, please review the [Tailored Brands Anti-Corruption Compliance Policy](#).

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 at LegalDept@tailoredbrands.com 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 Compliance 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 competitors' trade secrets and other confidential information as well.

INSIDER TRADING

No director, officer or employee may purchase or sell any Company securities while in possession of material nonpublic information regarding the Company, nor may any director, officer or employee purchase or sell another company's securities while in possession of material nonpublic information regarding that company. It is against Company policies and illegal for any director, officer, or employee to use material nonpublic information regarding the Company or any other company to obtain profit for himself or herself; or directly or indirectly "tip" others who might make an investment decision based on that information.

Further information and compliance requirements regarding insider trading are discussed in our [Insider Trading Policy](#).

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.

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.

“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.

Further, expenses must never be hidden or purposefully misclassified. Many serious bribery and corruption scenarios are found to involve inaccurate record-keeping. To prevent this, anti-corruption laws generally require detailed and accurate accounting records for transactions, including cash and bank accounts. Therefore, the Company must maintain (1) books and records that, in reasonable detail, accurately reflect transactions and asset dispositions of the Company, and (2) a system of internal accounting controls, including periodic audits. To comply with these requirements, it is imperative that you maintain complete and accurate records that fairly reflect all transactions undertaken on behalf of the Company.

Question: We have an agent working on the Company’s behalf in China, to ensure that our products are exported without issue. This agent is well-respected and has a reputation for ‘getting it done,’ but I’m concerned with some of the paperwork associated with the product received from China, as it does not match the production process as I understand it. Since the agent does not work for Tailored Brands, and the product arrived without issue (which is what the Company wants and expects), should I address my concerns with the inaccurate paperwork?

Answer: Yes. Anyone working on the Company’s behalf, whether formally employed by Tailored Brands or not, must comply with the FCPA. While the paperwork inaccuracies may just be an oversight, it may also be a symptom of a larger corruption issue.

Refer to our [Anti-Corruption Compliance Policy](#) for additional information. If you have any questions or would like to discuss any situation, please contact the Legal Department or Compliance at ethics@tailoredbrands.com.

FAIR DEALING

We conduct our business fairly, legally, and with integrity. We endeavor to deal fairly with others, including our customers, suppliers, partners, service providers, competitors, and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Question: There is an industry group that I am a part of. They like to talk about issues effecting retailers, such as labeling and import issues. I’d like to be more involved in the group, such as serving on a committee, but I’m worried that I would be violating concepts around ‘fair dealing’ if I share information with other retailers, who may be our competitors. Is this something I can participate in without concern?

Answer: Generally, yes. Any reputable industry peer group will have a clear anti-compete position and will hold participating persons and organizations to that standard. However, it is your responsibility to ensure that what you’re sharing is not proprietary information, as we would not want to provide a competitive advantage to others.



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.
- Contacting 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.

CONTRACTING PRACTICES

When entering into agreements with outside parties, please refer to our [Contract Management and Invoice Authority Policy](#) or contact the Legal Department at LegalDept@tailoredbrands.com.

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.

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 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

Our marketing and sales practices reflect our commitment to honest and fair dealings with our current or potential customers. Employees must provide customers with clear and accurate information. They 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 at LegalDept@tailoredbrands.com, 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.
 - 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.
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Avoiding Conflicts of Interest

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.

Definition: A conflict of interest occurs when an individual's private interest (or the interest of a member of their family) interferes, *or even appears to interfere*, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer, or director (or a member of their family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer, or director (or a member of their family) receives improper personal benefits because of the employee's position in the Company.

LOANS

Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director, officer, or their family members are expressly prohibited.

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," "board member" or "volunteer."

Question: I've been asked to be on the Board of Directors for a local nonprofit that provides formal business clothes to the underprivileged, for use in job interviews and such. Am I allowed to accept the role?

Answer: If, as part of this role, you will be asked to provide any proprietary Company knowledge, then it could be seen as a conflict of interest. Also, if you will be soliciting donations from our competitors or suppliers, you should decline the role. However, if you're being asked to fill this role based on your general industry knowledge and passion to serve the community, you may do so, as long as none of the above-mentioned scenarios become relevant.

Further, if you are a member of the Executive Committee, a VP, or SVP, you must comply with the Executive Board Service Policy, which provides explicit process and approval for board service.

In addition, the Company has a no solicitation policy. While we encourage you to be involved with volunteer work and support charitable organizations in your personal time, you are prohibited from using your position of influence or authority to encourage or coerce other employees to promote those causes and organizations. For questions regarding this policy, please review the Employee Handbook or contact communitygiving@tailoredbrands.com.

Question: My daughter is selling Girl Scout cookies. I'd like to put an order form in the breakroom and send out an email to let my coworkers know they can contact me if they're interested in purchasing any cookies. Am I allowed to do that, or would this be considered a solicitation?

Answer: If you receive permission from management to do so, this would typically be permissible. You must not pressure others to purchase, including by sending repeated emails reminding them to do so. Also, if you are in a role of authority in your workplace, it is important that you do not give others the impression, by words or action, that their purchase or participation is in anyway required or expected. By your position alone, your request for participation may be seen as influencing others to act.

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 Compliance, at ethics@tailoredbrands.com, for guidance.

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.

BUSINESS GIFTS AND ENTERTAINMENT

Our policy and practice require 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 (FCPA). (For more information about the FCPA, and to learn about the implications of exchanging gifts and/or entertainment with government officials, see the Anti-Corruption Compliance Policy.) 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, including tickets to special events, require prior notification to and the consent of the Chief Legal Officer by emailing legaldept@tailoredbrands.com.

You should NOT:

- give or receive cash.
- give or receive non-cash gifts valued at more than \$150.
 - While you may receive individual gifts under \$150, receiving multiple gifts from the same giver that collectively amount to more than \$150 over the course of 60 days is not allowed.

You MAY receive the following:

- moderate and appropriate travel, meals, and lodging in connection with vendor-sponsored, pre-approved training.
- gift baskets and flowers shared with the department/store.

You MUST:

- Record or "log" ALL gifts and entertainment, of any kind and any amount, received. This log may be requested and audited by the Company at any time.

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 reaching out to ethics@tailoredbrands.com to begin the approval review process.

PERSONAL RELATIONSHIPS WITH COWORKERS

While personal relationships within the same management reporting structure is prohibited, as discussed in the Personal Relationship and Nepotism Policy within the Employee Handbook, there are other personal relationships that may create conflicts of interest. Consider, specifically, one employee having financial approval authority over another employee's expense request, or where one party in a relationship is tasked with investigating ethics reports for a location/zone where the other party works. While these personal relationships may not create obvious reporting-structure issues, they nonetheless create a potential conflict of interest, as controls are thwarted by the relationship between the parties.

DISCLOSING CONFLICTS

Our Compliance Program, including this Code, depends in large part on the cooperation of all employees in evaluating and disclosing situations that may pose conflicts of interest or are otherwise contrary to the ethical guidelines expressed in the Code and our core culture of integrity and compliance. 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 – or even the appearance of a conflict of interest.

Unless previously noted otherwise—such as in the case of Executive Board Service—all employees should disclose actual or potential conflicts of interest to their upline supervisor and Compliance, at ethics@tailoredbrands.com. (In the case of Directors and executive officers, 'upline supervision' is the Board of Directors.) If the supervisor and/or Compliance determines that the situation may implicate any of the above-stated conflict of interest considerations, it will be required that the employee receive prior authorization or approval from the Chief Legal Officer before entering or continuing to participate in said activity. For clarity, a supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Chief Legal Officer with a written description of the activity and obtaining the Chief Legal Officer's written approval.

In addition, directors and executive officers are required to comply with the Related Persons Transactions Policy and, in association, must annually complete the Related Party Certification, also known as the D&O Questionnaire.



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.
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Protecting and Safeguarding Our Assets

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

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records, and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Each director, officer, and employee who is involved in the Company's disclosure process must:

- be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
- take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely, and understandable disclosure.

Question: I ordered inventory to arrive May 30th, and budgeted it as a Q2 expense, but the merchandise arrived on April 15th. Can I wait until the first of May to accept this inventory?

Answer: No, you cannot wait to accept the merchandise; doing so would delay realization of that expense which is a violation of the Company's finance and accounting practices. Assets and liabilities must always be accurately recorded in our Company's books and records.

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 Legal Officer, or you may report your concern via our Ethics Hotline or ethics@tailoredbrands.com.

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 Legal Officer. This includes supporting lobbying efforts, purchasing tickets to political fundraisers, or providing merchandise or services to a political cause at a discount. This activity may also implicate issues associated with the Foreign Corrupt Practices Act (FCPA). Please refer to the Anti-Corruption Compliance Policy for details.

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. The Company recognizes its employees' rights to participate in the political process as individuals on their own time and at their own expense. Our policy only restricts political contributions made on behalf of the Company. so as long as there are no understandings or arrangements for the Company to reimburse you, there is no violation of policy.

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. All Company assets should be used only for legitimate business purposes, though incidental personal use may be permitted. 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. Any suspected incident of fraud or theft of resources should be reported for investigation immediately. Please refer to the [Acceptable Use Policy](#) for more details.

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.

Intellectual Property

Our intellectual property portfolio is vital to our business success. Intellectual property includes trademarks, copyrights, trade secrets, 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.

Tailored Brands also recognizes the intellectual property rights of others, including our business partners. Many times, we are obligated to protect the confidentiality of others and their work. We rely on you to protect and not misuse these assets entrusted to us. For IP-related questions, please contact legaldept@tailoredbrands.com.

Question: I'm really excited about a new marketing campaign we're about to launch with a famous celebrity. May I share pieces of the campaign or behind-the-scenes footage before it goes live?

Answer: No. You may not share, post, or use logos/labels, taglines, photos, videos, copyrighted materials or other intellectual property that does not belong to you, without permission from Tailored Brands' Legal and Marketing teams. Also, you may not discuss the name, or post an image of, our customers or public figures who shop or work with us, without our and their permissions. However, you may share/retweet/forward content already live or posted on Company-sponsored social media channels in accordance with the Social Media Policy.

Question: We recently replaced a vendor with a new company who offered to provide the same services at a lower price. But the new company is struggling with providing the technology we expected. Can we show the new company the previous vendor's tech platform to get them up and running?

Answer: No. The other vendor's technology is confidential and proprietary to them. We owe them a duty to protect and not share it with third parties, especially their competitors.

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), Intellectual Property, proprietary information, technical information, customer information, personnel records, and organization charts.

You should take appropriate measures to protect our information from improper disclosure in accordance with applicable IT, Security, Public Relations, Corporate Communications, and Legal policies and guidelines. Certain individuals, depending on the sensitivity of information they have access to, may also be required to sign a non-disclosure agreement (NDA) during employment or at the time of termination.

Information that is not generally known to the public—and that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers, or partners—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.

Please note that this section, and the Code as a whole, are not intended to prohibit a disclosure made in confidence to a government official, regulatory body, or similar whistleblower agency, about a suspected violation of law or regulation.

Questions regarding the designation of "confidential information" can be directed to the Legal Department at LegalDept@tailoredbrands.com.

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.

COMMUNICATING WITH THE PUBLIC

Please refer all requests by representatives from the media, financial analysts, investors, industry analysts, or legislative entities, to the appropriate department – Corporate Communications at CorporateCommunications@TailoredBrands.com, or the Legal Department at legadept@tailoredbrands.com.

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, including when you must identify yourself as a Company employee on social media and how to protect Company and customer information.

Question: I follow some of Tailored Brands' social media accounts. I noticed some negative comments about our brand. May I respond to the criticism?

Answer: You may not respond on behalf of the Company, unless you are an official spokesperson specifically authorized to speak on behalf of Tailored Brands. You may contact corporaterelations@tailoredbrands.com to refer a social media post for follow up.

Remember, there are specific individuals within the Company that have been identified as spokespersons, who are designated as being allowed to speak with the public on behalf of the Company. If you or your role has not been explicitly designated as a spokesperson for the Company, you must refrain from speaking about or on behalf of the company in any public setting.

PRIVACY AND DATA PROTECTION

Tailored Brands is committed to the privacy and security of the information of its customers, employees, businesses, and partners. We are proud of the trust so many place with us, so we take seriously safeguarding our assets, systems and sensitive information throughout our environments. In addition, we are subject to varied, comprehensive privacy and data security laws and regulations, throughout the world and each of the United States, that govern how we protect certain private information, including social security and financial account/credit card numbers. You are responsible for recognizing and protecting the private information and information assets that you encounter, as you do your job. Further, you must immediately report any cases of unauthorized access or disclosure of information, either suspected or confirmed, to legaldept@tailoredbrands.com.

For more information about Tailored Brands' privacy policies and practices, please see the Privacy Policy posted on each of the brands' public websites or contact the Information Security team at InfoSec@tailoredbrands.com. For more information about your obligations regarding data privacy, please review the [Employee Handbook](#) and other resources provided on [the Thread](#) by the Information Security team.

Question: I travel for work a lot. Sometimes it is easier to check my personal email than to log in securely on my work laptop to get work done. May I forward work emails and attachments to my personal email so I can get my work done, while I'm on the road?

Answer: No. We have taken measures to secure and protect information stored on our systems and assets. Circumventing those protections can leave that information and our systems vulnerable.

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 at LegalDept@tailoredbrands.com immediately.

Further, if you are made aware of a lawsuit, legal proceeding, or investigation concerning our Company, you are required to provide truthful and accurate information to Company personnel conducting an investigation, as well as to government entities or regulators. However, prior to discussing any Company-related legal matters with an outside agency or investigator, you MUST consult the Legal Department to ensure the best interests of the Company are represented. (Formal whistleblower complaints are exempt from this requirement.) In addition, employees, directors, and officers are prohibited from altering or destroying documents or other evidence in order to prevent or hinder a legal investigation.



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/her/their 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 websites that contain inappropriate or unprofessional content.
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Administrative Matters

Compliance

Several teams with varying compliance functions have been assigned responsibility to oversee compliance with the Code. These teams are referred to as “Compliance” in this document.

Changes and Communication

The Code may be changed from time to time as approved by the Company’s Board of Directors.

While Compliance 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 The Thread intranet site. 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 by completing any mandatory training course assigned to you. 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 by emailing ethics@tailoredbrands.com.

Monitoring and Auditing Compliance

Our Compliance teams 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 Legal 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.

Questions & Answers

Q: I HAVE REASON TO SUSPECT THAT MY MANAGER IS ENGAGED IN FRAUDULENT BEHAVIOR, BUT I'M AFRAID OF RAISING THE ISSUE BECAUSE I DO NOT KNOW WHO ELSE MAY BE INVOLVED OR IF THEY MIGHT MAKE MY LIFE MISERABLE IF THEY FOUND OUT I REPORTED IT. WHAT SHOULD I DO?

A: We are committed to our ethical culture of compliance, including by confidentially investigating every question or concern you bring to us in good faith, without fear of retaliation. Indeed, we rely on our employees to speak up and raise concerns, so we can address them! You may raise concerns by speaking to any manager you feel comfortable speaking with, a Human Resources representative, or Compliance at Ethics@tailoredbrands.com. If you prefer, you may make an anonymous report using our 24/7 Ethics Hotline available by calling 1-877-422-5066 or by entering your concern on the web at <https://tailoredbrands.ethicspoint.com>.

Q: MY COWORKERS ARE ALWAYS JOKING AROUND, DURING BREAKS. SOMETIMES I THINK THEIR JOKES GO TOO FAR, ARE INAPPROPRIATE FOR THE WORKPLACE, AND MAKE ME UNCOMFORTABLE. WHEN I SAY SOMETHING, THEY TELL ME I'M TOO UPTIGHT, SO I STOPPED MENTIONING IT. IS THERE ANYTHING ELSE I CAN DO?

A: 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 harassed, you may use our Open-Door policy and speak with your next level manager or speak directly with a Human Resources representative. You can also call our Ethics Hotline or email Ethics@tailoredbrands.com to report your concern, at any time.

Q: A CUSTOMER WAS SO PLEASED WITH THE SERVICE I PROVIDED HIM THAT HE OFFERED ME A GIFT CARD FOR A LOCAL RESTAURANT TO THANK ME FOR HELPING HIM OUT IN A CRUNCH. I TOLD HIM IT WAS MY PLEASURE TO SERVE HIM BUT HE INSISTED ON THE GIFT. MAY I ACCEPT IT? HOW ABOUT IF I DONATE IT TO A LOCAL CHARITY?

A: It feels great to receive appreciation for the work we do! However, it is against the Code to accept cash or cash equivalents, including gift cards. However genuine, to accept such a gift may create a conflict of interest, or even the appearance of one. Please explain our policy to the customer, and politely return the gift card.

Q: A VENDOR I WORK CLOSELY WITH OFFERED TO TAKE ME AND MY TEAM OUT FOR A CELEBRATORY DINNER, AFTER THE SUCCESSFUL LAUNCH OF A JOINT PROJECT. WHAT GUIDELINES DO I NEED TO CONSIDER BEFORE ACCEPTING THE OFFER?

A: Generally, modest, common courtesies, such as business meals with a supplier, are acceptable. However, please consider whether the offer could affect your impartiality, or even make it appear as if you are compromised. Also, what may start out reasonably, may turn excessive. If you and your supervisor decide it's appropriate to accept a reasonable offer of a meal or travel for a sound business reason, you must remain vigilant and politely steer clear of any excesses that may pop up.

Q: A SUPPLIER WAS HAVING A RAFFLE CONTEST THAT I DIDN'T EVEN KNOW ABOUT, AND THEY JUST NOTIFIED ME THAT I WON A FITNESS TRACKER! THERE IS NO RISK OF CONFLICT HERE BECAUSE I DIDN'T KNOWINGLY PARTICIPATE IN THE DRAWING AND I'M NOT AN EXECUTIVE OR OTHERWISE RESPONSIBLE FOR MAKING DECISIONS RELATING TO THE SUPPLIER. MAY I ACCEPT THE PRIZE?

A: It is important that we avoid not only actual conflicts of interest, but even perceived ones. A conflict of interest may unconsciously influence even the most ethical person, and the mere appearance of one may negatively impact the Company's integrity and reputation. However, we understand reality is not always cut and dry. Before accepting the gift, please reach out to Compliance, via Ethics@tailoredbrands.com, to discuss the specific circumstances and obtain clearance or further guidance.

Questions & Answers

Q: AN INCIDENT THAT OCCURRED AT ONE OF OUR STORES HAS GONE VIRAL ONLINE! A REPORTER CAME INTO MY STORE SEEKING COMMENT ABOUT IT. WHAT SHOULD I DO?

A: Unless you have been specifically authorized by the Corporate Communications, Public Relations, or Legal Departments to reply or make statements to reporters, journalist or any other media personnel, you are not authorized to speak to the media as a representative of the Company. Please inform the person seeking comment that you cannot comment and refer them to our Public Relations team, who they may contact through our website or other public channels.

Q: A FORMER TAILORED BRANDS CO-WORKER LEFT THE COMPANY TO WORK FOR ANOTHER RETAILER, BUT WE'RE STILL FRIENDS. IS IT OKAY IF WE OCCASIONALLY TALK ABOUT WORK WHEN WE GET TOGETHER?

A: While we support continuing friendships, you must be careful not to reveal any confidential information to your friend. In addition to violating this Code, you may be violating competition and securities laws, which may subject the Company and YOU to serious liability.

Q: I HAVE A SIDE BUSINESS GEARED TOWARD NEWLYWEDS, WHICH WOULD BE OF INTEREST TO OUR SPECIAL OCCASION CUSTOMERS. MAY I SPEAK TO MY CUSTOMERS ABOUT IT AND PROVIDE MORE INFORMATION ABOUT IT TO CUSTOMERS WHO SHOW INTEREST?

A: No. You are prohibited from receiving personal benefits from others, including business referrals, because of your position at the Company because it may negatively affect our customers' experience, lead to divided loyalties or create conflicts of interest.

Q: I AM AN HOURLY EMPLOYEE. SOMETIMES I DON'T HAVE TIME TO SERVE MY CUSTOMERS AND COMPLETE ALL MY OTHER RESPONSIBILITIES WHEN THE MANAGER WON'T ALLOW OVERTIME. WHEN I ASKED FOR HELP, THE MANAGER SUGGESTED I CLOCK OUT AND COMPLETE SOME OF MY TASKS "OFF THE CLOCK." IS IT OKAY FOR THE MANAGER TO SUGGEST THIS? DO I HAVE TO DO IT?

A: No. We require accurate time reporting and compensation for all work performed. You must report this behavior, using any of the reporting methods available to you, including notifying your Human Resources representative, using the Ethics Hotline (877-422-5066) or Ethics Mailbox (Ethics@tailoredbrands.com), or contacting the Legal Department (LegalDept@tailoredbrands.com).

Q: I ATTENDED A TRADE SHOW AND VISITED A COMPETITOR'S BOOTH TO CHECK OUT THE COMPETITION. IS IT OKAY TO TALK SHOP WITH THE BOOTH ATTENDANTS THERE?

A: You should identify yourself as a Tailored Brands employee and stick to general conversation and publicly available materials. Never ask for private information that the person may be under legal obligation to reveal. Just as we are vigilant about protecting our own intellectual property and other important assets, we should be respectful of others' policies and confidentiality as well.

Q: WE ARE UNDER INCREDIBLE PRESSURE TO COMPLETE A PROJECT AHEAD OF SCHEDULE OR ELSE OUR SALES WILL SUFFER. IS IT OKAY TO OFFER A CASH INCENTIVE TO OUR AGENTS, OR TELL THE AGENTS THEY CAN OFFER CASH INCENTIVES TO THEIR CONTACTS, TO EXPEDITE THE PROCESS TO MEET OUR GOAL?

A: Direct or indirect payment like these, are subject to serious risk and potential liability and penalties. Non-routine payments, such as these, must be cleared by the Chief Legal Officer for pre-approval, to assure all applicable rules and laws are appropriately assessed. Even when deemed appropriate, they must be properly documented and reported accurately in our financial reports, which Compliance can help facilitate.

Q: 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?

A: 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 Compliance.

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. If your spouse's company is independently selected, you must continue to maintain independence and distance from the work, to avoid even the appearance of a conflict, including audits, project updates and invoice approvals.