



## **TAILORED BRANDS**

### **AUDIT COMMITTEE CHARTER**

#### **I. Purpose**

The purpose of the Audit Committee of the Board (the “Committee”) is to assist the Board and, as required by law, regulation and Board directive, act on behalf of the Board, in its oversight of (i) the integrity of the Company’s financial statements and the Company’s accounting and reporting processes and financial statement audits, (ii) the Company’s system of disclosure controls and procedures and internal control over financial reporting, (iii) the Company’s ethics and compliance programs as well as its compliance with all applicable legal and regulatory requirements, (iv) the Company’s independent auditors and their qualifications and independence, and (v) the performance of the Company’s internal audit function (internal audit) and independent auditors.

The Committee’s responsibility is one of oversight and it has the responsibilities and powers set forth in this charter. Management is responsible for the preparation, presentation and integrity of the Company’s financial statements; for the appropriateness of the accounting principles and reporting policies that are used by the Company; and for establishing and maintaining internal control over financial reporting. The independent auditor is responsible for auditing the Company’s financial statements and reporting on the effectiveness of internal control over financial reporting, and for reviewing the Company’s unaudited interim financial statements.

#### **II. Membership**

The Audit Committee shall consist of at least three directors all of whom must qualify as independent directors under the Company’s Corporate Governance Guidelines, the rules of the Securities and Exchange Committee (“SEC”), the listing standards of the New York Stock Exchange (“NYSE”) and under any other applicable regulatory requirements and all of whom shall be financially literate, as determined by the Board in its business judgment, or become financially literate within a reasonable period of time after his or her appointment to the Committee. Additionally, the Audit Committee shall have at least one “audit committee financial expert” within the meaning of Item 401(h)(2) of Regulation S-K of the SEC. The Chair of the Audit Committee shall have such accounting, financial or other experience as shall be required by the rules of the SEC and by the NYSE.

The Board may remove a member by majority vote of the independent directors then in office. The Board shall designate a Committee Chair who shall be responsible for reporting the Committee’s activities and decisions to the Board.

If an Audit Committee member simultaneously serves on the audit committee of more than two other public companies, then the Board must determine that such simultaneous service would not

impair the ability of such member to effectively serve on the Company's audit committee and disclose such determination in the annual proxy statement or on the Company's website.

### **III. Meetings and Procedures**

The Committee shall meet at least once a quarter and may meet more frequently as circumstances require. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. Meetings may be held in-person, by telephone, or video or web conference.

A majority of the members of the Committee shall constitute a quorum for the transaction of business and a majority vote of the members present constitutes action of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The independent auditor and internal audit shall attend at least two of the Committee's meetings each year. The Committee may request members of management or others to attend meetings and provide pertinent information as necessary. The Committee shall meet in executive session at least annually with the Chief Financial Officer ("CFO"), internal audit, the independent auditor and other members of management as the Committee deems appropriate. The Committee shall also meet in executive session without members of management present at least annually.

### **IV. Responsibilities**

The Committee shall have the following principal duties and responsibilities:

#### **A. Engagement and Oversight of the Independent Auditors**

1. Possess the sole authority to select, evaluate, retain, oversee, approve compensation for, and, when appropriate, terminate the independent auditors. In connection with such selections, the Audit Committee shall advise the independent auditors that they are to report directly to the Audit Committee. The Audit Committee will oversee the resolution of disagreements between management and the independent auditors if they arise.
2. Review and discuss with the independent auditor (i) strategy, scope, including the adequacy of staffing, and results of each independent audit of the Company, including difficulties encountered by the independent auditor, including any restrictions on the scope of the independent auditors' activities or on access to required information, and any significant disagreements with management; (ii) reports on significant findings and recommendations; and (iii) management's responses to recommendations made or difficulties encountered by the independent auditor in connection with the audit.
3. Obtain, review and discuss, at least annually, a formal written report from the Company's independent auditors delineating: (i) the independent auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the Company consistent with the PCAOB's Ethics and Independence Rule 3526, "Communications with Audit Committees Concerning

Independence,” and consider the impact that any relationships and services may have on the objectivity and independence of the independent auditor.

4. After reviewing the foregoing report and the independent auditors’ work throughout the year, the Audit Committee shall evaluate the independent auditors’ qualifications, performance and independence and report thereon to the Board. This evaluation should include the review and evaluation of the experience and qualifications of the lead audit partner and take into account the opinions of management and internal audit. The Audit Committee shall determine that the independent auditor firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under SEC independence rules. The Audit Committee shall also determine that all partner rotations are executed.
5. Inquire of management and the independent auditors to assure that the independent auditors have not engaged in any prohibited activities within the provisions of Section 10A(g) of the Securities Exchange Act of 1934.
6. Review and approve in advance in accordance with Section 10A (i) of the Securities Exchange Act of 1934, all audit and non-audit services to be provided by the Company’s independent auditors. The Audit Committee shall consider whether the independent auditors’ provision of permissible non-audit services is compatible with the independence of the independent auditors. The Audit Committee may delegate advance approval of such engagements to a member thereof provided such approvals are reviewed with the Audit Committee at its next meeting. Management shall report periodically to the Committee regarding the actual spending for such services compared to the approved amounts.

*B. Oversight of Financial Statements and Disclosures*

7. Review and discuss (i) the accounting policies, procedures, and practices of the Company, including critical accounting policies and practices, internal accounting systems, and financial reporting processes and procedures with management and with the Company’s independent auditors, and review any issues identified by management or the independent auditors regarding accounting and financial policies and procedures; (ii) any alternative treatment of financial information discussed by management and the independent auditors, including the treatment preferred by the independent auditors; and (iii) other material written communications between the independent auditors and management.
8. Review and discuss the annual financial statements and quarterly financial statements of the Company with management and the independent auditors prior to the filing of the Company’s Annual Report on Form 10-K or the Quarterly Reports on Form 10-Q, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. Such review shall include an inquiry as to the independent auditors’ characterization of the accounting principles selected by management and judgments made by management material to the presentation of such financial statements and any other matters required by professional standards to be communicated to the Audit Committee by the independent auditors.
9. Recommend to the Board whether the audited annual financial statements and the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and results of Operations” should be included in the Company’s Annual Report of Form 10-K.
10. Review and discuss (i) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the

preparation of the financial statements; (ii) management's and the independent auditor's judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, the clarity of disclosures in the financial statements, and the adequacy of internal controls over financial reporting; (iii) any accounting adjustments that were noted or proposed by the independent auditor, including both those recorded and not recorded (as immaterial or otherwise); (iv) any communications between the audit team and the independent auditor's national office with respect to auditing, accounting or reporting issues presented by the audit team; (v) the independent auditor's evaluation of the Company's financial reporting; (vi) information relating to material complex or unusual transactions and the business rationale for such transactions; (vii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the financial statements of the Company; and (viii) the type and presentation of information to be included in earnings press releases, paying particular attention to any use of "pro forma," or "adjusted" non-GAAP information.

11. Review with management and the independent auditors other relevant reports and other financial information submitted by the Company to any governmental body or the public, which the Audit Committee reasonably believes falls within its purpose and its duties and responsibilities under this charter.
12. Participate in the preparation of the report of the Audit Committee required by the rules of the SEC to be included in the Company's annual proxy statement.
13. Discuss with management the Company's philosophy and approach to earnings press releases, as well as to financial information and earnings guidance provided to analysts and rating agencies, including the type of information to be disclosed and the type of presentations to be made. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each release or each instance in which the Company may provide earnings guidance.

### *C. Oversight of Internal Control Structure*

14. Review and discuss with management, the independent auditors and internal audit, the adequacy and effectiveness of the Company's (i) financial reporting procedures and (ii) internal control structure, including its disclosure controls and procedures and internal control over financial reporting, including any material weaknesses, significant deficiencies or significant changes in internal controls.
15. Review and discuss with management, the independent auditor and internal audit the Company's annual report on internal control over financial reporting and the independent auditors' attestation to such report.
16. Discuss with management, management's remediation plan to address internal control deficiencies. The Committee shall review the disclosures describing any identified material weakness and management's remediation plan for completeness and clarity.
17. Discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act of 2002, including the evaluation of the effectiveness of disclosure controls and procedures by the Chief Executive Officer and the Chief Financial Officer.
18. Review with management, internal audit and the independent auditor the Company's overall anti-fraud program and controls.

19. Discuss with management, the independent auditors and internal audit (i) any changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed in the Company's periodic filings with the SEC and (ii) any other changes in internal control over financial reporting that were considered for disclosure by management or the independent auditors in the Company's periodic filings with the SEC.

*D. Oversight of Internal Audit Function and Risk Management*

20. Review at least annually the internal audit function, including reporting relationship, staffing, organizational structure, credentials, and performance; review and approve annually the internal audit charter; review the appointment, performance and replacement of the person in charge of the internal audit.
21. Review internal audit's annual audit plan and all major changes to the plan.
22. Review and discuss with internal audit the scope, progress, and results of executing the internal audit plan, including any significant difficulties, disagreements with management or scope restrictions encountered in the course of internal audit's work.
23. Review and discuss internal reports to management (or summaries thereof) prepared by internal audit, as well as the status of significant findings and recommendations, and management's responses and plans for remedial actions.
24. Review with management and discuss the Company's major financial risk exposures and the guidelines, policies, and practices regarding risk assessment and risk management, including the risk of fraud, and steps management has taken to monitor and control major financial risks, including a review of the Company's insurance program.

*E. Oversight of Compliance*

25. Set clear hiring policies for employees or former employees of the independent auditors.
26. Discuss and approve procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, and auditing matters, and for the confidential, anonymous submission by employees of the Company of concern regarding questionable accounting or auditing matters. Periodically review the effectiveness of such procedures.
27. Review and approve related party transactions in accordance with the Board approved "Policy and Procedures With Respect To Related Person Transactions".

*F. Oversight of Additional Matters*

28. Report regularly to the Board and review with the Board any issues relating to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of internal audit or any other matter the Committee determines is necessary or advisable to report to the Board.
29. Review with management the Company's finance function, including budget, organization, staffing, and quality of personnel.
30. Discuss with the Company's general counsel any legal matters (including the status of pending litigation) and any reports or inquiries from regulatory or governmental agencies that may have a material impact on the Company's financial statements or compliance policies relating to accounting or auditing matters.

31. Review and discuss any reports concerning material violations of laws or breaches of fiduciary duty submitted to the Committee by the Company's attorneys pursuant to SEC attorney professional responsibility rules or otherwise.
32. Periodically review the Company's code of conduct and programs that management has established to monitor compliance with such code.
33. Conduct at least annually a performance evaluation of the Audit Committee.
34. Review and assess this charter annually and recommend any proposed changes to the Board for approval.
35. Obtain advice and assistance from outside legal, accounting, or other advisors as necessary to carry out its duties. Pursuant to approval of this Charter, no further requirement of Board approval for such engagements is required and the Company shall provide all funding necessary to engage the independent auditors, to engage such outside legal, accounting, or other advisors, and for the administrative needs of the Audit Committee.

*G. Investigative Authority*

36. The Audit Committee shall be empowered to investigate any matter brought to its attention, which it reasonably believes falls within its purpose and its duties and responsibilities under this charter, with full access to all Company books, records, and personnel using special counsel and outside experts when necessary or appropriate.

**V. Limitation**

While members of the Committee have the duties and responsibilities set forth in this Charter, nothing in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.