

HARTMARX CORPORATION
COMPENSATION AND STOCK OPTION COMMITTEE
OF THE BOARD OF DIRECTORS

**CHARTER OF SCOPE,
RESPONSIBILITIES, STRUCTURE AND PROCESSES**

As adopted by the Board of Directors on January 20, 2004

This Charter sets forth the functions of the Compensation and Stock Option Committee (the "Committee") of the Board of Directors (the "Board") of Hartmarx Corporation (the "Company") and also specifies the membership, qualifications and responsibilities of the Committee.

I. Mission Statement

The Committee's responsibility is to oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans and its incentive compensation and equity based plans; assist the Board in fulfilling its responsibilities with respect to compensation matters, employee benefits plans, practices and design, executive compensation matters, chief executive officer compensation, and succession planning; and to produce an annual report on executive compensation to be included in the Company's proxy statement or annual report on Form 10-K in accordance with applicable rules and regulations, including the rules of the Securities and Exchange Commission (the "SEC").

II. Organization

- A.** The Committee will consist of three or more directors as determined by the Board in accordance with the By-Laws of the Company. Members of the Committee as designated by the Board shall serve until their successors are duly designated. One of the members will be designated by the Board to serve as Committee Chair. Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by a majority vote of the Board.
- B.** Each member of the Committee shall be a director (i) who meets the requirements set forth in the By-Laws of the Company, (ii) whom the Board has determined has no material relationship with the Company and (iii) who is "independent" under the listing standards of the New York Stock Exchange (the "NYSE") and otherwise qualified to serve on the Committee pursuant to the requirements of the NYSE. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under applicable federal securities and tax laws.

No director may serve as a member of the Committee if during the last completed fiscal year: (i) an executive officer of the Company served as a member of the compensation committee of another entity, one of whose executive officers served on the Committee;

(ii) an executive officer of the Company served as a director of another entity, one of whose executive officers served on the Committee; or (iii) an executive officer of the Company served as a member of the compensation committee of another entity, one of whose executive officers served as a director of the Company. In the event such other entity does not have a compensation committee, the term "compensation committee of another entity" shall include the board committee of such other entity which performs the equivalent functions.

- C. The meetings, procedures, actions of the Committee, and other procedural matters shall be consistent with and as provided in the By-Laws of the Company, unless otherwise required by applicable law, regulation or NYSE rule. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. The Committee shall keep written minutes of its meetings which shall be maintained with the books and records of the Company.
- D. The Committee shall meet periodically, as circumstances dictate and as may be necessary or advisable to carry out its duties and responsibilities, but not less frequently than twice each fiscal year. The Committee, in its discretion, may ask members of management, other directors or others to attend or participate in its meetings (or portions thereof) and to provide pertinent information as necessary or as requested by the Committee. The Committee shall also meet in executive session at such times and with such frequency as the Committee deems necessary or appropriate.

III. Roles and Responsibilities

In carrying out its duties and responsibilities, the Committee's policies and procedures shall remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions. While there is no "blueprint" to be followed by the Committee in carrying out its duties and responsibilities, the Committee shall have the following duties and responsibilities:

A. Executive Compensation

- Review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, such goals and objectives if the Committee deems it appropriate;
- Review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans;
- Evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation plans, and determine and approve his or her compensation level based on this evaluation. In determining

the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including, but not limited to, the Company's performance and relative stockholder return, the performance of the Company's peers and competitors, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Company in past years. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so;

- Evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company's executive compensation plans, and determine and approve the compensation level of each based on this evaluation. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including, among other factors, the factors applicable with respect to the Chief Executive Officer;
- Review and approve any severance or termination arrangements to be made with any executive officer of the Company;
- Review perquisites or other benefits to the Company's executive officers and recommend any changes to the Board;
- Adopt policies regarding the compensation levels of the Company's and its subsidiaries' employees to be subject to review and approval by the Committee;
- Evaluate on a periodic basis, as appropriate, the appropriate level of compensation for Board service and service on Board committees by non-employee members of the Board;
- Produce an annual report on executive compensation for inclusion in the Company's proxy statement or annual report on Form 10-K, in accordance with all applicable rules and regulations; and
- Perform such duties and responsibilities as may be assigned to the Committee by the Board, the By-Laws of the Company, or under the terms of any executive compensation plan.

B. Incentive-Compensation, Equity-Based and Other Compensation Plans

- Review at least annually the goals and objectives of the Company's incentive-compensation, equity-based and other compensation or benefit plans, and amend, or recommend that the Board amend, such goals and objectives if the Committee deems it appropriate;
- Review at least annually the Company's incentive-compensation, equity-based and other compensation or benefit plans, in light of the goals and objectives of such plans, and recommend that the Board amend the plans if the Committee deems it appropriate;

- Review all equity-compensation plans that are not subject to stockholder approval under the listing standards of the NYSE, and approve such plans in its sole discretion;
- Review and adopt such equity-compensation or other plans as require stockholder approval under applicable, law, rule, regulation or the listing standards of the NYSE as the Committee determines appropriate and recommend that such plans be submitted to stockholders for approval as required under applicable, law, rule, regulation or the listing standards of the NYSE; and
- Perform such duties and responsibilities as may be assigned to the Committee by the Board, the By-Laws of the Company, or under the terms of any incentive-compensation, equity-based or other compensation or benefit plans.

C. Other Responsibilities

- If deemed appropriate, initiate special investigations into matters within the Committee's scope of responsibilities or as delegated by the Board;
- Perform other oversight functions as requested by the Board; and
- Review and reassess the adequacy of this Charter at least annually, and recommend any changes to the Board for adoption.

D. Reporting Responsibilities and Recommendations

- Deliver a report (which may be written or oral) to the Board which includes a description of all actions taken by the Committee at its most recent meeting, regularly update the Board about Committee activities, make appropriate recommendations and periodic reports to the Board on such matters as the Committee or the Board may specify;
- Make such reports or other disclosures of its activities and evaluations, including any recommendations of the Committee, as may be required by the rules of the SEC, NYSE or other applicable rules, in the Company's proxy statement and/or annual report on Form 10-K, or as determined to be appropriate by the Board; and
- Prepare and review with the Board an annual performance evaluation of the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make such report.

IV. Resources

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain (at the Company's expense), terminate and approve the fees and other retention terms of special or independent counsel, compensation

consultants or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management. The Committee shall have the sole authority to select, retain (at the Company's expense), terminate and approve the fees and other retention terms of any compensation consultants or other experts and advisors to assist the Committee in carrying out its responsibilities.