

PERRY ELLIS INTERNATIONAL, INC.

GOVERNANCE COMMITTEE CHARTER

PURPOSE AND GOAL:

The purpose and goal of the Governance Committee (the "Committee") shall be to ensure that Perry Ellis International, Inc. (the "Company") has and follows appropriate governance standards, by, among other things, evaluating the performance of the Board and its committees and reviewing those matters that require, pursuant to applicable law and regulations and otherwise as may be advisable, the review and consent of the independent directors of the Company's Board of Directors.

COMMITTEE MEMBERSHIP:

The Committee shall consist of all of the members of the Board of Directors of the Company that satisfy the independence requirements of The Nasdaq Stock Market ("Nasdaq"). Such directors shall automatically become members of the Committee upon their election to the Board of Directors and shall remain members of the Committee until they either no longer meet the Nasdaq independence requirements or no longer are members of the Board of Directors.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

The responsibilities and authority of the Committee shall include:

1. Evaluate the governance of the Company, the Board and the Board's committees and determine and recommend necessary changes to comply with future requirements.
2. Monitor compliance by the Company, the Board and the Board's committees with the Company's corporate governance guidelines as may be adopted or modified from time to time.
3. Consider, develop and recommend to the Board such modifications to the Company's corporate governance guidelines as the Committee deems appropriate.
4. Consider, develop and recommend to the Board such policies and procedures with respect to corporate governance matters as may be required to be implemented or disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or Nasdaq or otherwise considered to be desirable and appropriate in the discretion of the Committee.
5. Recommend to the Board the formation and authority of committees or subcommittees when appropriate.

6. Evaluate the Committee's own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee.
7. Review those matters, including all related party transactions, that require, pursuant to applicable law and regulations and otherwise as may be advisable, the review and consent of the independent directors of the Board and that are not otherwise within the responsibilities delegated to another committee of the Board.

MEETINGS:

The Committee shall designate one member of the Committee as its chairperson. The chairperson shall chair all meetings of the Committee and set the agendas for Committee meetings. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet in person or telephonically at least twice a year, and more frequently as may be necessary, in conjunction with regularly scheduled meetings of the Board or at regularly scheduled times and places determined by the Committee chairperson. Committee actions may also be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

The Committee may invite to its meetings any director, member of management or other person as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

ADVISORS:

The Committee shall have the authority to retain search firms and other consultants and independent counsel to assist in the performance of its responsibilities, and to authorize the payment of all fees charged by such firms, consultants or counsel.

MINUTES:

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee chair shall report the highlights of any Committee meeting to the full Board.

COMPENSATION:

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

ANNUAL REVIEW AND AMENDMENT OF CHARTER:

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. This Charter may be amended by a majority vote of the independent directors of the Board.