

Code of Ethics

PURPOSE

Perry Ellis International, Inc.'s ("PEI" or "Company") Code of Business Ethics and Conduct (the "Code") is designed to proactively promote ethical behavior, to protect the valued reputation of our Company and our directors, officers and employees, to help us operate as good corporate citizens, display the highest standards of conduct and to continue to demonstrate that we can be successful, while maintaining PEI's values which have served us well over the years. The Code applies to all our directors, officers and employees.

PEI expects to be successful in the marketplace because of the quality and integrity of its directors, officers and employees, and the products we provide. We expect our customers, business partners and others with whom we do business to operate similarly.

Each of us is responsible for our own actions and for knowingly complying with the law and the company's policies and procedures, including the policies set forth in this Code. Personal consequences for violations of this Code are serious and can include termination of employment, recovery of damages and filing of criminal charges.

FAIR DEALING

As a responsible world-class company, we recognize that our continuing success depends on the contributions and effectiveness of all of our directors, officers and employees around the world. Maintaining an atmosphere in which this success is assured requires strict adherence to the highest standards of conduct in all of our relationships.

All of our dealings with fellow directors, officers, employees, customers, suppliers, competitors, and any others with whom we come in contact as representatives of PEI are based on mutual respect, trust and honesty, and we must endeavor to treat such individuals fairly. You must not take unfair advantage on anyone through manipulation, concealment, abuse of privileged information, intentional misrepresentation of facts or any other unfair practice.

REPORTING CODE VIOLATIONS

It is important to report all violations or suspected violations of the Code. If you have a question about the policies outlined in the Code, talk to your supervisor. If you want to report a possible violation, call the Employee Help line. Reports to the Employee Help line may be made anonymously. Confidentiality for those who report will be maintained to the extent possible. Neither your supervisor nor the Company will take any action against you for reporting suspected misconduct in good faith.

CONFLICTS OF INTEREST

It is the policy of PEI that no director, officer or employee may engage in any activity that gives rise to an actual or perceived conflict of interest unless such conflict of interest is disclosed to PEI and approved by the legal department after consultation with such members of senior management as appropriate or, with respect to directors and officers, is approved by the Board of Directors.

To make the best choices, we must remember that our loyalties are with PEI and that we must avoid situations resulting in divided loyalties. We must act with honesty and integrity, avoiding actual or perceived conflicts of interest in personal and professional relationships. A conflict of interest occurs when an individual's private interest interferes in any way, or even appears to interfere, with the interest of PEI as a whole. In the performance of our responsibilities, our first obligation and loyalty is to PEI. In dealing with customers, suppliers, or competitors, we must not engage in activities that make it difficult to perform our work objectively and effectively or, directly or indirectly, cast doubt or create even the appearance that we cannot act with complete objectivity concerning the best interests of PEI.

Conflicts of interest may include, but are not limited to, the following:

1. Receiving improper personal benefits for yourself or your family as a result of your position at PEI;
2. Holding an ownership interest (other than a nominal amount of stock in a publicly-traded company) in any supplier, vendor, customer or competitor of PEI;
3. Loaning money to, or borrowing money from, individuals or concerns that do business with or compete with PEI, except transactions with banks or other financial institutions in accordance with normal business practices;
4. Engaging in any outside business activity that is competitive with PEI's business;
5. Receiving any gifts, gratuities, or excessive entertainment fees or payments from any party with which PEI has business dealings, except for commonly distributed items of nominal value that are given for promotional purposes and that conform to customary industry practices. Any gifts that are not of nominal value must be returned immediately and reported to a supervisor. If an immediate return is not practical, the item or items should be given to PEI for charitable disposition;
6. Accepting outside employment that adversely affects your work for PEI;
7. Serving on a board of directors of any customer, supplier or competitor of PEI, unless such service has been disclosed to PEI and approved by senior management;
8. Using, for personal gain or for the benefit of others, confidential information obtained during your affiliation with PEI.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

PEI takes a proactive stance on compliance with all applicable laws, rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies. Accordingly, PEI requires its directors, officers and employees to comply with all applicable laws, rules and regulations, including insider trading and antitrust laws. PEI also requires its directors, officers and employees to comply with the following:

Prohibition on Fraud. PEI strictly prohibits any fraudulent activity, including any act that constitutes cheating, stealing, deceiving or lying. You must act in good faith, responsibly, with due care, competence and diligence, without intentionally misrepresenting facts or allowing independent judgment to be subordinated.

Equal Opportunity. Our policy is to operate under sound and legal personnel policies. Our objective is to be equitable and fair in the treatment of all directors, officers and employees in all situations. This includes, but is not limited to the following: (1) the selection and placement of any individual is based in that individual's qualifications, without regard to race, religion, national origin, sex, age or disability; and

(2) compensation is in accordance with an individual's contribution to PEI, without regard to race, religion, national origin, sex, age or disability.

Harassment-Free Workplace. The Company will not tolerate harassment by anyone, employee or non-employee. Any form of harassment related to an individual's race, color, religious creed, sex, sexual orientation, pregnancy, national origin, ancestry, age, marital status, disability, veteran's status, or other factors protected by state, federal or local law is a violation of this Code and will be treated as a disciplinary matter. For these purposes, the term "harassment" includes but is not limited to:

Slurs, jokes, other verbal, graphic, or physical conduct relating to an individual's race, color, religious creed, sex, sexual orientation, pregnancy, national origin, ancestry, age, marital status, disability, veteran's status, or other factors protected by state, federal or local law. Harassment also includes unwelcome sexual advances, requests for sexual favor and other verbal, written graphic, or physical conduct of a sexual nature.

Violation of this Code by an employee shall subject that employee to disciplinary action, up to and including termination.

If any employee feels that he or she is being harassed by any other employee based upon race, color, religious creed, sex, sexual orientation, pregnancy, national origin, ancestry, age, marital status, disability, veteran's status, or other factors protected by state, federal or local law, the employee should, at once, inform the immediate Supervisor or any member of the Human Resources Department. Human Resources will see that the matter is investigated, and where appropriate, prompt remedial action taken. If an employee does not feel that the matter can be discussed with the Supervisor, the employee can inform any member of senior management.

Harassment of employees in connection with their work by non-employees may also be a violation of this Code. Any employee who becomes aware of any harassment of an employee by a non-employee should report such harassment to his or her Supervisor, or to the Human Resources Department who is responsible for investigating all such incidents. Appropriate action will be taken against violation of this Code by any non-employee.

Confidential Information Regarding Directors, Officers and Employees. In conducting business, it is necessary to collect maintain and use personal information about directors, officers and employees. Whether by paper or electronic files, only job-related information and personal information related to business, benefits and legal purposes will be collected and maintained. This information will be maintained on a strictly confidential basis and the privacy of the individual is respected and protected. The use or disclosure of any of this information is limited to required business or legal purposes.

Health and Safety. The safety and health of all directors, officers and employees is a shared responsibility. We make every effort to provide a workplace free of recognized hazards and to maintain facilities free of the hazards of impairment from the influence of drugs or alcohol.

Alcohol and Drugs. Employees may not use, sell, possess, purchase or transfer alcohol or illegal drugs on Company premises, in Company vehicles or during work hours. The only exception is that alcohol may be consumed by people of legal drinking age at Company-sponsored functions that are approved by a Senior Vice President or above. Employees also must not be under the influence of illegal drugs or alcohol during work hours, regardless of when the drugs or alcohol were consumed. It is also a violation

of this policy to sell, transfer or distribute personal prescription drugs on Company premises or during work hours.

International Trade Regulations. Employees involved with importing goods from various countries must be knowledgeable about and comply with relevant legal requirements. Employees who have questions about such requirements or other international trade issues are responsible for consulting with the Legal Department to prevent committing any potentially unlawful acts.

Bribes and Improper Payments. Employees or agents of the Company should never directly or indirectly offer, promise to pay or authorize the payment of money, products, services or anything of value to any government official or agent in any country in order to influence acts or decisions of government officials, to receive special treatment for the Company or for personal gain. While certain minor payments to certain non-U.S. government officials made to expedite or secure the performance of certain routine governmental actions may not violate the law, you must consult with the Legal Department prior to making or authorizing any payment of this type. All PEI employees worldwide must abide by the United States Foreign Corrupt Act in addition to local laws. Employees working with government officials should request further guidance from the Legal Department.

LABOR LAWS AND RECORDKEEPING

All time worked by non-exempt employees – whether scheduled or unscheduled, overtime or straight time, authorized or unauthorized – must always be recorded exactly as it occurred. Your supervisor will show you the procedure for recording time worked. You must keep record of time worked as required by law or policy. You should also note all time that you don't work but for which you are still paid and have your supervisor verify the time. If for any reason an entry must be changed, your supervisor must make the change, and you must initial it.

Non-exempt employees may not:

- Fail to record hours for work performed at home;
- Move hours from one day to another on a time record so as not to reflect overtime;
- Inaccurately record time worked;
- Remove correctly recorded hours from a time record.

All workers must be properly categorized (as exempt or non-exempt and as employee or independent contractor) under all employment and tax laws. In addition, you must comply with all laws regarding the employment of minors.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All directors, officers and employees should protect PEI's assets and ensure their efficient and responsible use. Theft, carelessness and waste have a direct impact on PEI's profitability, and therefore all of PEI's assets should be used for legitimate business purposes.

No director, officer or employee may use PEI's property or services for any personal benefit or the personal benefit of anyone else. PEI realizes that sometimes the line between personal and company benefits are difficult to determine. The only prudent course of conduct for us is to ensure that any use of PEI property or services that is not solely for the benefit of PEI is approved beforehand by the Legal Department.

PUBLIC DISCLOSURES, INSIDE INFORMATION AND COMPANY STOCK TRADING

Because PEI's stock is publicly traded, there are specific rules about trading and the disclosure of information, which must be observed by all directors, officers and employees. We must all strive to ensure full, fair, accurate, timely and understandable disclosure in reports that we file with the Security and Exchange Commission (SEC) and in other public communications.

Applicable law also regulates the manner in which we use and disclose inside information, which primarily includes any material information about the Company that could affect the market price and investor decisions about our stock. Certain individuals will have access to inside information about PEI, which could include the Company's financial performance, negotiations about acquisitions or divestitures, or new products. This inside information must be held in strict confidence, except when we are authorized or legally obligated to disclose the information.

It is both illegal and against our insider trading policy for any individual to profit from undisclosed information relating to PEI. Anyone who is in possession of any material inside information that PEI has not yet disclosed to the public may not buy or sell PEI stock, or advise others to buy or sell PEI stock, until the information has been released to the public and enough time (at least one full trading day) has passed to allow investor reaction in the stock market. For example, we must never disclose financial information to anyone outside the Company, including the media, except as expressly authorized. Inquires of this type should always be referred to the General Counsel.

Our insider trading policy also prohibits any director, officer or employee from buying, or selling, or advising others to buy or sell securities of any company, including suppliers, competitors or customers, based on information we have that has not been publicly disclosed.

The regulations on stock trading and disclosures are sensitive and complex. If you have any questions, please refer to the insider trading policy.

POLITICAL ACTIVITIES AND CONTRIBUTIONS

PEI encourages individual participation in the political process, and recognizes and respects that this is a matter of personal choice. Since our time at work should be devoted to handling our responsibilities, our policy and, in certain cases, the law prohibits the use of employee's time at work for political activities.

For similar reasons, and to avoid any appearance of conflict of interest, our policy also prohibits the use of Company property and assets for political activities and the payment of corporate funds to any political party, candidate or campaign. Any director, officer and employee who has a question about what is or is not proper should consult with the Legal Department before engaging in any activity that could be construed as involving PEI in any political activity, including any monetary contributions, at either federal, state, or local levels, or in any foreign country.

ACCOUNTING AND AUDITING MATTERS

Our financial statements and the books and records on which they are based must accurately reflect all Company transactions. Our policy requires that all receipts and disbursements of funds must be accurately recorded, and that our records disclose the nature and purpose of all transactions.

It is also our policy to cooperate fully with the internal and external auditors and to disclose to them all required information on a timely, complete and accurate basis so that they can help us to ensure compliance with these principles. No person acting on behalf of the Company may attempt to influence, coerce, manipulate or mislead any auditor or accountant engaged in an audit of the Company.

The Company's Audit Committee oversees this area. If you have concerns regarding questionable accounting or auditing matters, you may report your concerns to the CFO and General Counsel or call the Help line, which can be utilized on an anonymous and confidential basis, twenty four (24) hours a day.

PROTECTION OF CONFIDENTIAL INFORMATION

Confidential information is an important Company asset and often a competitive advantage, which we need to protect for the benefit of the Company and all employees. Directors, officers and employees must maintain the confidentiality of information entrusted to them by PEI or its customers, except when disclosure is authorized or legally mandated. We must not use confidential information acquired in the course of our work for our personal advantage. Confidential information includes all non-public information regarding, directly or indirectly PEI. For example, confidential information may include product compositions, business plans, non-published financial information, customer and employee lists and computer software.

It is our policy to limit access to this information to those employees who need it to do their jobs and to prohibit the release of this information to anyone outside of the Company without specific authorization from the appropriate manager and the completion of a confidentiality agreement by the person or firm to whom the information is to be provided.

PROTECTING THE BRAND

As PEI employees, we have a responsibility to protect all Company assets from loss, damage, misuse or theft. This includes intangible assets such as our brands, trademarks and reputation.

Our trademarks are valuable assets, and all employees and business partners should help protect them. As our Company becomes better known worldwide, we encounter increasing problems with counterfeit merchandise and "pirates" who try to sell merchandise under our trademarks. Our vendors are also prohibited from selling or otherwise improperly distributing any merchandise bearing our trademarks, called "sell-off" merchandise, to any third parties.

If you find sell-off or counterfeit merchandise – bearing any portion of any of our trademarks on labels, hang tags, price tags, pocket flashers, other packaging, or screened or embroidered onto the merchandise – in a location other than one of our stores or a store in our International Sales Program, note the name of the store, its location and size, and the volume of sell-off or counterfeit merchandise being sold.

COMPANY PROPERTY

PEI property (for example, merchandise, supplies and equipment) should be used only for business purposes and is not for personal use. Taking or using Company property of any value for personal purposes without permission is stealing. PEI property may never be used for illegal purposes. You are prohibited from doing anything that involves fraud, theft, embezzlement or misappropriation of Company

property. Taking any Company property, including defective merchandise or samples, for personal use without permission is stealing. If you suspect that activities in a store, distribution center, or other facility are resulting in financial losses to the Company (for example stealing), contact the appropriate supervisor.

FRATERNIZATION

While we recognize and respect the rights of employees to associate freely and to pursue personal relationships with those they encounter in the work environment, employees must use good judgment in ensuring that those relationships do not negatively impact their job performance, their ability to supervise others, or the work environment.

Any workplace conduct arising from a romantic relationship, intimate relationship or friendship between employees may be improper if the conduct creates an uncomfortable work environment for others. Favoritism, open displays of affection, and making business decisions based on emotions or friendships rather than on the best interests of the Company are examples of inappropriate conduct.

Employees who find themselves in an intimate relationship or friendship should use tact, good judgment and sensitivity. Employees in a reporting relationship with someone that they are consensually dating or romantically involved with must inform the next level of management or Human Resources. We will work with both individuals to try to separate their employment responsibilities from their personal relationship in order to protect the interests of both employees and others and to avoid any conflict of interest.

DOING THE RIGHT THING

The principles set forth in this Code cannot identify all situations that require reporting and corrective action. They are intended to alert us all to potential problem situations and to give us all a better understanding of what is expected of us as directors, officers or employees in our business conduct. Problems in these areas can lead to adverse publicity and damage to our reputation, loss of customers, litigation, and distraction from doing our jobs, unnecessary expense and even criminal fines or imprisonment.

PEI directors, officers and employees want to do the right thing and they should be familiar with the laws and policies concerning standards of business conduct that apply to their jobs. Understanding these guidelines and the laws and regulations that apply wherever we do business and living within the principles described here are essential to the success and well-being of the Company, employees and their families, customers, suppliers, shareholders and neighbors in the communities in which we live and work.

Problem Reporting and Resolution

Trust your instincts. If you encounter a situation that makes you uncomfortable, there may be a real problem, which can be avoided or controlled if you seek prompt assistance. Consult your supervisor, human resources representative, a company lawyer, financial controller or any manager or other employee you trust.

If you have knowledge of any activity that is or may be a violation of this Code, you must report such activity promptly to the department of Internal Audit via external mail, 3000 NW 107th Avenue, Miami

Florida, 33172, via telephone at (305) 873-1061, or via fax to (786) 221-8037; alternatively, you may call the toll-free Help line (1-800-454-9320), which can be utilized on an anonymous and confidential basis, twenty-four (24) hours a day.

No Retaliation

If you report in good faith a suspected violation of this Code or ask questions regarding this Code, you will not be subject to retaliation for doing so. No disciplinary or other retaliatory actions will be taken against any director, officer or employee for informing the Company of any violations of this Code.

Consequences for Violation

Violations of this Code will be subject to discipline. In some cases, discipline will include discharge. In addition, PEI may have a legal obligation to bring violations of the Code to the attention of appropriate enforcement authorities (as some violations are also violations of the law). In such cases, civil or criminal penalties may also be imposed.

Waivers

While most of the policies contained herein must be strictly adhered to, in certain cases, exceptions may be possible. Any director, officer or employee who believes that an exception to any of these policies is appropriate in his or her case should contact his or her immediate supervisor or the Law Department. Only The Board of Directors of PEI may waive this Code as it relates to directors or officers of the company.

International Coverage

This Code is not based entirely on the laws, regulations or rules of any particular country. As a global company, we must be sensitive to the requirements of doing business in many countries. The Code reflects the values that have made PEI and its directors, officers and employees successful and respected over the years. We can be proud of our record and reputation. Each of us has a responsibility to continue to protect the reputation we have earned.