THE MEN’S WEARHOUSE, INC.

CORPORATE GOVERNANCE GUIDELINES

The business and affairs of the Company shall be managed under the direction of the Board of Directors to enhance the long-term value of the Company for its share owners. In exercising its authority to direct, the Board recognizes that the long-term interests of its share owners are best advanced by appropriate consideration of other stakeholders and interested parties including employees and their families, customers, suppliers, communities and society as a whole. To assist the Board in fulfilling its responsibilities, it has set forth the following guidelines for itself:

1. <u>Director Qualification Standards</u>
   A majority of the members of the Board of Directors must qualify as independent directors in accordance with the applicable provisions of the Securities Exchange Act of 1934, and the rules promulgated thereunder and the applicable rules of the New York Stock Exchange. In addition, at least two-thirds in number (if two-thirds is not a whole number then at least the nearest whole number to two-thirds that is less than two-thirds) of the directors shall meet the following qualifications:

   - shall not have been employed by the Company as an executive officer in the past 10 years.

   - is not an executive officer or director, or a person serving in a similar capacity with, nor an owner of more than 1% of the equity of, a significant customer, supplier or service provider to the Company. For purposes hereof, significant shall mean circumstances where during the past fiscal year the business with the customer, supplier or service provider equaled or exceeded either 1% of the revenue thereof or 1% of the revenue of the Company.

   - is not personally the accountant, lawyer or financial advisor for compensation to any executive officer of the Company.

   - is not a trustee, director or officer of any charitable organization that received contributions during the past fiscal year aggregating $100,000 or more from the Company.

   - has not within the last three years engaged in a transaction with the Company required to be disclosed in the Company's proxy statement pursuant to Subpart 229.400 of Regulation S-K of the Rules and Regulations of the Securities and Exchange Commission.

   - is not a father, mother, wife, husband, daughter, son, father-in-law, mother-in-law, daughter-in-law or son-in-law of a person who would not meet the foregoing qualifications.

   A director shall not serve on more than four boards of directors of publicly-held companies (including that of the Company) unless the full Board determines that such service does not impair the director's performance of his or her duties to the Company.

Directors are expected to report changes in their business or professional affiliations or responsibilities, including retirement, to the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee. A director should offer to resign if the Nominating and Corporate Governance Committee concludes that the director no longer meets the Company's requirements for service on the Board of Directors.

The Board believes that directors should be stockholders and have a financial stake in the Company and, therefore, the Board requires that directors hold an ownership position in the Company equal to the lesser of (i) 12,000 shares or (ii) shares having a value equal to at least $625,000, to be achieved by the later of five years from the date of becoming a director or September 12, 2016. The Nominating and Corporate Governance Committee of the Board may establish additional qualifications for directors, taking into account the composition and expertise of the entire Board.

2. Director Responsibilities

Directors should exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company in a manner consistent with their fiduciary duties. Directors should regularly attend meetings of the Board of Directors and of all Board committees upon which they serve. To prepare for meetings, directors should review the materials that are sent to directors in advance of those meetings.

The Board of Directors of the Company will schedule regular executive sessions at least twice a year where non-management directors (i.e., directors who are not company officers but who do not otherwise have to qualify as "independent" directors) meet without management participation. The Chairman of the Nominating and Corporate Governance Committee shall be the presiding director for each executive session. The Board of Directors will establish methods by which interested parties may communicate directly with the presiding director or with the non-management directors of the Board of Directors as a group and cause such methods to be disclosed.

The Board of Directors shall at all times maintain an Audit Committee, a Nominating and Corporate Governance Committee and a Compensation Committee which must operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of the Securities and Exchange Commission and the New York Stock Exchange. The Board may also establish such other committees as it deems appropriate and delegate to such committees such authority permitted by applicable law and the Company's by-laws as the Board sees fit.

The Chairman of the Board shall set the agenda of meetings of the Board of Directors and the Chairman of each committee shall set the agenda of meetings of the applicable committee. Any director may suggest agenda items and may raise at meetings other matters that the director considers worthy of discussion.

3. Director Access To Management And Independent Advisors
The Company shall provide each director with complete access to the management of the Company, subject to reasonable advance notice to the Company and reasonable efforts to avoid disruption of the Company's management, business and operations. The Board of Directors and Board committees, to the extent set forth in the applicable committee charter, have the right to consult and retain independent legal and other advisors at the expense of the Company.

4. Director Compensation
The Board of Directors or an authorized committee thereof will determine and review the form and amount of director compensation, including cash, equity-based awards and other director compensation. In determining director compensation, the following should be considered: (1) fair and competitive compensation for the time commitment to appropriately discharge the work required for a company of similar size and scope; (2) alignment of the director's interest with the long-term interests of the Company; and (3) a transparent and readily understandable compensation program.

5. Ethics and Conflicts of Interest
All directors are expected to act ethically and in a manner which brings credit to the Company. Each director shall adhere to the Company's Code of Conduct. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chairman of the Board, and if the actual or potential conflict involves the Chairman of the Board, he or she shall inform the Chair of the Audit Committee. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interest in a manner different than the general interests of the Company and its share owners. The Audit Committee shall resolve any questions involving a conflict of interest relating to a director other than a director who is a member of such Committee. The Board shall resolve any conflict of interest involving a member of the Audit Committee.

6. Director Orientation And Continuing Education
The Board of Directors or the Company will establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected directors of the Company for their benefit either prior to or within a reasonable period of time after their nomination or election as a director. The Board of Directors or the Company will encourage, but not require, directors to periodically pursue or obtain appropriate programs, sessions or materials as to the responsibilities of directors of publicly-traded companies.

7. Management Evaluation And Succession
The Board of Directors (not including any members of management of the Company) will conduct an annual review of the performance and compensation of the Chief

Executive Officer, taking into account the views and recommendations of the Compensation Committee and Nominating and Corporate Governance Committee, as applicable, and as set forth in their respective Charters.

The Board of Directors will establish and review such formal or informal policies and procedures, consulting with the Nominating and Corporate Governance Committee, the Chief Executive Officer and others, as it considers appropriate, regarding succession to the Chief Executive Officer in the event of emergency or retirement.

8. Annual Performance Evaluation Of The Board

The Board of Directors will conduct a self-evaluation annually to determine whether it and its committees are functioning effectively. The full Board of Directors will discuss the evaluation report to determine what, if any, action could improve Board and Board committee performance. The Board of Directors, with the assistance of the Nominating and Corporate Governance Committee, as appropriate, shall review these Corporate Governance Guidelines on an annual basis to determine whether any changes are appropriate.

9. Public Communications

Except in unusual circumstances or as required by committee charters or as requested by senior management, directors are expected to follow the principle that senior management, as opposed to individual directors, provides the public voice of the Company. Directors receiving inquiries from institutional investors, the press or others should refer them to the Chief Executive Officer or other appropriate officers of the Company.

10. Amendment, Modification And Waiver

These Guidelines may be amended, modified or waived by the Board of Directors and waivers of these Guidelines may also be granted by the Nominating and Corporate Governance Committee (or the Audit Committee in the case of waivers related to ethics and conflicts of interest as contemplated by paragraph 5 above), subject to the disclosure and other provisions of the Securities Exchange Act of 1934, the rules promulgated thereunder and the applicable rules of the New York Stock Exchange.