
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.1) ¹

Destination XL Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

25065K104
(CUSIP Number)

J. Carlo Cannell
Cannell Capital LLC
245 Meriwether Circle
Alta, WY 83414
(307) 733-2284

(Name, Address and Telephone Number of Person
to Receive Notices and Communications)

May 3, 2018
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 8 pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current valid OMB control number.

| | | |
|--|---|--|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) J. Carlo Cannell | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) WC/OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 3,680,192 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 3,680,192 |
| | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,680,192 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.55%* | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN | |

* Based on information set forth on the Form 10-K of Destination XL Group, Inc., (the "Company") as filed with the Securities and Exchange Commission on March 23, 2018, there were 48,759,404 shares of Common Stock par value \$0.01 per share (the "Shares"), of the Company issued and outstanding as of March 16, 2018.

As of May 3, 2018 (the "Reporting Date"), the Cuttyhunk Master Portfolio ("Cuttyhunk"), Tristan Partners, L.P. ("Tristan"), the Tristan Offshore Fund Ltd. ("Tristan Offshore"), Tonga Partners, L.P. ("Tonga"), and collectively with Cuttyhunk, Tonga, Tristan and Tristan Offshore, the "Investment Vehicles"), held in the aggregate 3,680,192 Shares.

Cannell Capital LLC acts as the investment adviser to to Tonga, Tristan, Tristan Offshore, and the investor sub-advisor for Cuttyhunk. Mr. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. The Reporting Person possesses the sole power to vote and to direct the disposition of the Shares held by the Investment Vehicles.

Item 1. Security and Issuer

The title of the class of equity securities to which this Schedule 13D relates is the Common Stock par value \$0.01 per share of Destination XL Group, Inc., a Delaware corporation. The address of the principal executive offices of the Company is 555 Turnpike Street, Canton, MA.

Item 2. Identity and Background

- a) The name of the Reporting Person is J. Carlo Cannell (the "Reporting Person").

The Reporting Person is the sole managing member of Cannell Capital LLC, an investment sub-advisor for the Cuttyhunk Master Portfolio and investment adviser to the following entities:

Tonga Partners, L.P.
Tristan Partners, L.P.
Tristan Offshore Fund, Ltd.

Set forth in the attached Annex "A" and incorporated herein by reference is a listing of the directors, general partners, managing members and controlling persons of the Reporting Person and the Investment Vehicles (collectively, the "Covered Persons"), and sets forth the principal occupation, citizenship and principal place of business of each Covered Person.

- b) The principal business address of the Reporting Person is:

245 Meriwether Circle
Alta, WY 83414

- c) The principal business of the Reporting Person is the performance of investment management and advisory services. The principal business of the Investment Vehicles is investment in securities.
- d) Neither the Reporting Person, nor to the best of its knowledge, any of the Investment Vehicles, has, in the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- e) Neither the Reporting Person, nor to the best of its knowledge, any of the Investment Vehicles, has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.
- f) The place of organization of the Reporting Person is as follows:

The citizenship of each Covered Person is set forth on the attached Annex A and incorporated herein by reference.

Mr. J. Carlo Cannell is the Managing Member of Cannell Capital LLC, a Wyoming limited liability company.

Item 3. Source and Amount of Funds or Other Consideration

The securities to which this statement relates were acquired by the Reporting Person using the working capital of each Investment Vehicle as follows:

The Cuttyhunk Master Portfolio: \$275,585
Tonga Partners, L.P.: \$993,308
Tristan Partners, L.P.: \$3,942,957
Tristan Offshore Fund, Ltd.: \$2,019,166
The Investment Vehicles have invested an aggregate amount of approximately \$7,231,016 in the Shares.

Item 4. Purpose of Transaction

Mr. Cannell, on behalf of the Investment Vehicles, identified the Company as an entity satisfying each Investment Vehicle's investment criteria. The Investment Vehicles acquired and continue to hold the Shares as a long-term investment.

Mr. Cannell files this Amendment to disclose that he has had conversations with some of the Company's directors regarding potential improvements to the Company's board of directors and management. Mr. Cannell also files this Amendment to disclose that he sent the Company a letter nominating four candidates for election as director at the Company's 2018 Annual Meeting. This letter is attached as [Exhibit 99](#). Mr. Cannell urges shareholders of the Company to monitor <http://www.savedestinationxl.com/> for future updates.

Above and beyond the action summarized above, Mr. Cannell reserves the right to discuss various views and opinions with respect to the Company and its business plans with the Company or the members of its senior management. The discussion of such views and opinions may extend from ordinary day-to-day business operations to matters such as nominees for representation on the Company's board of directors, senior management decisions and extraordinary business transactions. Mr. Cannell reserves the right to take such action as he may deem necessary from time to time to seek to maximize the value of the Shares. Such actions may include, but may not necessarily be limited to, pursuit of strategic initiatives to enhance shareholder value.

Mr. Cannell reserves the right to engage in any of the actions specified in Items 4(a) through 4(j) of the Schedule 13D general instructions.

Except as set forth above, Mr. Cannell has no present plans or proposals that relate to or would result in any of the transactions described in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

Based on information set forth in the Company's Form 10-K as filed with the Securities and Exchange Commission on March 23, 2018, there were 48,759,404 Common Shares issued and outstanding as of March 16, 2018.

(a) As of the Reporting Date, for the purposes of Reg. Section 240.13d-3, Cannell Capital LLC may be deemed to beneficially own 3,680,192 Shares, or approximately 7.55% of the Shares deemed issued and outstanding as of the Reporting Date.

(b) Cannell Capital LLC possesses the sole power to vote and to direct the disposition of the Shares held by the Investment Vehicles.

(c) The following table details the transactions during the sixty days on or prior to the Reporting Date in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Cannell Capital LLC or any other person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof (each of which was effected in an ordinary brokerage transaction by Cannell Capital LLC on behalf of the Investment Vehicles).

| Entity | Date | Quantity | Price Per Share | Form Of Transaction |
|------------------|------------|----------|-----------------|---------------------|
| Cuttyhunk | 03/23/2018 | 11,094 | 2.00 | Buy |
| Tonga | 03/23/2018 | 48,870 | 2.00 | Buy |
| Tristan | 03/23/2018 | 4,347 | 2.00 | Buy |
| Tristan Offshore | 03/23/2018 | 65,788 | 2.00 | Buy |
| Cuttyhunk | 03/26/2018 | 460 | 2.00 | Buy |
| Tonga | 03/26/2018 | 2,028 | 2.00 | Buy |
| Tristan | 03/26/2018 | 180 | 2.00 | Buy |
| Tristan Offshore | 03/26/2018 | 2,732 | 2.00 | Buy |
| Cuttyhunk | 03/27/2018 | 42 | 1.86 | Buy |
| Tonga | 03/27/2018 | 187 | 1.86 | Buy |
| Tristan | 03/27/2018 | 16 | 1.86 | Buy |
| Tristan Offshore | 03/27/2018 | 255 | 1.86 | Buy |

| Entity | Date | Quantity | Price Per Share | Form Of Transaction |
|------------------|------------|----------|--------------------|------------------------|
| Cuttyhunk | 04/17/2018 | 2,389 | 1.77 | Buy |
| Tonga | 04/17/2018 | 10,521 | 1.77 | Buy |
| Tristan | 04/17/2018 | 937 | 1.77 | Buy |
| Tristan Offshore | 04/17/2018 | 14,158 | 1.77 | Buy |
| Cuttyhunk | 04/18/2018 | 750 | 1.76 | Buy |
| Tonga | 04/18/2018 | 3,306 | 1.76 | Buy |
| Tristan | 04/18/2018 | 294 | 1.76 | Buy |
| Tristan Offshore | 04/18/2018 | 4,450 | 1.76 | Buy |

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None

Item 7. Material to Be Filed as Exhibits

None

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 3, 2018

Cannell Capital LLC

By: /s/ J. Carlo Cannell

Name: J. Carlo Cannell

Title: Managing Member

Annex "A"

MANAGERS AND GENERAL PARTNERS OF THE REPORTING PERSON AND THE INVESTMENT VEHICLES

The following sets forth the name, principal occupation, citizenship or jurisdiction of organization and principal place of business of the directors, general partners, managing members or controlling persons of the Reporting Person and the Investment Vehicles (the "Covered Persons") indicated below:

J. Carlo Cannell

Name: J. Carlo Cannell
 Title or Relationship with Reporting Person: Managing Member
 Principal Occupation or Employment: Investment Management
 Citizenship or Jurisdiction of Organization: Wyoming, United States
 Principal Place of Business: (1)

Cannell Capital LLC

Name: J. Carlo Cannell
 Title or Relationship with Reporting Person: Managing Member
 Principal Occupation or Employment: Investment Management
 Citizenship or Jurisdiction of Organization: Wyoming, United States
 Principal Place of Business: (1)

Tonga Partners, L.P.

Name: Cannell Capital LLC
 Title or Relationship with Reporting Person: Investment Adviser and General Partner
 Principal Occupation or Employment: Investment Management
 Citizenship or Jurisdiction of Organization: Wyoming, United States
 Principal Place of Business: (1)

The Cuttyhunk Master Portfolio

Name: Cannell Capital LLC
 Title or Relationship with Reporting Person: Investment Subadviser
 Principal Occupation or Employment: Investment Management
 Citizenship or Jurisdiction of Organization: Wyoming, United States
 Principal Place of Business: (1)

Tristan Partners, L.P.

Name: Cannell Capital LLC
 Title or Relationship with Reporting Person: Investment Adviser and General Partner
 Principal Occupation or Employment: Investment Management
 Citizenship or Jurisdiction of Organization: Wyoming, United States
 Principal Place of Business: (1)

Tristan Offshore Fund, Ltd.

Name: Cannell Capital LLC
 Title or Relationship with Reporting Person: Investment Adviser
 Principal Occupation or Employment: Investment Management
 Citizenship or Jurisdiction of Organization: Cayman Islands
 Principal Place of Business: (2)

Annex "B"

Agreement Regarding the Joint Filing of Schedule 13D

- 1) Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf each of them;
- 2) Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: May 3, 2018

By: /s/ J. Carlo Cannell

Name: J. Carlo Cannell

Cannell Capital LLC

By: /s/ J. Carlo Cannell

Name: J. Carlo Cannell

Title: Managing Member

CANNELL CAPITAL LLC
245 Meriwether Circle
Alta, WY 83414
☎ Tel (307) 733-2284 ☎ Fax (307) 264-0600
✉ info@cannellcap.com

May 4, 2018

By Facsimile, Email and Overnight Courier

Corporate Secretary
Mr. Robert S. Molloy
Destination XL Group, Inc.
555 Turnpike Street
Canton, MA 02021

Re: Notice of Intention to Present Business and Nomination

Ladies and Gentlemen:

Tonga Partners, L.P., a Delaware limited partnership (the "Nominating Stockholder"), is a stockholder of Destination XL Group, Inc., a Delaware corporation (the "Company"). As of the date hereof, the Nominating Stockholder is the record holder of 1,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"). In accordance with Section 4.15 of the Company's Fourth Amended and Restated By-Laws dated June 18, 2015 (the "By-Laws"), the undersigned hereby notifies the Secretary of the Company of its intent to nominate four (4) people for directorship (the "Nomination") at the first Annual Meeting of Stockholders of the Company after the date hereof (the "Annual Meeting"). Capitalized terms that are not otherwise defined herein shall have the meanings set forth in the By-Laws.

The Nominating Stockholder has presented four (4) nominees as opposed to a full slate of nine (9) because it seeks only nominal representation on the Board of Directors of the Company (the "Board").

All information set forth herein is as of the date hereof unless otherwise indicated.

A. INFORMATION RELATING TO THE STOCKHOLDER NOMINEES

As stated above, the Nominating Stockholder is hereby providing notice of its intent to nominate Lionel F. Conacher ("Conacher"), John Flood ("Flood"), Gus Halas ("Halas"), and Richard Van Doren, Jr. ("Van Doren" and together with Conacher, Flood, and Halas the "Stockholder Nominees") at the Annual Meeting to stand for election to the Board.

It is the Nominating Stockholder's intention that the Stockholder Nominees stand for election to replace four directors up for election by holders of Common Stock at the Annual Meeting. If the Board fixes the number of nominees to be elected by holders of Common Stock at the Annual Meeting at less than four, the Nominating Stockholder shall adjust the number of its nominees accordingly. The Nominating Stockholder reserves the right to withdraw some or all of its Stockholder Nominees prior to the Annual Meeting. The Nominating Stockholder hereby sets forth the (alphabetical) priority of the candidates in the order set forth below.

| <u>Priority</u> | <u>Stockholder Nominee</u> |
|-----------------|----------------------------|
| 1. | Mr. Conacher |
| 2. | Mr. Flood |
| 3. | Mr. Halas |
| 4. | Mr. Van Doren |

In accordance with Section 4.15(j) of the By-Laws, enclosed are completed questionnaires with respect to the background and qualification of each of the Stockholder Nominees as well as a written representation and agreement from each of the Stockholder Nominees and both of which were in a form provided by the Secretary of the Company to the Nominating Stockholder following its request.

Set forth herein is information regarding the Nominating Stockholder, the Stockholder Associated Persons, the Stockholder Nominees and others in connection with the Nomination, including the information requested in Section 4.15(c)(1)-(7) of the By-Laws.

1. WRITTEN CONSENT OF STOCKHOLDER NOMINEES TO NOMINATION

See Exhibits attached hereto.

2. NAME, AGE, BUSINESS ADDRESS AND RESIDENCE ADDRESS OF STOCKHOLDER NOMINEES

| <u>Stockholder Nominee</u> | <u>Age</u> | <u>Business Address</u> | <u>Residence Address</u> |
|----------------------------|------------|---|---|
| Lionel F. Conacher | 55 | PO Box 830 Ross, CA 94957 | 3 Upper Ames Avenue Ross, CA 94957-0830 |
| John L. Flood | 60 | 222 S. 9 th Street; Suite 350 Minneapolis, MN 55402 | 22695 Murray Street Shorewood, MN 55331 |
| Gus Halas | 67 | 202 Oakmont Lane Waxhaw, NC 28173 | 202 Oakmont Lane Waxhaw, NC 28173 |
| Richard D. Van Doren, Jr. | 41 | 628 Middlefield Road Palo Alto, CA 94301 | 1435 Marlborough Road Hillsborough, CA 94010 |

3. PRINCIPAL OCCUPATION OR EMPLOYMENT OF THE STOCKHOLDER NOMINEES

This section serves to detail the Stockholder Nominees' qualifications for membership of the Board.

Lionel F. Conacher, age 55, is a Senior Advisor to private equity firm Altamont Capital Partners, LLC. He currently sits on the board of two Altamont investee companies, Dakine and Mervin and was previously the Chairman of Wunderlich Securities. He previously served as Vice Chairman of Roth Capital Partners from 2012 to 2014 and the President of Thomas Weisel Partners Group from 2008 to 2010. Prior to his time at Thomas Weisel, Lionel was co-founder and Chief Executive Officer of Westwind Partners Inc., a specialized Canadian institutional investment bank with a focus on energy, mining and Technology, Media and Telecommunications. Westwind grew to \$100 million in revenues in 2007 after which he sold it to Thomas Weisel. Early career included time at Hees International Bancorp Inc. (now Brookfield Asset Management), Citicorp and First Marathon Securities (now National Bank Financial). Lionel is also Trustee of both the San Francisco Museum of Modern Art and the Harbourfront Centre Pte. Limited and previously served as a director of Cadillac Fairview Corporation and Great Lakes Power, Inc. Mr. Conacher holds a Bachelor of Arts degree in Economics and Art History from Dartmouth College.

Since 2010, Mr. Conacher's principal occupation has been serving as a Senior Advisor to Altamont Capital Partners, LLC, a private equity firm. Altamont Capital Partners, LLC, is located at 400 Hamilton Avenue, Suite 230, Palo Alto, CA 94301.

Altamont Capital Partners, LLC can be reached online at www.altamontcapital.com or telephonically at (650) 264-7750.

John L. Flood, age 60, Former Chairman and Managing Partner of Craig-Hallum Capital Group LLC, an institutional broker-dealer and investment bank which he founded in 1997 and where Mr. Flood remains a Senior Partner. He earned a Bachelor of Science degree in Management from the Carlson School of Management.

Mr. Flood's current principal occupation is serving as a Senior Partner of Craig-Hallum Capital Group LLC. Since 2013, he has also served as Chairman & Managing Partner of Craig-Hallum Capital Group LLC.

Craig-Hallum Capital Group LLC is located at 222 South Ninth Street, Suite 350 Minneapolis, MN 55402. Craig-Hallum Capital Group LLC can be reached online at www.craig-hallum.com or telephonically at (403) 264-1915.

Gus Halas, age 67, is the Chairman of Madalena Energy Inc., OptimizeRx Corporation, and School Specialty Inc. He is a director of Triangle Petroleum Corp. Mr. Halas also serves as a consultant for Central Garden & Pet Co. where he was President/CEO previously. He was also chairman, president and CEO of T-3 Energy Services Inc, president and CEO of Clore Automotive LLC and Marley Cooling Tower Co Europe Limited. Mr. Halas was part of the Board of Directors of Hooper Homes Inc. and Aquilex Corp. Mr Halas has a Bachelor's Degree in physics from Virginia Tech University and a Bachelor's Degree in economics from State University. He also has an MBA from IMD International.

Since 2017, Mr. Halas' principal occupation is serving as Chairman of Madalena Energy Inc., OptimizeRx Corporation, and School Specialty Inc. From 2013 to 2015, Mr. Halas' principal

occupation was as Senior Advisor and Partner to White Deer Energy, LP. From 2011 to 2013, Mr. Halas' principal occupation was serving as President and CEO of Central Garden & Pet Company.

Madalena Energy Inc. is located at Suite 1600 Dome Tower, 333 7th Avenue S.W., Calgary, Alberta T2P 2Z1. Madalena Energy Inc. can be reached online at www.madalenaenergy.com or telephonically at (403) 264-1915. OptimizeRx Corporation is located at 400 Water Street, Suite 200, Rochester, MI 48307. OptimizeRx Corporation can be reached online at www.optimizeRx.com or telephonically at (248) 651-6568 extension 815. School Specialty Inc. is located at W6316 Design Drive, Greenville, WI 54942. School Specialty Inc. can be reached online at www.schoolspecialty.com or telephonically at (212) 786-6011.

Richard Van Doren, age 41, is the Chief Operating Officer and Chief Financial Officer of Samsara BioCapital, LLC, managing over \$300 million in alternative assets. From 2014 – 2016, Rich was the Chief Operating Officer and Chief Financial Officer of Pacific Grove Capital. Prior to Pacific Grove, Rich was the Chief Financial Officer of Marcato Capital Management where he was responsible for building out the front and back office, accounting & finance, trade operations, firm compliance program and was an instrumental team member in the successful growth of AUM to \$2.6 billion. From 2002 – 2010, Rich was the Chief Financial Officer of Cannell Capital where he was responsible for multi-state business operations, finance, compliance and investor relations.

Rich graduated from the University of San Francisco with a B.S. in Finance and has earned a Graduate Certificate in Tax from Golden Gate University. He serves on the Board of Regents at Father Junipero Serra High School and is a member of the Dean's Circle at the University of San Francisco School of Business Management

Since 2017, Mr. Van Doren's principal occupation is serving as the Chief Operating Office and Chief Financial Officer of Samsara BioCapital. From 2014 – 2016, Rich was the Chief Operating Officer and Chief Financial Officer of Pacific Grove Capital. From 2010 to 2013, Mr. Van Doren was the Chief Financial officer of Marcato Capital Management.

Samsara Biocapital is located at 565 Everett Avenue, Palo Alto, CA 94301. It can be reached online at www.samsaracap.com or telephonically at (650) 285-4270.

4. CLASS AND NUMBER OF SHARES OF COMMON STOCK HELD OF RECORD AND BENEFICIALLY OWNED BY THE STOCKHOLDER NOMINEES

The Stockholder Nominees do not own or have the right to acquire any class of securities of the Company.

The Stockholder Nominees do not hold any significant equity interests or any synthetic equity interests or short interest in any principal competitor of the Company.

5. OTHER INFORMATION REQUIRED BY THE PROXY RULES REGARDING THE STOCKHOLDER NOMINEES AND STOCKHOLDER ASSOCIATED PERSONS

Other information that would be required to be included in a Proxy Statement on Schedule 14A under the Exchange Act in connection with the solicitation of proxies for the election of the Stockholder Nominees is set forth below. Item numbers correspond to the Items in Schedule 14A.

There are no direct or indirect arrangements or understandings between the Nominating Stockholder, the Stockholder Associated Persons and/or the Stockholder Nominees.

Item 4 – Persons Making the Solicitation

(b) Solicitation subject to Rule 14a-12(c).

(1) The solicitation is made by the Nominating Stockholder.

(2) There are no participants in the solicitation that have been employed to solicit the security holders.

(3) There are no persons who have been engaged to solicit the security holders. The Nominating Stockholder reserves the right to engage financial advisors or proxy solicitors, who may be considered participants in a solicitation under Regulation 14A of the Exchange Act.

(4) There are no expenditures to date and no estimate on the total amount to be spent in connection with the solicitation of the security holders. See item (3) directly above.

(5) The eventual cost of the solicitation, if any, will be borne by the Nominating Stockholder.

(6) This solicitation has not been terminated pursuant to any settlement between the Company and the Nominating Stockholder or a Stockholder Associated Person.

Item 5 - Interests of Certain Persons in Matters to be Acted Upon

(b) Solicitations subject to Rule 14a-12(c).

There is no substantial interest, direct or indirect, by security holdings or otherwise, of each participant.

See Sections A.2., A.3. A.4. above and Exhibit 2 hereto.

During the past ten years, the Stockholder Nominees have not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

To the best of the knowledge of the Stockholder Nominees and their associates, none of such persons has been, within the past year, a party to any contract, arrangement or understanding with any person with respect to any shares of Common Stock of the Company, including but not limited to joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

Neither the Stockholder Nominees nor their associates owns any shares of Common Stock nor have they purchased or sold such securities within the past two years.

The Stockholder Nominees do not own beneficially, directly or indirectly, any securities of any parent or subsidiary of the Company.

Neither the Stockholder Nominees nor their associates have any arrangement or understanding with any person with respect to (i) any future employment with the Company or its affiliates or (ii) any future transactions to which the Company or any of its affiliates may be a party.

No family relationships exist between the Stockholder Nominees and any Company director or executive officer and the Stockholder Nominees.

Item 6 - Voting Securities and Principal Holders Thereof

(a) The class of securities owned by the Nominating Stockholder is disclosed in Section B.2. The number of shares of Common Stock outstanding is 48,759,404, as reported in the Company's most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 23, 2018.

(b) The record date is as of the date of this notice.

(d) The information required by Item 403 of Regulation S-K is set forth below.

Item 403

(a) Security ownership of certain beneficial owners:

Neither the Stockholder Nominees nor the Nominating Stockholder is the beneficial owner of more than five percent of any class of the Company's voting securities.

(b) Security ownership of management.

Disclosed in A.4.

(c) Changes in control.

The Nominating Stockholder is not aware of any arrangements including any pledge by any person of securities of the Company or any of its affiliates, the operation of which may at a subsequent date result in a change in control of the Company.

Item 7 - Directors and Executive Officers

(a) The information required by Instruction 4 to Item 103 of Regulation S-K with respect

to the Stockholder Nominees are set forth below:

The Stockholder Nominees are not involved in any material pending legal proceeding with respect to the Company.

(b) The Information required by Items 401, 404(a) and (b), 405 and 407 (d)(4) and 407(d)(5) and 407(h) of Regulation S-K, with respect to the Stockholder Nominees, is set forth below:

Item 401:

(a) Identification of Directors. The name and age of the Stockholder Nominees are set forth above under Section A.2 above. There is no arrangement or understanding between the Stockholder Nominees and any other person pursuant to which they were or have to be selected as a Stockholder Nominee or director. The Stockholder Nominees do not currently hold any position or office with the Company and have never served previously as a director of the Company.

(d) Family Relationships. No family relationship exists between the Stockholder Nominees, on the one hand, and the Company, a director or executive officer of the Company, on the other hand.

(e) Business Experience. The principal occupation and business experience of the Stockholder Nominees are set forth above under Section A.3.

To the best knowledge of the Nominating Stockholder, the Stockholder Nominees and their associates, none of the corporations or organizations set forth above under Section A.3 is otherwise a parent, subsidiary or other affiliate of the Company.

Other than as set forth herein, the Stockholder Nominees are not a director of any company with a class of securities registered pursuant to Section 12 of the Exchange Act or subject to the requirements of Section 15(d) thereof, or any registered investment company under the Investment Company Act of 1940, as amended.

(f) Involvement in Certain Legal Proceedings.

The Stockholder Nominees have not been the subject of any order, action or proceeding or otherwise involved in any of the events of the type described in Item 401(f).

With respect to each of the Stockholder Nominees, none of the events enumerated in Item 401(f)(1)-(8) of Regulation S-K of the Exchange Act occurred during the last ten years.

Item 404(a):

Since the beginning of the Company's last fiscal year, neither the Stockholder Nominees nor its associates, including any member of their immediate family, has any material interest in any transaction, or has any material interest in a proposed transaction, to which the Company or any subsidiary of the Company was or is to be a party and in which the

amount involved exceeded \$120,000.

Item 404(b):

The Stockholder Nominees have not had during the Company's last fiscal year any relationship with the Company or its subsidiaries of the type described in Item 404(b) of Regulation S-K.

Item 404(c):

With respect to Item 404(c) of Regulation S-K, there have not been any filings of the type described in Item 404(c) or any promoters of the type during the last five fiscal years.

Item 405:

Neither the Nominating Stockholder nor the Stockholder Nominees were a beneficial owner of 10 per cent of any class of equity securities of the Company pursuant to Section 12 of the Exchange Act.

No late reports were filed.

(c) The information required by Item 407(a) of Regulation S-K, Section 2.5(iv)(c)(B):

Mr. Conacher, Mr. Flood, Mr. Halas, and Mr. Van Doren are independent under the independence standards applicable to the Company under paragraph (a)(1) of Item 407 of Regulation S-K of the Exchange Act and the Nasdaq listing standards.

Item 8 - Compensation of Directors and Executive Officers

The information required by Item 402 of Regulation S-K with respect to the Stockholder Nominees and their associates is set forth below:

The Stockholder Nominees have not received any compensation from the Company.

DIRECT AND INDIRECT COMPENSATION AND OTHER MATERIAL MONETARY AGREEMENTS, ARRANGEMENTS AND UNDERSTANDINGS DURING THE PAST THREE YEARS, AND ANY OTHER MATERIAL RELATIONSHIPS, BETWEEN OR AMONG THE NOMINATING STOCKHOLDER, THE STOCKHOLDER ASSOCIATED PERSONS, AND/OR EACH STOCKHOLDER NOMINEE

There is no direct or indirect arrangement or understanding between or among the Nominating Stockholder, the Stockholder Associated Persons and/or any of the Stockholder Nominees, including any direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, or any other material relationships, between or among the foregoing or their respective associates, or others acting in concert therewith.

B. INFORMATION REGARDING THE NOMINATING STOCKHOLDER

1. NAME AND ADDRESS OF THE NOMINATING STOCKHOLDER AND THE STOCKHOLDER ASSOCIATED PERSONS

The name of the Nominating Stockholder is Tonga Partners, L.P. Tonga Partners, L.P. is a Delaware Limited Partnership.

The address of the Nominating Stockholder is 245 Meriwether Circle, Alta, WY 83414. The phone number of the Nominating Stockholder is (307) 733-2284.

The Nominating Stockholder has three Stockholder Associated Persons who are currently beneficial owners of the Company's Common Stock, and one Stockholder Associated Person who was a former beneficial owner of the Company's Common Stock. These Stockholder Associated Persons are Tristan Partners, L.P. ("Tristan"), Tristan Offshore Fund, Ltd. ("Tristan Offshore"), and the Cuttyhunk Master Portfolio ("Cuttyhunk"). Cannell Capital LLC is the General Partner and investment advisor of Tristan. Cannell Capital LLC is the investment subadvisor to Cuttyhunk. Cannell Capital LLC serves as investment advisor to Tristan Offshore. Cannell Capital LLC was the investment advisor to a separately-managed account (the "Cannell SMA") which was formerly a beneficial holder in the Company's Common Stock.

2. CLASS AND NUMBER OF SHARES OF COMMON STOCK HELD OF RECORD AND BENEFICIALLY BY THE NOMINATING STOCKHOLDER AND THE STOCKHOLDER ASSOCIATED PERSONS

As of the date hereof, the Nominating Stockholder is the record holder of 1,000 shares of the Company's Common Stock and the beneficial owner of a further 478,721 shares held in the street name. Clients advised by the Nominating Stockholder's General Partner and investment advisor, Cannell Capital LLC, own in aggregate 3,680,192 shares, inclusive of the Nominating Stockholder's holdings and shares of the Common Stock held by the Stockholder Associated Persons.

Exhibit 2 indicates the date of each purchase and sale of shares of Common Stock made by the Nominating Stockholder and the Stockholder Associated Persons, and the number of shares in each such purchase and sale.

The Nominating Stockholder and its Associated Stockholder Persons intend to continue to own the securities through the Annual Meeting and election of the Directors of the Board. The qualifying securities are not held for the purpose of changing control of the Company or gaining more than a limited number of seats on the Board of Directors.

3. CERTAIN AGREEMENTS AND ARRANGEMENTS

There is no formal agreement, arrangement or understanding with respect to the Nomination between the Nominating Stockholder, the Stockholder Associated Persons, any of their affiliates or associates, the Stockholder Nominees and or others acting in concert with any of the foregoing.

There is no agreement, arrangement or understanding (including any derivative or short position, swap, profit interest, option, warrant, convertible security, stock appreciation or similar right, hedging transaction, or borrowed or loaned shares) that has been entered into as of the date hereof by, or on behalf of, either the Nominating Stockholder or the Stockholder Associated Persons, as applicable, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Company, the effect or intent of which is to mitigate loss to, manage risk or increase or decrease the share price for the benefit of, or increase or decrease the voting power of, the Nominating Stockholder or the Stockholder Associated Persons, as applicable, with respect to shares of stock of the Company.

The Nominating Stockholder does not own beneficially, directly or indirectly, any securities of any parent or subsidiary of the Company. To the knowledge of the Nominating Stockholder, no affiliate of the Nominating Stockholder owns any securities of the Company, except as set forth above in Section B.2.

Supplemental Disclosure of Certain Interests of the Nominating Stockholder and each of the Stockholder Nominees:

(A) The Nominating Stockholder, the Stockholder Associated Persons or each Stockholder Nominee is not engaged in directly or indirectly, any Derivative, swap or other transaction or series of transactions, that would give the Nominating Stockholder economic risk (“Synthetic Equity Interest”) similar to ownership of shares of any class of the Company.

(B) The Nominating Stockholder or each Stockholder Nominee does not have or shares any rights to vote to a proxy, agreement, arrangement, understanding or relationship of the Company pursuant to Section 14(a) of the Exchange Act by way of a solicitation statement filed on Schedule 14A except for the shares of common stock as declared in this notice.

(C) The Nominating Stockholder or each Stockholder Nominee does not have any agreement, arrangement, understanding or relationship including any repurchase or stock borrowing agreement directly or indirectly, the purpose of which is to mitigate loss to, reduce the economic risk of ownership of shares of the Company, increase or decrease the voting power of the Nominating Stockholder, with respect to the shares of the Company or which provides directly or indirectly, the opportunity to benefit from any decrease in the price of the shares of the Company (“Short Interests”).

(D) The Nominating Stockholder or each Stockholder Nominee is entitled to rights to dividends on the shares of Common Stock of the Company or any Synthetic Equity Interest or Short Interests if any.

(E) The Nominating Stockholder earns both an asset-based and a performance-based fee that is indirectly based on any increase or decrease in the value of shares of the Company or derivative instruments related to shares of the Company. The Nominating Stockholder is a Delaware Limited Partnership which holds the shares of the Company in a diversified portfolio held on behalf of its limited partners. The shares of the Company constitute less than one-twentieth (1/20th) of this portfolio. The Nominating Stockholder earns an asset-based fee of 1.5% per annum on all assets it manages for the benefit of its limited partners. The Nominating Stockholder earns a performance fee equivalent to twenty percent (20%) of all gains earned on behalf of its limited partners. These fees are subject to a so-called “High Water Mark” and are charged annually and in arrears. In its discretion, the general partner of the Nominating Stockholder reserves the right to waive both the asset-based and performance-based fees for

selected limited partners.

Each Stockholder Nominee is not entitled to any performance related fees (other than an asset based fee) based on any increase or decrease in the price or value of any shares of the Company, any Synthetic Equity Interests or any Short Interests.

(F) Mr. J. Carlo Cannell is the natural person associated with the Nominating Stockholder who is responsible for the formulation of and decision to propose the nomination (the "Responsible Person"). Mr. J. Carlo Cannell, is the Managing Member of Cannell Capital LLC, which serves as the General Partner of and investment advisor to Tonga Partners, L.P.

Each Stockholder Nominee is a natural person.

(G) The Nominating Stockholder or each Stockholder Nominee does not have any significant equity interest or any Synthetic Equity Interest or Short Interests in any principal competitor of the Company.

(H) The Nominating Stockholder or each Stockholder Nominee does not have any direct or indirect interest in any contract with the Company, any affiliate of the Company or any principal competitor of the Company.

(I) The Nominating Stockholder or each Stockholder Nominee is not a party or a participant to any pending or threatened litigation involving the Company, its officers, directors or any affiliates of the Company.

(J) The Nominating Stockholder or each Stockholder Nominee has not had any material transaction involving the Nominating Stockholder on one hand and the Company on the other hand, in the last twelve months.

(K) There have been no material discussions regarding the business proposed to be brought before the meeting between the Nominating Stockholder and any other beneficial holder of the shares of the Company.

There have been no material discussions regarding the business proposed to be brought before the meeting between each Stockholder Nominee and any other beneficial holder of the shares of the Company.

(L) The other information relating to the Nominating Stockholder, the Stockholder Associated Persons and each Stockholder Nominee that would be required to be disclosed in a proxy statement or other filings required to be made in connection with the nominations by the Nominating Stockholder before the meeting pursuant to Section 14(a) of the Exchange Act have been stated in this notice.

The reason for proposing business:

The Nominating Stockholder has a material interest of ownership of Common Stock of the Company.

4. REPRESENTATIONS OF THE NOMINATING STOCKHOLDER

The Nominating Stockholder hereby represents that, in each case, as of the date hereof:

- (i) The Nominating Stockholder is a holder of record of stock of the Company entitled to vote at the Annual Meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination.
- (ii) The Nominating Stockholder may, in its sole discretion, determine to take one or more of the following actions:
 - (A) deliver a proxy statement and form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to approve or adopt the Nomination and/or elect the Stockholder Nominees or (B) otherwise to solicit proxies or votes from stockholders in support of the Nomination. As of the date hereof, the Nominating Stockholder is not part of a group with respect to any of the foregoing; however, the Nominating Stockholder may, in its sole discretion determine to form a group with any other person or entity at a later date.
- (iii) The Nominating Stockholder shall provide any information reasonably requested by the Company.

5. DESCRIPTION OF ALL ARRANGEMENTS BETWEEN THE NOMINATING STOCKHOLDER, THE STOCKHOLDER ASSOCIATED PERSONS, THE STOCKHOLDER NOMINEES AND OTHER PERSONS PURSUANT TO WHICH THE NOMINATION IS BEING MADE

There are no agreements, arrangements or understandings between the Nominating Stockholder, the Stockholder Associated Persons, the Stockholder Nominees and/or any other persons, including with respect to (i) any agreement, arrangement or understanding, direct or indirect, with respect to this Nomination between or among the foregoing acting as part of a group (as defined in Section 13(d) of the Exchange Act) or in concert with any of the foregoing; nor is there (ii) any proxy (including revocable proxies), contract, arrangement, understanding or other relationship pursuant to which the foregoing has a right to vote any shares of stock of the Company.

6. OTHER INFORMATION REQUIRED BY THE PROXY RULES REGARDING THE NOMINATING STOCKHOLDER

Since the beginning of the Company's last fiscal year, the Nominating Stockholder has not had any material interest in any transaction, and has no material interest in any proposed transaction, to which the Company or any subsidiary of the Company was or is to be a party and in which the amount involved exceeds \$120,000. The Nominating Stockholder has not had during the Company's last fiscal year any relationship with the Company or its subsidiaries of the type described in Item 404(b) of Regulation S-K.

To the best of the knowledge of the Nominating Stockholder, the Stockholder Nominees meet the director qualifications set forth in the Company's governing documents and satisfy the objective criteria of the Nasdaq Exchange regarding Director independence.

C. DESCRIPTION OF THE BUSINESS TO BE BROUGHT BEFORE THE ANNUAL MEETING; MATERIAL INTEREST IN SUCH BUSINESS AND THE REASONS THEREFORE.

In accordance with the By-Laws, the Nominating Stockholder does not intend to bring any other business before the Annual Meeting other than the election of the Stockholder Nominees.

The Nominating Stockholder requests written notice as soon as practicable of any alleged defect in this notice and reserves the right, following receipt of any such notice, to either challenge, or attempt as soon as practicable to cure, such alleged defect. The Nominating Stockholder reserves the right to give further notice of additional business or nominations to be conducted or made at the Annual Meeting or other meeting of the Company's stockholders, to revise the Nominations, or not to present any one or more of the Nominations.

The Nominating Stockholder agrees to timely update and supplement this notice as required under the By-Laws and to furnish such other information with respect to the Stockholder Nominee as may reasonably be required by the Company to determine the eligibility of the Stockholder Nominee to serve as a director of the Company.

Nothing herein shall be deemed to be an admission that the Nominating Stockholder, the Stockholder Nominee or the beneficial owners of any of the shares of Common Stock held of record by any participants in any proxy solicitation by the Nominating Stockholder pursuant to Regulation 14A under the Exchange Act, constitute a "group" within the meaning of Section 13(d) of the Exchange Act or the rules and regulations thereunder or of any provision of the Delaware General Corporation Law.

Please direct any questions regarding the information included in this notice to Mr. Stephen C. Wagstaff, Chief Financial Officer of Cannell Capital LLC and Investment Advisor to Tonga Partners, L.P, 245 Meriwether Circle, Alta, Wyoming 83414. Electronic copies of such correspondence should be directed to info@cannellcap.com. Please email or fax to confirm receipt of this notice to info@cannellcap.com or (307) 264-0600 at the earliest.

* * *

IN WITNESS WHEREOF, the Nominating Stockholder has caused this notice to be duly executed on this 3rd day of May, 2018.

TONGA PARTNERS, L.P.



By: _____

James Carlo Cannell
Managing Member of Cannell Capital LLC
The General Partner of Tonga Partners, L.P.

Exhibit 2

The following table indicates the date of each purchase and sale of shares of Common Stock made by the Nominating Stockholder and the Stockholder Associated Persons, and the number of shares in each such purchase and sale.

| Nominating Stockholder or Stockholder Associated Persons | Transactions | Date | Quantity |
|---|---------------------|-------------|-----------------|
| Tonga | Buy | 8/6/2013 | 2,900 |
| Cuttyhunk | Buy | 8/6/2013 | 1,800 |
| Tonga | Buy | 8/13/2013 | 2,853 |
| Cuttyhunk | Buy | 8/13/2013 | 1,800 |
| Tonga | Buy | 8/14/2013 | 3,653 |
| Cuttyhunk | Buy | 8/14/2013 | 2,200 |
| Tonga | Buy | 8/15/2013 | 9,608 |
| Cuttyhunk | Buy | 8/15/2013 | 5,900 |
| Tonga | Buy | 8/19/2013 | 16,642 |
| Cuttyhunk | Buy | 8/19/2013 | 10,400 |
| Tonga | Buy | 8/21/2013 | 100 |
| Cuttyhunk | Buy | 8/21/2013 | 100 |
| Tonga | Buy | 8/23/2013 | 2,500 |
| Cuttyhunk | Buy | 8/23/2013 | 1,500 |
| Cannell SMA | Buy | 8/30/2013 | 5,400 |
| Cannell SMA | Buy | 9/3/2013 | 4,036 |
| Tonga | Buy | 10/11/2013 | 76,313 |
| Cuttyhunk | Buy | 10/11/2013 | 46,824 |
| Cannell SMA | Buy | 10/11/2013 | 18,908 |
| Tonga | Buy | 10/14/2013 | 538 |
| Cuttyhunk | Buy | 10/14/2013 | 329 |
| Cannell SMA | Buy | 10/14/2013 | 133 |
| Tonga | Buy | 10/15/2013 | 8,351 |
| Cuttyhunk | Buy | 10/15/2013 | 5,124 |
| Cannell SMA | Buy | 10/15/2013 | 2,069 |
| Tonga | Buy | 10/16/2013 | 6,930 |
| Cuttyhunk | Buy | 10/16/2013 | 4,253 |
| Cannell SMA | Buy | 10/16/2013 | 1,717 |
| Tonga | Buy | 10/17/2013 | 9,292 |
| Cuttyhunk | Buy | 10/17/2013 | 5,704 |
| Cannell SMA | Buy | 10/17/2013 | 2,304 |
| Tonga | Buy | 10/22/2013 | 7,433 |
| Cuttyhunk | Buy | 10/22/2013 | 4,573 |
| Cannell SMA | Buy | 10/22/2013 | 1,794 |

| Nominating Stockholder or Stockholder Associated Persons | Transactions | Date | Quantity |
|---|---------------------|-------------|-----------------|
| Tonga | Buy | 10/30/2013 | 2,694 |
| Cuttyhunk | Buy | 10/30/2013 | 1,656 |
| Cannell SMA | Buy | 10/30/2013 | 650 |
| Tonga | Buy | 10/31/2013 | 10,773 |
| Cuttyhunk | Buy | 10/31/2013 | 6,627 |
| Cannell SMA | Buy | 10/31/2013 | 2,600 |
| Tonga | Buy | 11/4/2013 | 36,087 |
| Cuttyhunk | Buy | 11/4/2013 | 22,202 |
| Cannell SMA | Buy | 11/4/2013 | 8,711 |
| Tonga | Buy | 11/6/2013 | 3,771 |
| Cuttyhunk | Buy | 11/6/2013 | 2,319 |
| Cannell SMA | Buy | 11/6/2013 | 910 |
| Tonga | Buy | 11/7/2013 | 26,281 |
| Cuttyhunk | Buy | 11/7/2013 | 16,176 |
| Cannell SMA | Buy | 11/7/2013 | 6,348 |
| Tonga | Buy | 11/14/2013 | 14,424 |
| Cuttyhunk | Buy | 11/14/2013 | 2 |
| Cannell SMA | Buy | 11/14/2013 | 482 |
| Tonga | Buy | 11/15/2013 | 163 |
| Cannell SMA | Buy | 11/15/2013 | 18,191 |
| Tonga | Buy | 11/18/2013 | 88 |
| Cannell SMA | Buy | 11/18/2013 | 9,712 |
| Tonga | Buy | 11/19/2013 | 2 |
| Cannell SMA | Buy | 11/19/2013 | 198 |
| Tonga | Buy | 12/4/2013 | 14,068 |
| Cuttyhunk | Buy | 12/4/2013 | 8,084 |
| Cannell SMA | Buy | 12/4/2013 | 4,848 |
| Tonga | Buy | 12/5/2013 | 15,630 |
| Cuttyhunk | Buy | 12/5/2013 | 8,983 |
| Cannell SMA | Buy | 12/5/2013 | 5,387 |
| Tonga | Buy | 12/6/2013 | 13,908 |
| Cuttyhunk | Buy | 12/6/2013 | 7,612 |
| Cannell SMA | Buy | 12/6/2013 | 5,348 |
| Tonga | Buy | 1/10/2014 | 26,200 |
| Cannell SMA | Buy | 1/10/2014 | 2,435 |
| Tonga | Buy | 1/13/2014 | 4,849 |
| Cannell SMA | Buy | 1/13/2014 | 451 |
| Tonga | Buy | 1/14/2014 | 91 |
| Cannell SMA | Buy | 1/14/2014 | 9 |

| Nominating Stockholder or Stockholder Associated Persons | Transactions | Date | Quantity |
|---|---------------------|-------------|-----------------|
| Cannell SMA | Buy | 1/17/2014 | 20,000 |
| Cannell SMA | Buy | 1/21/2014 | 12,721 |
| Tonga | Buy | 2/4/2014 | 5,415 |
| Tonga | Buy | 2/10/2014 | 52,501 |
| Cuttyhunk | Buy | 2/10/2014 | 26,386 |
| Cannell SMA | Buy | 2/10/2014 | 1,789 |
| Tonga | Buy | 2/11/2014 | 5,312 |
| Cuttyhunk | Buy | 2/11/2014 | 2,669 |
| Cannell SMA | Buy | 2/11/2014 | 181 |
| Tonga | Buy | 2/12/2014 | 6,278 |
| Cuttyhunk | Buy | 2/12/2014 | 3,124 |
| Cannell SMA | Buy | 2/12/2014 | 1,198 |
| Tonga | Buy | 2/13/2014 | 11,845 |
| Cuttyhunk | Buy | 2/13/2014 | 5,895 |
| Cannell SMA | Buy | 2/13/2014 | 2,260 |
| Tonga | Buy | 2/14/2014 | 14,805 |
| Cuttyhunk | Buy | 2/14/2014 | 7,369 |
| Cannell SMA | Buy | 2/14/2014 | 2,826 |
| Tonga | Buy | 2/18/2014 | 35,830 |
| Cuttyhunk | Buy | 2/18/2014 | 17,832 |
| Cannell SMA | Buy | 2/18/2014 | 6,838 |
| Tonga | Buy | 2/19/2014 | 14,805 |
| Cuttyhunk | Buy | 2/19/2014 | 7,369 |
| Cannell SMA | Buy | 2/19/2014 | 2,826 |
| Tonga | Buy | 2/20/2014 | 14,805 |
| Cuttyhunk | Buy | 2/20/2014 | 7,369 |
| Cannell SMA | Buy | 2/20/2014 | 2,826 |
| Tonga | Buy | 2/21/2014 | 15,295 |
| Cuttyhunk | Buy | 2/21/2014 | 7,615 |
| Cannell SMA | Buy | 2/21/2014 | 2,921 |
| Tonga | Sell | 3/13/2014 | 16,282 |
| Cuttyhunk | Sell | 3/13/2014 | 8,248 |
| Cannell SMA | Sell | 3/13/2014 | 5,251 |
| Tonga | Sell | 3/14/2014 | 35,786 |
| Cuttyhunk | Sell | 3/14/2014 | 18,129 |
| Cannell SMA | Sell | 3/14/2014 | 11,540 |
| Tonga | Sell | 4/2/2014 | 40,801 |
| Cuttyhunk | Sell | 4/2/2014 | 21,223 |
| Tonga | Sell | 4/3/2014 | 32,891 |

| Nominating Stockholder or Stockholder Associated Persons | Transactions | Date | Quantity |
|---|---------------------|-------------|-----------------|
| Cuttyhunk | Sell | 4/3/2014 | 17,109 |
| Tonga | Sell | 4/7/2014 | 26,349 |
| Cuttyhunk | Sell | 4/7/2014 | 13,278 |
| Cannell SMA | Sell | 4/7/2014 | 10,204 |
| Tonga | Sell | 4/8/2014 | 5,289 |
| Cuttyhunk | Sell | 4/8/2014 | 2,664 |
| Cannell SMA | Sell | 4/8/2014 | 2,047 |
| Tonga | Sell | 4/9/2014 | 162,239 |
| Cuttyhunk | Sell | 4/9/2014 | 81,757 |
| Cannell SMA | Sell | 4/9/2014 | 62,829 |
| Tonga | Sell | 4/10/2014 | 15,863 |
| Cuttyhunk | Sell | 4/10/2014 | 7,994 |
| Cannell SMA | Sell | 4/10/2014 | 6,143 |
| Tonga | Sell | 4/11/2014 | 213 |
| Cuttyhunk | Sell | 4/11/2014 | 106 |
| Cannell SMA | Sell | 4/11/2014 | 81 |
| Tonga | Sell | 4/15/2014 | 15,863 |
| Cuttyhunk | Sell | 4/15/2014 | 7,994 |
| Cannell SMA | Sell | 4/15/2014 | 6,143 |
| Tonga | Sell | 4/16/2014 | 7,932 |
| Cuttyhunk | Sell | 4/16/2014 | 3,997 |
| Cannell SMA | Sell | 4/16/2014 | 3,071 |
| Tonga | Sell | 4/17/2014 | 16,729 |
| Cuttyhunk | Sell | 4/17/2014 | 8,430 |
| Cannell SMA | Sell | 4/17/2014 | 6,478 |
| Tonga | Sell | 4/21/2014 | 15,865 |
| Cuttyhunk | Sell | 4/21/2014 | 7,993 |
| Cannell SMA | Sell | 4/21/2014 | 6,142 |
| Tonga | Sell | 4/22/2014 | 11,631 |
| Cuttyhunk | Sell | 4/22/2014 | 5,861 |
| Cannell SMA | Sell | 4/22/2014 | 4,504 |
| Tonga | Sell | 4/23/2014 | 89,300 |
| Cuttyhunk | Sell | 4/23/2014 | 45,013 |
| Cannell SMA | Sell | 4/23/2014 | 34,594 |
| Tristan | Buy | 8/28/2017 | 182,115 |
| Tristan Offshore | Buy | 8/28/2017 | 85,485 |
| Tristan | Buy | 8/29/2017 | 221,788 |
| Tristan Offshore | Buy | 8/29/2017 | 104,112 |
| Tristan | Buy | 8/30/2017 | 68,053 |

| Nominating Stockholder or Stockholder Associated Persons | Transactions | Date | Quantity |
|---|---------------------|-------------|-----------------|
| Tristan Offshore | Buy | 8/30/2017 | 31,947 |
| Tristan | Buy | 8/31/2017 | 68,053 |
| Tristan Offshore | Buy | 8/31/2017 | 31,947 |
| Tristan | Buy | 9/1/2017 | 265,150 |
| Tristan Offshore | Buy | 9/1/2017 | 124,439 |
| Tristan | Buy | 9/5/2017 | 39,746 |
| Tristan Offshore | Buy | 9/5/2017 | 18,654 |
| Tristan | Buy | 9/6/2017 | 40,080 |
| Tristan Offshore | Buy | 9/6/2017 | 18,810 |
| Tristan | Buy | 9/7/2017 | 9,324 |
| Tristan Offshore | Buy | 9/7/2017 | 4,376 |
| Tristan | Buy | 9/8/2017 | 62,220 |
| Tristan Offshore | Buy | 9/8/2017 | 29,201 |
| Tristan | Buy | 9/11/2017 | 613 |
| Tristan Offshore | Buy | 9/11/2017 | 287 |
| Tristan | Buy | 9/12/2017 | 8,170 |
| Tristan Offshore | Buy | 9/12/2017 | 3,834 |
| Tristan | Buy | 9/13/2017 | 34,029 |
| Tristan Offshore | Buy | 9/13/2017 | 15,971 |
| Tristan | Buy | 9/14/2017 | 35,058 |
| Tristan Offshore | Buy | 9/14/2017 | 17,688 |
| Tristan | Buy | 9/15/2017 | 13,305 |
| Tristan Offshore | Buy | 9/15/2017 | 6,244 |
| Tristan | Buy | 9/18/2017 | 40,835 |
| Tristan Offshore | Buy | 9/18/2017 | 19,165 |
| Tristan | Buy | 9/19/2017 | 16,947 |
| Tristan Offshore | Buy | 9/19/2017 | 7,953 |
| Tristan | Buy | 9/20/2017 | 77,314 |
| Tristan Offshore | Buy | 9/20/2017 | 36,286 |
| Tristan | Buy | 9/21/2017 | 3,688 |
| Tristan Offshore | Buy | 9/21/2017 | 1,730 |
| Tristan | Buy | 9/22/2017 | 4,276 |
| Tristan Offshore | Buy | 9/22/2017 | 2,006 |
| Tristan | Buy | 9/26/2017 | 817 |
| Tristan Offshore | Buy | 9/26/2017 | 383 |
| Tristan | Buy | 9/27/2017 | 36,752 |
| Tristan Offshore | Buy | 9/27/2017 | 17,248 |
| Tristan | Buy | 9/28/2017 | 5 |
| Tristan Offshore | Buy | 9/28/2017 | 2 |

| Nominating Stockholder or Stockholder Associated Persons | Transactions | Date | Quantity |
|---|---------------------|-------------|-----------------|
| Tristan | Buy | 9/29/2017 | 25,281 |
| Tristan Offshore | Buy | 9/29/2017 | 11,864 |
| Tristan | Buy | 10/2/2017 | 17,015 |
| Tristan Offshore | Buy | 10/2/2017 | 7,985 |
| Tristan | Buy | 10/3/2017 | 210,518 |
| Tristan Offshore | Buy | 10/3/2017 | 98,803 |
| Tristan | Buy | 10/4/2017 | 91,879 |
| Tristan Offshore | Buy | 10/4/2017 | 43,121 |
| Tristan | Buy | 10/5/2017 | 22,251 |
| Tristan Offshore | Buy | 10/5/2017 | 10,442 |
| Tristan | Buy | 10/6/2017 | 78,947 |
| Tristan Offshore | Buy | 10/6/2017 | 37,053 |
| Tristan | Buy | 10/13/2017 | 4,628 |
| Tristan Offshore | Buy | 10/13/2017 | 2,171 |
| Tristan | Buy | 10/18/2017 | 2,587 |
| Tristan Offshore | Buy | 10/18/2017 | 1,213 |
| Tristan | Buy | 10/19/2017 | 3,919 |
| Tristan Offshore | Buy | 10/19/2017 | 1,838 |
| Tonga | Buy | 10/24/2017 | 1,724 |
| Tristan | Buy | 10/24/2017 | 1,428 |
| Tristan Offshore | Buy | 10/24/2017 | 657 |
| Cuttyhunk | Buy | 10/24/2017 | 491 |
| Tonga | Buy | 10/26/2017 | 7,371 |
| Tristan | Buy | 10/26/2017 | 6,111 |
| Tristan Offshore | Buy | 10/26/2017 | 2,815 |
| Cuttyhunk | Buy | 10/26/2017 | 2,103 |
| Tonga | Buy | 10/31/2017 | 891 |
| Tristan | Buy | 10/31/2017 | 736 |
| Tristan Offshore | Buy | 10/31/2017 | 339 |
| Cuttyhunk | Buy | 10/31/2017 | 253 |
| Tonga | Buy | 11/9/2017 | 13,223 |
| Tristan | Buy | 11/9/2017 | 10,959 |
| Tristan Offshore | Buy | 11/9/2017 | 5,047 |
| Cuttyhunk | Buy | 11/9/2017 | 3,771 |
| Tonga | Buy | 11/10/2017 | 6,646 |
| Tristan | Buy | 11/10/2017 | 5,508 |
| Tristan Offshore | Buy | 11/10/2017 | 2,537 |
| Cuttyhunk | Buy | 11/10/2017 | 1,896 |
| Tonga | Buy | 11/14/2017 | 4,061 |

| Nominating Stockholder or Stockholder Associated Persons | Transactions | Date | Quantity |
|---|---------------------|-------------|-----------------|
| Tristan | Buy | 11/14/2017 | 3,365 |
| Tristan Offshore | Buy | 11/14/2017 | 1,550 |
| Cuttyhunk | Buy | 11/14/2017 | 1,158 |
| Tonga | Buy | 11/16/2017 | 22,177 |
| Tristan | Buy | 11/16/2017 | 18,386 |
| Tristan Offshore | Buy | 11/16/2017 | 8,469 |
| Cuttyhunk | Buy | 11/16/2017 | 6,328 |
| Tonga | Buy | 11/21/2017 | 8,133 |
| Tristan | Buy | 11/21/2017 | 6,742 |
| Tristan Offshore | Buy | 11/21/2017 | 3,105 |
| Cuttyhunk | Buy | 11/21/2017 | 2,320 |
| Tonga | Buy | 11/22/2017 | 7,894 |
| Tristan | Buy | 11/22/2017 | 6,542 |
| Tristan Offshore | Buy | 11/22/2017 | 3,013 |
| Cuttyhunk | Buy | 11/22/2017 | 2,251 |
| Tonga | Buy | 11/24/2017 | 8,013 |
| Tristan | Buy | 11/24/2017 | 6,642 |
| Tristan Offshore | Buy | 11/24/2017 | 3,059 |
| Cuttyhunk | Buy | 11/24/2017 | 2,286 |
| Tonga | Buy | 11/27/2017 | 8,013 |
| Tristan | Buy | 11/27/2017 | 6,642 |
| Tristan Offshore | Buy | 11/27/2017 | 3,059 |
| Cuttyhunk | Buy | 11/27/2017 | 2,286 |
| Tonga | Buy | 11/28/2017 | 1,444 |
| Tristan | Buy | 11/28/2017 | 1,195 |
| Tristan Offshore | Buy | 11/28/2017 | 550 |
| Cuttyhunk | Buy | 11/28/2017 | 411 |
| Tonga | Buy | 11/29/2017 | 1,724 |
| Tristan | Buy | 11/29/2017 | 1,428 |
| Tristan Offshore | Buy | 11/29/2017 | 657 |
| Cuttyhunk | Buy | 11/29/2017 | 491 |
| Tonga | Buy | 11/30/2017 | 3,664 |
| Tristan | Buy | 11/30/2017 | 3,036 |
| Tristan Offshore | Buy | 11/30/2017 | 1,398 |
| Cuttyhunk | Buy | 11/30/2017 | 1,045 |
| Tonga | Buy | 12/1/2017 | 2,453 |
| Tristan | Buy | 12/1/2017 | 2,032 |
| Tristan Offshore | Buy | 12/1/2017 | 936 |
| Cuttyhunk | Buy | 12/1/2017 | 699 |

| Nominating Stockholder or Stockholder Associated Persons | Transactions | Date | Quantity |
|---|---------------------|-------------|-----------------|
| Tonga | Buy | 12/19/2017 | 111,979 |
| Tristan | Buy | 12/19/2017 | 92,845 |
| Tristan Offshore | Buy | 12/19/2017 | 42,770 |
| Cuttyhunk | Buy | 12/19/2017 | 31,956 |
| Tonga | Buy | 12/20/2017 | 1,523 |
| Tristan | Buy | 12/20/2017 | 1,262 |
| Tristan Offshore | Buy | 12/20/2017 | 581 |
| Cuttyhunk | Buy | 12/20/2017 | 434 |
| Tonga | Buy | 12/21/2017 | 14,561 |
| Tristan | Buy | 12/21/2017 | 12,071 |
| Tristan Offshore | Buy | 12/21/2017 | 5,560 |
| Cuttyhunk | Buy | 12/21/2017 | 4,155 |
| Tonga | Buy | 12/22/2017 | 78,351 |
| Tristan | Buy | 12/22/2017 | 64,963 |
| Tristan Offshore | Buy | 12/22/2017 | 29,926 |
| Cuttyhunk | Buy | 12/22/2017 | 22,360 |
| Tonga | Buy | 12/26/2017 | 41,020 |
| Tristan | Buy | 12/26/2017 | 34,009 |
| Tristan Offshore | Buy | 12/26/2017 | 15,666 |
| Cuttyhunk | Buy | 12/26/2017 | 11,705 |
| Tonga | Buy | 12/27/2017 | 14,548 |
| Tristan | Buy | 12/27/2017 | 12,061 |
| Tristan Offshore | Buy | 12/27/2017 | 5,556 |
| Cuttyhunk | Buy | 12/27/2017 | 4,151 |
| Tonga | Buy | 12/28/2017 | 41 |
| Tristan | Buy | 12/28/2017 | 33 |
| Tristan Offshore | Buy | 12/28/2017 | 15 |
| Cuttyhunk | Buy | 12/28/2017 | 11 |
| Tonga | Buy | 12/29/2017 | 43,982 |
| Tristan | Buy | 12/29/2017 | 36,467 |
| Tristan Offshore | Buy | 12/29/2017 | 16,799 |
| Cuttyhunk | Buy | 12/29/2017 | 12,552 |
| Tonga | Buy | 1/8/2018 | 1,804 |
| Tristan | Buy | 1/8/2018 | 1,494 |
| Tristan Offshore | Buy | 1/8/2018 | 688 |
| Cuttyhunk | Buy | 1/8/2018 | 514 |
| Tonga | Buy | 2/7/2018 | 791 |
| Tristan | Buy | 2/7/2018 | 166 |
| Tristan Offshore | Buy | 2/7/2018 | 335 |

| Nominating Stockholder or Stockholder Associated Persons | Transactions | Date | Quantity |
|---|---------------------|-------------|-----------------|
| Cuttyhunk | Buy | 2/7/2018 | 208 |
| Tonga | Buy | 2/8/2018 | 6,738 |
| Tristan | Buy | 2/8/2018 | 1,422 |
| Tristan Offshore | Buy | 2/8/2018 | 2,870 |
| Cuttyhunk | Buy | 2/8/2018 | 1,784 |
| Tonga | Buy | 2/9/2018 | 2,040 |
| Tristan | Buy | 2/9/2018 | 430 |
| Tristan Offshore | Buy | 2/9/2018 | 868 |
| Cuttyhunk | Buy | 2/9/2018 | 539 |
| Tonga | Buy | 3/23/2018 | 48,870 |
| Tristan | Buy | 3/23/2018 | 4,347 |
| Tristan Offshore | Buy | 3/23/2018 | 65,788 |
| Cuttyhunk | Buy | 3/23/2018 | 11,094 |
| Tonga | Buy | 3/26/2018 | 2,028 |
| Tristan | Buy | 3/26/2018 | 180 |
| Tristan Offshore | Buy | 3/26/2018 | 2,732 |
| Cuttyhunk | Buy | 3/26/2018 | 460 |
| Tonga | Buy | 3/27/2018 | 187 |
| Tristan | Buy | 3/27/2018 | 16 |
| Tristan Offshore | Buy | 3/27/2018 | 255 |
| Cuttyhunk | Buy | 3/27/2018 | 42 |
| Tonga | Buy | 4/17/2018 | 10,521 |
| Tristan | Buy | 4/17/2018 | 937 |
| Tristan Offshore | Buy | 4/17/2018 | 14,158 |
| Cuttyhunk | Buy | 4/17/2018 | 2,389 |
| Tonga | Buy | 4/18/2018 | 3,306 |
| Tristan | Buy | 4/18/2018 | 294 |
| Tristan Offshore | Buy | 4/18/2018 | 4,450 |
| Cuttyhunk | Buy | 4/18/2018 | 750 |

CONFIDENTIAL

Name: Lionel F. Conacher

DESTINATION XL GROUP, INC.

Questionnaire for
Potential Director Nominees

Please review this Questionnaire and answer accurately (in ink other than black). **Please be sure that every question in this Questionnaire is answered; if the answer to any question is "None" or "Not Applicable," please so state.** If the space supplied is insufficient to answer any question, please attach extra sheets of paper. The Appendix at the back of this Questionnaire explains the meaning of certain terms used in the Questionnaire.

Please sign, date and return the completed Questionnaire to the Legal Department, 555 Turnpike Street, Canton, Massachusetts 02021 as soon as possible.

If you have questions as to any terminology used in this Questionnaire or as to the significance of any particular fact or situation, please contact Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or at klehmann@dxlg.com.

Thank you for your assistance.

PART I
PERSONAL AND PROFESSIONAL HISTORY
(Reg. S-K, Item 401)

1. Basic Information

Name: *Lionel F. Conacher*

Date of Birth: *June 9 1962*

Home Address: *3 Upper Ames Ave, Ross CA 94957-0830*

Home Telephone: *415-485-1211*

Work Address:

Work Telephone: *415-860-1915*

Email: *lionelf@conacher.com*

2. Directorships

- a. Are you (or have you been at any time during the last five years) a director of any company which has a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, is subject to the periodic reporting requirements of Section 15(d) of such Act, or is registered as an investment company under the Investment Company Act of 1940?

Yes No

- b. If so, please list each such company.

3. Business Experience Since February 1, 2013

Please describe your business experience, principal occupations and employment from February 1, 2013 to the present. You need not repeat any information given in answer to Question 2. Give dates to the nearest month. Give the name and a brief description of the principal business of any company or other organization for which you worked and state whether the company is a parent, subsidiary or other affiliate of the Company, if applicable. Give enough information about the nature of your responsibilities in your prior positions (e.g., size of operation supervised) to enable the reader to assess the level of your professional competence.

| Period (please indicate month/year of start date and end date) | Company or Other Organization | Parent, Subsidiary or Other Affiliate of the Company | Principal Business | Position and Responsibilities |
|---|----------------------------------|--|-----------------------|----------------------------------|
| Jan 1, 2011 | Altamont Capital Partners | | PE | Senior Advisor |
| Dec 15, 2013 - July 25, 2017 | Wunderlich Securities Ltd | | Brokerage firm | Chairman |

4. Family Relationships to Other Company Officers or Directors

a. Are you related by blood, marriage or adoption to any other person who is a director or officer of the Company or who has been nominated or chosen to become one? (For purposes of this question only, include any such family relationship not more remote than first cousin.)

Yes No

b. If so, please provide the following information:

| <u>Name of Relative</u> | <u>Relationship</u> |
|-------------------------|---------------------|
|-------------------------|---------------------|

5. Arrangements, Understandings, or Contracts

a. Were you selected or are you to be selected to become a director or officer of the Company as the result of any arrangement, understanding or contract between yourself and any other person?

Yes No

- b. If so, please give the name(s) of such person(s) and describe the arrangement or understanding.
- c. Are there any agreements or arrangements between you and any person or entity other than the Company relating to compensation or other payment in connection with your service as a director of the Company?
 Yes No
- d. If so, please give the name(s) of such person(s)/entity and describe the material terms of the arrangement or understanding.

6. Involvement in Certain Types of Legal Proceedings

- a. Since February 1, 2008, have you (1) filed a bankruptcy or insolvency petition, (2) been the subject of such a petition filed by someone else, (3) had any business or property put in receivership, (4) been a partner or former partner of a partnership subject to such a petition or receivership, or (5) been an officer or former officer of a corporation or other organization subject to such a petition or receivership?
 Yes No
- b. Since February 1, 2008, have you been convicted in any criminal proceeding (excluding traffic violations)?
 Yes No
- c. Are you a named subject of a pending criminal proceeding (excluding traffic violations)?
 Yes No
- d. Since February 1, 2008, have you ever been enjoined, suspended or otherwise limited by any court or other authority from participating in any of the following activities:
- (1) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant or other person regulated by the Commodity Futures Trading Commission ("C.F.T.C.") or a similar foreign governmental entity, or an associated person of the foregoing?
 Yes No

(2) acting as an investment advisor, underwriter, broker or dealer in securities, or an associated person of any of the foregoing?

Yes No

(3) acting as director or employee or otherwise being affiliated with any investment company, bank, savings and loan association, or insurance company?

Yes No

(4) engaging in any other activity connected with securities or commodities?

Yes No

(5) engaging in any other type of business practice?

Yes No

(6) engaging or continuing in any other conduct or practice in connection with any of the above activities?

Yes No

(7) associating with any person engaged in any of the above activities?

Yes No

e. Since February 1, 2008, have you been found by a court or by the Securities and Exchange Commission (the "SEC") or C.F.T.C. or a similar foreign governmental entity to have violated any foreign, federal or state securities law or commodities law (whether or not the finding or judgment was subsequently reversed, suspended or vacated)?

Yes No

f. Since February 1, 2008, have you been the subject of, or a party to, any foreign, federal or state judicial or administrative order, judgment, decree or finding relating to an alleged violation of:

(1) any foreign, federal or state securities or commodities law or regulation?

Yes No

(2) any law or regulation respecting financial institutions or insurance companies, including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order?

Yes No

(3) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity?

Yes No

g. Since February 1, 2008, have you been the subject of, or party to, any sanction or order of any self-regulatory organization, any registered entity, or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member?

Yes No

h. Since February 1, 2008, have you been subject to any judicial or administrative proceeding before any court, commission (including the SEC or C.F.T.C.), board or other government agency concerning any matter similar in nature to the matters described in parts d., e., f. and g. of this question which did not result in a judgment or finding or is now pending?

Yes No

i. To your knowledge, since February 1, 2008, have you been subject to any investigation by any government agency or body concerning any matter similar in nature to the matters described in parts d., e., f. and g. of this question which did not result in the institution of judicial or administrative proceedings or is now pending?

Yes No

j. Since February 1, 2008, have you been named in, or found liable or guilty in, any civil or criminal proceeding or investigation by any foreign, federal or state governmental agency alleging fraud or breaches of any duties to shareholders or other constituents of a company?

Yes No

k. Since February 1, 2008, have you been subject to any order, judgment or decree that restrains or enjoins you from engaging or continuing to engage in any conduct or practice: (i) in connection with the purchase or sale of any security, (ii) involving the making of any false filing with the SEC or similar foreign governmental entity or (iii) arising out of the conduct of the business of an underwriter, broker, dealer or municipal securities dealer, investment advisor or paid solicitor of purchasers of securities?

Yes No

l. Since February 1, 2008, have you been subject to a United States Postal Service false representation order?

Yes No

- m. Are you subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes No

- n. Have you been involved in, or has any inquiry, investigation, lawsuit or disciplinary action been initiated against you by any regulatory or professional organization, including, but not limited to, the SEC, any state securities commission, FINRA (formerly NASD) or any foreign regulatory authority?

Yes No

- o. Do you know of any inquiry, investigation, lawsuit or disciplinary action initiated against the Company, any of its officers, directors, principals, associates, affiliates, predecessors or five percent stockholders by any regulatory organization including, but not limited to, the SEC, any state securities commission, FINRA (formerly NASD) or any foreign regulatory authority?

Yes No

- p. If your answer to any of the above questions is "Yes," please describe in detail what happened. Please name all persons involved, give the court and/or agency docket number of the proceeding, and provide any other information that might explain or aid in understanding your involvement in the proceeding.

7. Do you consent to being named in the Proxy Statement and agree to serve as a director if elected?

Yes No

**PART II
COMPENSATION
(Reg. S-K, Item 402)**

8. The Company will review its records to gather information on all compensation paid to you by the Company and its subsidiaries. The following questions are intended to help ensure that all compensation is identified and to otherwise assist in the Company's review.

- a. During the last fiscal year, did you receive any compensation as a director or officer of the Company from any person other than the Company or its subsidiaries?

Yes No

If yes, please describe.

- b. Please describe any consulting fees earned from, or paid or payable by the Company and/or its subsidiaries to you, including through joint ventures. If none, please so indicate.

None

- c. Do you have an employment agreement with the Company or any of its subsidiaries? If so, please describe.

Yes No

- d. Do you have any agreement or arrangement with the Company or its subsidiaries, or does the Company or its subsidiaries have any plan, under which you will receive any payment at, following or in connection with your resignation, retirement or other termination of your employment or from a change in control of the Company or a change in your responsibilities following a change in control? If so, please describe.

Yes No

- e. Please describe any other compensation (regardless of amount) earned or paid to you during the last fiscal year that is not already reported in this Question 8 (including compensation related to transactions between the Company or any of its subsidiaries and any third party from which you or any Immediate Family member receives compensation). If none, please so indicate.

None

PART III
TRANSACTIONS WITH THE COMPANY OR ANY SUBSIDIARY
(Reg. S-K, Item 404(a))

The questions in this section are designed to assist the Company in identifying the existence of any "related party transactions", including a transaction that would be required to be disclosed in the

Company's proxy statement. The SEC requires the Company to include information that relates to transactions involving your Immediate Family members. Please refer to the definition of "Immediate Family" in Appendix A below in connection with your responses to these questions. Please also complete the attached *Annex A*, which is a list of your Immediate Family members. This is intended to help you respond to the questions below.

9. Since the beginning of fiscal 2017 (i.e., January 29, 2017), have you, any Associate of yours or any member of your Immediate Family had, or do you propose to have, any interest, directly or indirectly, in any transaction (or series of similar transactions) in which the Company, any of its subsidiaries or any of their pension, retirement or similar plans was or is to be a participant and the amount involved in such transaction exceeds \$120,000? Please note you are deemed to have an indirect interest in a transaction between the Company and any entity of which you Beneficially Own ten percent or more of its equity interests. If you answer "yes" to this question or the following question, please note that additional follow-up may be necessary.

Yes No

If yes, for each such transaction, please provide the following information:

- the name of such person;
 - a description of the relationship to you and the Company;
 - the nature of such person's interest in the transaction(s) (including such person's position(s) or relationships(s) with, or ownership in, a firm, corporation, or other entity that is party to, or has an interest in, such transaction);
 - when such transaction(s) occurred or will occur;
 - the amount of such transaction(s); and
 - the amount of such person's interest in the transaction(s) (without regard to profit or loss).
10. If you, any Associate of yours or any member of your Immediate Family is or was at any time since the beginning of fiscal 2017, or proposes to be, engaged, directly or indirectly, in any financial transaction (or series of similar transactions), arrangement or relationship (including any indebtedness or guarantee of indebtedness) in any amount involving the Company, any of its subsidiaries or any of their pension, retirement or similar plans as a participant, please indicate below the name of such person and indicate such person's relationship to you and the Company, the nature of the debt, the largest aggregate amount outstanding during the Company's last fiscal year, the amount outstanding at February 3, 2018, the amount of principal paid during the Company's last fiscal year, the amount of interest paid during the Company's last fiscal year, and the rate of interest paid or charged thereon.

Not applicable

I disclose the following: _____

11. Do you or any of your Associates have any interest, direct or indirect, by security holdings or otherwise, in any matters to be acted upon at the 2018 Annual Meeting (other than elections to office or interests under option or retirement plans)? If yes, please describe such interest.

___ Yes No

PART IV
LEGAL PROCEEDINGS
(Reg. S-K, Item 103, Instruction 4)

12. Interests Adverse to the Company

- a. Are you or any of the following persons a party adverse to the Company or any of its affiliates, or do you or any such person hold an interest adverse to the Company or any of its affiliates, in any legal proceeding?

i. You?

___ Yes No

ii. Your spouse, or any relative of you or your spouse who lives in your home or who is a director or officer of the Company?

___ Yes No

iii. Any corporation or organization of which you are a director, officer or partner?

___ Yes No

iv. Any corporation or organization of which you are, directly or indirectly, the Beneficial Owner of five percent or more of any class of equity securities?

___ Yes No

v. Any trust or estate in which you have a beneficial interest or of which you are a trustee or fiduciary?

___ Yes No

- vi. To your knowledge, any person or any partnership, syndicate or other group who or which is the Beneficial Owner of more than five percent of the outstanding shares of any class of the Company's voting securities?

Yes No

- vii. Any member of the Immediate Family of any of the foregoing persons?

Yes No

If your answer to any of the above questions is "Yes," please provide the following information for each such legal proceeding: (1) name of court or agency, (2) date proceeding was instituted, (3) principal parties to proceeding, (4) a description of the factual basis alleged to underlie the proceeding, (5) the relief sought, and (6) your relationship, if any, to each of the parties to the proceeding.

- b. Do you know of any legal, regulatory or administrative proceeding brought or contemplated by any governmental authority (including but not limited to antitrust price-fixing, tax, environmental, copyright or patent litigation) to which you, the Company or any subsidiary of the Company is or may be a party or of which the property of the Company or any subsidiary of the Company is subject?

Yes No

If your answer is yes, please provide a description below:

**PART V
SECURITY OWNERSHIP
(Reg. S-K, Item 403)**

13. Interests in the Company's Securities (see Appendix A)

- a. Do you Beneficially Own, or have the right to acquire (for example, through the exercise of an option or pursuant to the power to revoke a trust) Beneficial Ownership with respect to, any equity securities of the Company or any of its affiliates:

- (1) Directly?

Yes No

- (2) Indirectly through your spouse, any minor child of yours, or any relative of you or your spouse who lives in your home?

Yes No

- (3) Indirectly through any corporation of which you or any member of your Immediate Family is a director, officer or partner?
 Yes No
- (4) Indirectly through any corporation of which you or any member of your Immediate Family is, directly or indirectly, the Beneficial Owner of five percent of any class of equity securities?
 Yes No
- (5) Indirectly through any trust or estate in which you or any member of your Immediate Family has a beneficial interest or of which you or any member of your Immediate Family is a trustee or fiduciary?
 Yes No
- (6) Jointly?
 Yes No

- b. If your answer to any portion of Question 13a is "Yes," please provide the following information.

| A Class of securities | B Amount Owned Beneficially ¹ | C Of amount shown in column B, number of shares with respect to which you have the right to acquire Beneficial Ownership within 60 days ² | D Nature of Beneficial Ownership ³ | E Direct or indirect ownership ⁴ |
|-----------------------------|--|---|--|---|
|-----------------------------|--|---|--|---|

¹ Includes shares deemed to be Beneficially Owned as specified in Appendix A.

² See Appendix A. State nature of right to acquire Beneficial Ownership (for example, "subject to option").

³ For all shares listed, state whether you have (a) sole voting power, (b) shared voting power, (c) sole investment power or (d) shared investment power. If you share voting or investment power, please identify the person with whom such power is shared and describe the arrangement or agreement under which it is shared.

⁴ If shares are owned directly, so state. If shares are owned indirectly, state the nature of such indirect ownership (for example, "by wife").

- c. With respect to any securities listed in your answer to Question 13b, do you wish to disclaim Beneficial Ownership thereof?

Yes No

If so, please indicate the class and amount of securities as to which you are disclaiming Beneficial Ownership.

| <u>Class of Securities</u> | <u>Amount</u> |
|----------------------------|---------------|
|----------------------------|---------------|

- d. Do you know of any person, company or group who or which is the Beneficial Owner or pledgee of more than five percent of the outstanding shares of any class of the Company's voting securities or who or which has the right to acquire Beneficial Ownership of more than five percent of any class of such securities?

Yes No

If so, please state the name of such person, company or group.

Cannell Capital LLC

- e. To your knowledge, do any holders of more than five percent of any class of the Company's voting securities hold such securities pursuant to any voting trust or similar agreement?

Yes No

If so, please state the name(s) and address(es) of the voting trustee(s).

- f. Are any of the shares Beneficially Owned by you, as described in 13a and 13b above, held in a margin account or otherwise pledged as security or collateral? If so, briefly describe the details below and indicate the number of shares pledged as security.

Yes No

14. Changes in Control

- a. Are you aware of any arrangements, including any pledge of securities of the Company or any of its affiliates or subsidiaries that have resulted in, or may at a later date result in, a change in control of the Company?

Yes No

- b. If so, please describe.

PART VI

PAYMENTS TO FOREIGN OFFICIALS AND IRAN RELATED ACTIVITIES

15. Payments to Foreign Officials or Institutions

- a. Have you made any payment or offer to pay any money or anything of value to any foreign official, foreign political party, foreign party official, or candidate for foreign political office for the purpose of:

- (1) influencing any act or decision of such foreign person or institution, or
(2) inducing such foreign person or institution to influence any act or decision of a foreign government,

in order to assist the Company or any other person or entity to obtain or retain business for or with any person or to direct business to any person?

Yes No

- b. Have you made any offer of any money or anything of value to any person, foreign or domestic, while knowing or having reason to know that all or part of the money or value offered would be used for the purposes described in Question 15a?

Yes No

16. Iran Related Activities:

- For purposes of this Question 16, "affiliate" includes any U.S. or foreign entity that you directly or indirectly control (i.e. have the power to direct or cause the direction of the management and policies of that entity through ownership of voting securities by contract, or otherwise).

- We also request that you inform us immediately if you or any of your affiliates engages, or plans to engage, in any of the activities described below at any time during the current fiscal year or thereafter.
 - a. During the past two years, have you or any of your affiliates engaged in any transactions with, relating to, or benefiting Iran, its government (including its agencies, political subdivisions, and any entity controlled by it or acting on its behalf), or any persons or entities in Iran, whether such transactions are direct or indirect?
 Yes No

**PART VII
 COMPENSATION COMMITTEE INTERLOCKS
 (Reg. S-K, Item 407(c)(4))**

17. Compensation Committee Matters

Did you at any time during fiscal 2017 serve as an executive officer of another company which had as a member of its compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the Board of Directors) an executive officer of the Company?

Yes No

If yes, please identify the other company, your position with such other company, the Company executive officer in question and his position with such other company: _____

18. Officer Membership on Other Boards and Committees

a. Did you at any time during fiscal 2017 serve as a member of the compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another company, one of whose executive officers served on the compensation committee of the Company?

Yes No

If yes, please identify the other company, your position with such other company, and the member of the Company's compensation committee in question: _____

b. Did you at any time during fiscal 2017 serve as a member of the Board of Directors of another company, one of whose executive officers served on the compensation committee of the Company?

Yes No

If yes, please identify the other company and the member of the Company's compensation committee in question: _____

- c. Did you at any time during fiscal 2017 serve as a member of the compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another company, one of whose executive officers served as a director of the Company (but not necessarily a member of the compensation committee of the Company)?

Yes No

If yes, please identify the other company, your position with such other company, and the member of the Company's Board of Directors in question: _____

PART VIII
AUDIT COMMITTEE FINANCIAL EXPERTISE

19. Financial Expertise

- a. Do you have education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or in a position that involves the performance of similar function?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

See CV at end of questionnaire.

- b. If your answer to Question 19 is "No," have you held a position in which you gained experience in one or more positions that involve the performance of functions similar to those that are performed by principal financial officers, principal accounting officers, controllers, public accountants or auditors?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

- 17 -

See CV at end of questionnaire.

20. Supervisory Role

- a. Do you have experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

See CV at end of questionnaire.

- b. Do you have experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

See CV at end of questionnaire.

21. Experience

- a. Do you have any other relevant experience through which you gained:

(1) an understanding of generally accepted accounting principals ("GAAP") and financial statements?

Yes No

(2) the ability to assess the general application of GAAP in connection with the accounting for estimates, accruals and reserves?

Yes No

(3) experience preparing, auditing, analyzing or evaluating financial statements that present the breadth and level of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising one or more persons engaged in such activities?

Yes No

(4) an understanding of internal controls and procedures for financial reporting?

Yes No

(5) an understanding of audit committee functions?

Yes No

If your answer is "Yes" with respect to any of items (i) through (v) above, please provide a general statement of support with respect to each answer:

22. Finance or Accounting Degree

Do you have an advanced degree in finance or accounting?

Yes No

If so, please describe the advanced degree, the name of the institution where you earned such degree and the year in which you received such degree:

See CV at end of questionnaire.

23. Certified Public Accountant

Are you a certified public accountant, or the equivalent, in good standing?

Yes No

If so, please state the period during which you actively practiced as a certified public accountant (or the equivalent):

24. Accounting or Financial Expertise

Are you certified or otherwise identified as having accounting or financial expertise by a recognized private body that establishes and administers standards in respect of such expertise, and in good standing?

____ Yes No

If so, please (i) describe the nature of such certification, (ii) identify the administering body and (iii) state the period during which you have been so certified:

25. Laws and Regulations

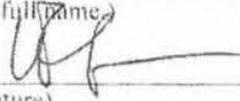
Please provide a general statement describing your level of familiarity and experience with (i) all applicable laws and regulations regarding the preparation of financial statements of public companies and (ii) reviewing, preparing, auditing or analyzing financial statements of public companies:

See CV at end of questionnaire.

26. Other Relevant Qualifications or Experience

To the extent not covered by Questions 19-25 above regarding your experience in evaluating the financial statements of public companies, please provide a description of any of your other relevant qualifications or experience that would assist the Company in evaluating your ability to understand and evaluate the Company's financial statements and its other financial information and to make knowledgeable and through inquiries whether (i) the Company's financial statements "fairly present" its financial condition, results of operations and cash flows in accordance with GAAP; and (ii) the Company's financial statements and other financial information, taken together, "fairly present" the Company's financial condition, results of operations and cash flow:

I consent to being named in the Company's Proxy Statement and Annual Report and other solicitation materials, if so nominated as a director of the Company. I confirm my understanding that the provisions of the Company's governing documents must be complied with and satisfied in order for me to qualify, and be properly nominated as, a director of the Company, including the provisions of Section 4.15 of the Fourth Amended and Restated By-Laws of Destination XL Group, Inc. The answers to the foregoing questions are complete and accurate in all respects to the best of my knowledge and belief. I will notify the Company promptly if any of my responses change. In the absence of notice from me concerning any changes in the foregoing answers following the date of this Questionnaire, the Company is to understand that the information appearing in this Questionnaire remains, to the best of my knowledge, accurate and complete.

Lionel F. Conacher
(Print full name)

(Signature)

Dated: May 1, 2018

Appendix A

Definition of "Beneficial Ownership"

The SEC has adopted a definition of "beneficial ownership," as used in this Questionnaire, that is different from the one with which you may be familiar in the context of insider trading. Securities owned "beneficially" would include not only securities held by you for your own benefit, whether in bearer form or registered in your own name or otherwise, but also securities held by others for your benefit (regardless of whether or how they are registered) such as, for example, securities held for you by custodians, brokers, relatives, executors, administrators, or trustees, and securities held for your account by pledgees, securities owned by a partnership in which you are a member, and securities owned by any corporation which is or should be regarded as a personal holding corporation of yours.

The SEC's definition of "beneficial ownership" provides generally that:

(a) A person "beneficially owns" a security if he or she, directly or indirectly, has or shares voting power (i.e., the power to vote, or to direct the voting of such security) and/or investment power (i.e., the power to dispose or to direct the disposition of such security) whether through any contract, arrangement, understanding, relationship or otherwise.

(b) A person is also deemed to be the beneficial owner of a security if he or she has the right to acquire such security within 60 days including any right to acquire such a security during that time period (a) through the exercise of any option, warrant or right; (b) through the conversion of a security; (c) pursuant to the power to revoke a trust, discretionary account or similar arrangement; or (d) pursuant to the automatic termination of a trust, discretionary account or similar arrangement.

In the view of the SEC, any person or entity that controls, or has the power to control, a beneficial owner is itself a beneficial owner with respect to the securities owned by the controlled person or entity. Thus, for example, a parent company would be the beneficial owner of securities owned by a subsidiary over which it has control. The term "control" means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting securities, by contract or otherwise.

Please note that under the definitions set forth above, there may be more than one beneficial owner of the same security, such as when a person places securities in a revocable discretionary account with a trustee or investment adviser who can vote or dispose of the securities; in that case, the individual would have investment power since he or she could revoke the arrangement and the trustee or investment adviser would have voting power and investment power. Thus, both the individual and the investment adviser would have beneficial ownership of the same securities.

Definition of "Executive Officer"

When used in reference to any company or business entity, "executive officer" means the chief executive officer, president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function or any other person who performs similar policy making functions for the company. (Executive officers of subsidiaries may be deemed executive officers of the company if they perform such policy making functions for the company.)

Definition of "Immediate Family"

A person's "immediate family" includes such person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law (whether by blood or adoption), or anyone residing in such person's home (other than a tenant or employee).

Definition of "Associate"

The term "associate," as used in this Questionnaire, means:

1. any corporation or organization (other than the Company or a majority owned subsidiary of the Company) of which you are an officer or partner or are, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities;
2. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as trustee or in a similar fiduciary capacity; and
3. your spouse, or any relative of you or your spouse, who lives with you, or who is a director or officer of the Company or any of its parents or subsidiaries.

Immediate Family Members

| <u>Relationship</u> | <u>Name</u> | <u>Employer</u> | <u>Title</u> | <u>Board Memberships</u> |
|---|-----------------------|-----------------|--------------|--------------------------|
| Spouse | Joan T. Dea | | | Schwab, Cineplex |
| Children | Lionel, Chloë, Jasper | | | |
| Step-children | | | | |
| Sons-in-law | | | | |
| Daughters-in-law | | | | |
| Parents | | | | |
| Step-parents | | | | |
| Parents-in-law | | | | |
| Siblings | | | | |
| Brothers-in-law | | | | |
| Sisters-in-law | | | | |
| Other persons sharing your household (other than tenants and employees) | | | | |

Wunderlich Securities - Memphis TN

2014-2017

Chairman

LIONEL F. CONACHER

PO Box 830 / 3 Upper Ames □ Ross, CA 94957 □ (415) 860-1915 □ lionelf@conacher.com

Lead restructuring and ultimate sale to B. Riley on behalf of Altamont at 1.5x our money.

Altamont Capital Partners - Palo Alto PROFESSIONAL EXPERIENCE

~~NORTH AMERICAN TERMINALS MANAGEMENT~~

2010-PRESENT

CONSULTANT Senior Advisor / Operating Partner

Advising on economic aspects of potential investments in the U.S.

Responsible for sourcing transactions in Canada and U.S. sit on portfolio company boards (Daleme, Merwin, Wunderlich) 2008-2010

THOMAS WEISEL PARTNERS INC. - SAN FRANCISCO, CA

PRESIDENT & CHIEF OPERATING OFFICER

Led a NASDAQ listed investment bank through merger integration and restructuring to ultimate sale of the firm at a 100 percent premium to market value.

WESTWIND PARTNERS INC. - TORONTO, CANADA

2002 - 2007

CO-FOUNDER, PRESIDENT & CHIEF EXECUTIVE OFFICER

Co-founded boutique institutional investment bank with a focus on energy, mining and TMT in early 2002 and grew it to \$100MM revenues; 100 person firm with offices in Toronto, Calgary, Montreal and London, UK. Led the sale of the firm to Thomas Weisel Partners for \$170MM in late 2007.

THOMSON KERNAGHAN & Co., LTD. - TORONTO, CANADA

1999 - 2001

HEAD OF INVESTMENT BANKING

Started investment banking group of 100 year old retail firm and grew it to \$50MM business in under 3 years representing 25 percent of the firm's revenues.

FIRST MARATHON SECURITIES (NOW NBF FINANCIAL) - TORONTO, CANADA

1995 - 1999

HEAD OF MEDIA & ENTERTAINMENT

Started the media and entertainment banking practice at Canada's leading independent institutional investment bank and became one of the top revenue producers at the firm.

CADILLAC FAIRVIEW INC. - TORONTO, CANADA

1994 - 1996

DIRECTOR

Mezzanine debt class representative on the board of major commercial real estate company bankruptcy restructuring.

HEES INTERNATIONAL BANCORP INC. (NOW BROOKFIELD ASSET MANAGEMENT) - TORONTO, CANADA

1989 - 1994

MANAGING PARTNER

Managing Partner responsible for the financing of all the public companies in the Edper Group of companies (total market cap \$100B representing 20 percent of the TSX). Director and member of the operating committee of Great Lakes Power, Inc. (now Brookfield Power).

CITICORP INC. - TORONTO, CANADA / LONDON, UK

1986 - 1988

VICE PRESIDENT

Vice President in Citicorp Investment Banking Group, Loan Structuring and Syndication.

CHEMICAL BANK - NEW YORK, NY

1985 - 1986

ASSISTANT VICE PRESIDENT

HANOVER FIRE DEPARTMENT - HANOVER, NH

1981 - 1985

FIREFIGHTER

CONTINUED ...

PROFESSIONAL ORGANIZATIONS AND AFFILIATIONS

~~Magellan Fuel Solutions - Board of Directors~~
San Francisco Museum of Modern Art - Board of Trustees. *Chair Audit Committee*
Harbourfront Centre, Toronto, Canada - Board of Directors
Respect in Sport, Calgary, Canada - Advisory Board
Young Presidents Organization, Norcal Chapter
Luminato Festival, Toronto, Canada - Founding Supporter

EDUCATION *Gold*

A.B. ECONOMICS & ART HISTORY
Dartmouth College - Hanover, NH

PERSONAL

Married, Joan T. Dea, 3 children
Interests: Cycling, tennis, golf, skiing, surfing, hunting & fishing, bag piping, contemporary art

NAME: Lionel F. Conacher

DESTINATION XL GROUP, INC.

QUESTIONNAIRE FOR DIRECTORS REGARDING INDEPENDENCE

Response Mechanics: Please review this Questionnaire and answer accurately (in ink other than black). Please be sure that every question in this Questionnaire is answered; if the answer to any question is "None" or "Not Applicable," please so state. If the space provided for answers is inadequate, please use attachments to provide the additional detail. Unless otherwise stated, answers should be given as of the date on which you complete this Questionnaire. A limited number of questions may appear to overlap. Accordingly, you should feel free to cross-reference your answers in order to avoid repeating information.

Purpose of Responses: The questions below are designed to elicit a variety of information that could be useful to the Board in determining the "independence" of its Directors. In making this determination, the Board will be guided by a few specific requirements, but otherwise will need to rely on broad general principles and its own collective judgment. Unless one of several objective factors causes a Director not to be "independent" under Nasdaq requirements, the question for the Board will be whether one or more current, and in some cases certain former, relationships that involve the Company or members of its management, taken as a whole, cause the Director not to be "independent." In this regard, the New York Stock Exchange (solely for informational purposes given that the Company is an Nasdaq-listed company) has stated that:

"it is not possible to anticipate, or explicitly to provide for, all circumstances that might signal potential conflicts of interest, or that might bear on the materiality of a director's relationship to a listed company. . . . Accordingly, it is best that boards making 'independence' determinations broadly consider all relevant facts and circumstances. In particular, when assessing the materiality of a director's relationship with the company, the board should consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others."

Materiality and Significance – Some Information on Standards: Because neither Nasdaq nor applicable law and regulations have specifically stated what "material" means in this context, the Board will need to apply a broad, common law standard of materiality: *whether a reasonable investor would attach importance to the existence of the relationship in determining that the Director in question was not independent.* For purposes of completing this Questionnaire, it is important to note not only that a single significant relationship may be material, but also that multiple relationships which individually are not significant may, collectively, be material when viewed as a whole. Wherever possible this Questionnaire attempts to define in context what is "material," but in many instances it is simply not possible to give a bright-line standard for you to apply. In those instances, please keep in mind that the Board, in making its determination needs more, rather than less information so that it can put itself in the shoes of the "reasonable investor." When the facts might lend themselves to multiple interpretations from the "reasonable investor" standard, it is appropriate for the Board as a whole, rather than each individual

Director, to reach a judgment as to materiality. In some instances, this Questionnaire uses the term "significant," which is intended to cast a broader net than the term "material" while still allowing you to use your discretion in responding. In all events, if you have any doubts as to disclosure, please err on the side of disclosing what may arguably be "insignificant" or "immaterial" relationships, so as to enable the Board to make the most accurate and informed of determinations.

Use of Responses, Company Information Assistance: The information solicited by this Questionnaire will be used by the Board to comply with legal and Nasdaq requirements that have become the focus of much public attention and are closely monitored by institutional investors. Each Director has a vested interest in the process being as complete and thorough as possible. At the same time, the Board is well aware that it would be unduly burdensome to require each Director to disclose every single relationship, no matter how routine or insignificant or incidental, which may have any bearing on any of the questions in this Questionnaire. Therefore, in addition to asking you to make your own judgment as to whether any specific relationship is of the kind as to which a reasonable investor would want more information, the Board is prepared to make available Company data and resources to assist you in ascertaining whether specific entities with whom you or your immediate family or affiliates have a relationship also have a relationship with the Company or its management or affiliates.

Some Defined Terms: For purposes of this Questionnaire, the following terms have the following meanings unless otherwise noted:

- **"Immediate family"** member means any of the following: your spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than persons employed by you) who shares your home.
- **"Affiliate"** means, with respect to any person, any person, directly or indirectly through one or more intermediaries, controlling, controlled by or under common control with such person.
- **"Control,"** when used with respect to any person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms **"controlling"** and **"controlled"** have meanings correlative to the foregoing.

Please note that the definitions of **"affiliate"** and **"control"** are not necessarily objective definitions and you should therefore be over inclusive in your assessment of whether a person has been or is **"affiliated"** with another person, including the Company.

Please note that Nasdaq Listing Rules and the Securities and Exchange Commission rules effectively require the Company to monitor the independence of directors and members of the Audit Committee, Compensation Committee and Nominating/Corporate Governance committee throughout the year. As a result, if there is any change or proposed change in the facts on which your answers to this questionnaire are based, it is important that you notify Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or via email (klehmann@dxlg.com) as soon as possible.

Thank you for your attention in completing this important Questionnaire.

I. BACKGROUND

1. Do you serve on the board of directors of other companies?

Yes No

IF YES, please provide a complete description of this service. However, in the event you serve on a number of **"affiliated"** or related entities, please feel free to list the "Parent" or similar entity with a general reference to the other entities.

Dakine, Merwin both owned by Altamont Capital Partners.

2. Are you, or is any member of your **"immediate family,"** now employed, or have you or any member of your **"immediate family"** been employed within the last three years, as an executive officer of another company for which any of the Company's current executive officers serve or served at the same time on the other company's compensation committee?

Yes No

IF YES, please provide a complete description of this relationship.

II. EMPLOYMENT

1. Since January 1, 2015, have you (or any member of your **"immediate family"**) been employed by the Company or any of its subsidiaries or predecessors?

Yes No

IF YES, please provide a complete description of this employment.

2. Since January 1, 2015, have you or any member of your **"immediate family"** received more than \$120,000 per year in direct compensation or other payments from the Company or any of its subsidiaries or predecessors, in any capacity, other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes No

IF YES, please provide a complete description of this compensation or other payment and related services for the Company or any of its subsidiaries or predecessors.

3. Since January 1, 2015, have you (or any member of your **"immediate family"**) had any personal services contract(s) with the Company or any of its subsidiaries or predecessors?

or a member of senior management of the Company or any of its subsidiaries or predecessors?

Yes _____

No _____

IF YES, please provide a complete description of this arrangement. You may attach a copy or an existing summary of the contract(s).

III. THIRD PARTY RELATIONSHIPS

1. Since January 1, 2015, have you (or any member of your "**immediate family**") been an executive officer, employee, partner or controlling stockholders of a company that makes payments to, or receives payments from, the Company or any of its subsidiaries or predecessors for property or services in an amount which, in any single fiscal year, exceeds the greater of \$200,000 or 5% of such other company's consolidated gross revenues?

Yes _____

No _____

IF YES, please provide a complete description of this service or employment relationship.

2. Since January 1, 2015, have you had any ongoing business or professional relationship with the Company or any of its subsidiaries or predecessors (other than service as a Director of the Company), whether or not material in an economic sense, that involves continued dealing with management, such as the relationship between the Company and any investment banker, financial advisor, accounting or consulting firm, public or investor relations firm, or legal counsel?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

3. Since January 1, 2015, have you (or any member of your "**immediate family**") had any material business or professional relationship with either:
- (a) the Company or any of its subsidiaries or predecessors (other than service as a Director of the Company); or
 - (b) a member of senior management of the Company or any of its subsidiaries or predecessors (whether related to such member's duties and responsibilities as an employee of the Company or his or her personal business/finances)?

For purposes of this question, you should assume that any gross revenue should be considered "material" if it exceeds 5% of your (or any member of your "**immediate**

family's") (i) annual gross income, derived from all sources, during either of the last two years, or (ii) net worth, on a fair market value basis. At the same time, a relationship may be material, even if it does not cross this threshold, if it is otherwise significant for you or a member of your "immediate family," either individually, or when viewed in the context of other relationships, or when taken together with multiple relationships involving you and your "immediate family" as a whole.

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

4. Since January 1, 2015, have you (or any member of your "immediate family") performed services or been employed by or a representative of or "affiliated" with any firm or organization, or received any financial benefit from any such firm or organization, providing services (including, without limitation, professional advisory, financial consultation, tax, or legal counsel services) for the Company or any of its subsidiaries or predecessors or a member of senior management of the Company or any of its subsidiaries or predecessors?

Yes _____

No _____

IF YES, please provide a complete description of this service or employment relationship.

5. Since January 1, 2015, have you (or has any member of your "immediate family") been a controlling shareholder, member of the board of directors or trustees of, general partner of, an executive officer of or otherwise "affiliated" with a customer, supplier or service provider of the Company or any of its subsidiaries or predecessors?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

6. Since January 1, 2015, have you (or any member of your "immediate family") been employed by, on the board of directors or trustees of, or otherwise "affiliated" with a not-for-profit entity that receives direct and/or significant contributions from the Company or any of its subsidiaries or predecessors, including any members of any such Company's senior management, or any foundation or similar entity established by or on the behalf of any of the foregoing?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

7. Are you (or any member of your "immediate family") now a current partner of our independent auditors, or did you or a family member at any time within the three years prior to the date you sign this Questionnaire, work on our company's audit as a partner or employee of our independent auditors?

Yes _____ No _____

IF YES, please provide a complete description of this relationship.

IV. AUDIT COMMITTEE MATTERS

1. Since January 1, 2015, have you been "affiliated" with or employed by, or has any member of your "immediate family" been "affiliated" with or employed in a professional capacity by, a present or former internal or external auditor of the Company or any of its subsidiaries or predecessors?

Yes _____ No _____

IF YES, please provide a complete description of this relationship or involvement.

2. Since January 1, 2017, have you received or do you currently have the right to receive, directly or indirectly, any consulting, advisory, or other compensatory fees, including any fees paid, directly or indirectly, for services as a consultant or a legal or financial advisor (including fees paid to your firm even if you are not the actual service provider), regardless of the amount, from the Company or any of its subsidiaries or predecessors other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes _____ No _____

IF YES, please provide a complete description of this compensation.

3. Since January 1, 2015, have you owned, been employed by, or served as a director (or in a similar capacity) of any entity that accepted any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries or predecessors?

Yes _____ No _____

IF YES, please provide a complete description of this compensation.

4. Since January 1, 2017, have you been an "affiliated person" of the Company or any subsidiary thereof? **For purposes of this question only, "affiliated person"** of the Company or any subsidiary thereof means (A) with respect to any person, any person directly, or indirectly through one or more intermediaries, controlling, controlled by, or under common control with such person; (B) any executive officer of any "affiliate"; (C) any director who also is an employee of an "affiliate"; (D) any general partner of an "affiliate"; and (E) any managing member of an "affiliate."¹

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

V. COMPENSATION COMMITTEE MATTERS

1. Since January 1, 2017, have you received or do you currently have the right to receive, directly or indirectly, any consulting, advisory, or other compensatory fees, including any fees paid, directly or indirectly, for services as a consultant or a legal or financial advisor (including fees paid to your firm even if you are not the actual service provider), regardless of the amount, from the Company or any of its subsidiaries or predecessors other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes _____

No _____

IF YES, please provide a complete description of this compensation.

2. Since January 1, 2015, have you owned, been employed by, or served as a director (or in a similar capacity) of any entity that accepted any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries or predecessors?

Yes _____

No _____

IF YES, please provide a complete description of this compensation.

3. Since January 1, 2017, have you been an "affiliated person" of the Company or any subsidiary thereof? **For purposes of this question only, "affiliated person"** of the Company or any subsidiary thereof means (A) with respect to any person, any person

¹ Please note, the Securities and Exchange Commission has adopted a presumption that a person who is not an executive officer or the direct or indirect beneficial owner of 10% or more of any class of voting equity securities of the listed company or of an entity that controls, is controlled by or is under common control with the Company will not be deemed to be an "affiliated person."

directly, or indirectly through one or more intermediaries, controlling, controlled by, or under common control with such person; (B) any executive officer of any "affiliate"; (C) any director who also is an employee of an "affiliate"; (D) any general partner of an "affiliate"; and (E) any managing member of an "affiliate."²

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

4. With respect to any compensation consultant, legal counsel or other adviser (each, a "Consultant") retained by the Compensation Committee in fiscal 2017, did you have, or do you have, any business or personal relationship with such Consultant?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

5. With respect to any Consultant retained by the Compensation Committee in fiscal 2017, do you have any knowledge of, or reason to believe, that there is an actual or potential conflict of interest between (i) yourself or the Company, its directors or its executive officers and (ii) such Consultant?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

VI. MISCELLANEOUS

1. Do you or any member of your "immediate family" have any other relationship (either current or former) with the Company or members of its senior management (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) that **might reasonably be considered significant** to consideration of your **actual or perceived independence** as a Director of the Company? For purposes of illustration, potentially significant relationships could include (without limitation) commercial, industrial, investment management, banking, consulting, legal, accounting, financial, professional, close personal, charitable or familial relationships, among others.

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

² Please note, the Securities and Exchange Commission has adopted a presumption that a person who is not an executive officer or the direct or indirect beneficial owner of 10% or more of any class of voting equity securities of the listed company or of an entity that controls, is controlled by or is under common control with the Company will not be deemed to be an "affiliated person."

In the event that you subsequently learn of any information that would affect the accuracy or completeness of the information that you have previously reported in this Questionnaire, please contact Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or at klehmann@dxlg.com immediately.

Please complete, sign and return the Questionnaire to Kathy Lehmann by PDF or fax at (781) 821-5174.

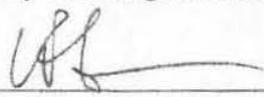
Your signature at the end of this Questionnaire constitutes your consent to the disclosure of the information contained in your answers in the Company's Proxy Statement and Annual Report as and to the extent required by the Securities and Exchange Commission and applicable Nasdaq rules and federal and state securities laws. You should be aware that a director of a registrant who files proxy materials or reports that are false or misleading in any material respect may, among other things, be personally liable to shareholders who have been damaged by the false or misleading statements. Therefore you should answer completely and accurately each part of this Questionnaire.

* * * * *

I have attached _____ additional pages to this Questionnaire.

I consent to being named in the Company's Proxy Statement and Annual Report and other solicitation materials, if so nominated as a director of the Company. I confirm my understanding that the provisions of the Company's governing documents must be complied with and satisfied in order for me to qualify, and be properly nominated as, a director of the Company, including the provisions of Section 4.15 of the Fourth Amended and Restated By-Laws of Destination XL Group, Inc. The answers to the foregoing questions are complete and accurate in all respects to the best of my knowledge and belief. I will notify the Company promptly if any of my responses change. In the absence of notice from me concerning any changes in the foregoing answers following the date of this Questionnaire, the Company is to understand that the information appearing in this Questionnaire remains, to the best of my knowledge, accurate and complete.

Dated: May 1 2018



Signature

Lionel F. Conacher
Name: Please print or type

Destination XL Group, Inc.
Business Relationships Questionnaire

Have you, or your spouse or dependents, had any actual or proposed direct or indirect business relationships with KPMG, or have you provided services to KPMG during the period from January 29, 2017 through the date of this questionnaire?

Please circle your response: Yes or No

If yes, please describe the relationship and any fees or revenues received or receivable?

The answer to the foregoing question is correctly stated to the best of my knowledge and belief.

Signature 

Print Name Lionel F. Conacher

Date May 1, 2018

Definitions for Purposes of This Questionnaire

- | | |
|--------------------------------|---|
| Dependent | - means any person who received more than half of their support for the most recent calendar year from the relevant individual. |
| Direct business relationship | - when an individual or entity enters into a business relationship as one of the principal parties to that relationship. |
| Indirect business relationship | - when a third party controlled by the individual or entity enters into a business relationship as one of the principal parties to that relationship. This includes instances when, for example, a trust or personal holding company controlled by an individual enters into a business relationship. |

Name: John L. Flood

CONFIDENTIAL

DESTINATION XL GROUP, INC.

**Questionnaire for
Potential Director Nominees**

Please review this Questionnaire and answer accurately (in ink other than black). **Please be sure that every question in this Questionnaire is answered; if the answer to any question is "None" or "Not Applicable," please so state.** If the space supplied is insufficient to answer any question, please attach extra sheets of paper. The Appendix at the back of this Questionnaire explains the meaning of certain terms used in the Questionnaire.

Please sign, date and return the completed Questionnaire to the Legal Department, 555 Turnpike Street, Canton, Massachusetts 02021 as soon as possible.

If you have questions as to any terminology used in this Questionnaire or as to the significance of any particular fact or situation, please contact Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or at klehmann@dxlg.com.

Thank you for your assistance.

PART I
PERSONAL AND PROFESSIONAL HISTORY
(Reg. S-K, Item 401)

1. Basic Information

Name: JOHN L. FLOOD
Date of Birth: 07/31/1957
Home Address: 22695 Murray Street
Shorewood, MN 55331
Home Telephone: (612) 202-7677
Work Address: 222 S. 9th Street
Suite 350
Work Telephone: Minneapolis, MN 55402
612-334-6300
Email: jflood@craig-hallum.com

2. Directorships

- a. Are you (or have you been at any time during the last five years) a director of any company which has a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, is subject to the periodic reporting requirements of Section 15(d) of such Act, or is registered as an investment company under the Investment Company Act of 1940?

Yes No

- b. If so, please list each such company.

3. Business Experience Since February 1, 2013

Please describe your business experience, principal occupations and employment from February 1, 2013 to the present. You need not repeat any information given in answer to Question 2. Give dates to the nearest month. Give the name and a brief description of the principal business of any company or other organization for which you worked and state whether the company is a parent, subsidiary or other affiliate of the Company, if applicable. Give enough information about the nature of your responsibilities in your prior positions (e.g., size of operation supervised) to enable the reader to assess the level of your professional competence.

| Period (please indicate month/year of start date and end date) | Company or Other Organization | Parent, Subsidiary or Other Affiliate of the Company | Principal Business | Position and Responsibilities |
|---|----------------------------------|--|------------------------------|--|
| 9/1/2002 | Craig-Hallum | Capital Corp | Investment Bank Brokerage | Chairman & Mgr Partner Day to Day Mgmt Built Transitional Sale force Heavily involved in Capital Markets & Investment Banking |

4. Family Relationships to Other Company Officers or Directors

- a. Are you related by blood, marriage or adoption to any other person who is a director or officer of the Company or who has been nominated or chosen to become one? (For purposes of this question only, include any such family relationship not more remote than first cousin.)

___ Yes No

- b. If so, please provide the following information:

| <u>Name of Relative</u> | <u>Relationship</u> |
|-------------------------|---------------------|
|-------------------------|---------------------|

5. Arrangements, Understandings, or Contracts

- a. Were you selected or are you to be selected to become a director or officer of the Company as the result of any arrangement, understanding or contract between yourself and any other person?

___ Yes No

- b. If so, please give the name(s) of such person(s) and describe the arrangement or understanding.
- c. Are there any agreements or arrangements between you and any person or entity other than the Company relating to compensation or other payment in connection with your service as a director of the Company?
 Yes No
- d. If so, please give the name(s) of such person(s)/entity and describe the material terms of the arrangement or understanding.

6. Involvement in Certain Types of Legal Proceedings

- a. Since February 1, 2008, have you (1) filed a bankruptcy or insolvency petition, (2) been the subject of such a petition filed by someone else, (3) had any business or property put in receivership, (4) been a partner or former partner of a partnership subject to such a petition or receivership, or (5) been an officer or former officer of a corporation or other organization subject to such a petition or receivership?
 Yes No
- b. Since February 1, 2008, have you been convicted in any criminal proceeding (excluding traffic violations)?
 Yes No
- c. Are you a named subject of a pending criminal proceeding (excluding traffic violations)?
 Yes No
- d. Since February 1, 2008, have you ever been enjoined, suspended or otherwise limited by any court or other authority from participating in any of the following activities:
- (1) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant or other person regulated by the Commodity Futures Trading Commission ("C.F.T.C.") or a similar foreign governmental entity, or an associated person of the foregoing?
 Yes No

(2) acting as an investment advisor, underwriter, broker or dealer in securities, or an associated person of any of the foregoing?

___ Yes No

(3) acting as director or employee or otherwise being affiliated with any investment company, bank, savings and loan association, or insurance company?

___ Yes No

(4) engaging in any other activity connected with securities or commodities?

___ Yes No

(5) engaging in any other type of business practice?

___ Yes No

(6) engaging or continuing in any other conduct or practice in connection with any of the above activities?

___ Yes No

(7) associating with any person engaged in any of the above activities?

___ Yes No

e. Since February 1, 2008, have you been found by a court or by the Securities and Exchange Commission (the "SEC") or C.F.T.C. or a similar foreign governmental entity to have violated any foreign, federal or state securities law or commodities law (whether or not the finding or judgment was subsequently reversed, suspended or vacated)?

___ Yes No

f. Since February 1, 2008, have you been the subject of, or a party to, any foreign, federal or state judicial or administrative order, judgment, decree or finding relating to an alleged violation of:

(1) any foreign, federal or state securities or commodities law or regulation?

___ Yes No

(2) any law or regulation respecting financial institutions or insurance companies, including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order?

Yes No

(3) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity?

Yes No

g. Since February 1, 2008, have you been the subject of, or party to, any sanction or order of any self-regulatory organization, any registered entity, or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member?

Yes No

h. Since February 1, 2008, have you been subject to any judicial or administrative proceeding before any court, commission (including the SEC or C.F.T.C.), board or other government agency concerning any matter similar in nature to the matters described in parts d., e., f. and g. of this question which did not result in a judgment or finding or is now pending?

Yes No

i. To your knowledge, since February 1, 2008, have you been subject to any investigation by any government agency or body concerning any matter similar in nature to the matters described in parts d., e., f. and g. of this question which did not result in the institution of judicial or administrative proceedings or is now pending?

Yes No

j. Since February 1, 2008, have you been named in, or found liable or guilty in, any civil or criminal proceeding or investigation by any foreign, federal or state governmental agency alleging fraud or breaches of any duties to shareholders or other constituents of a company?

Yes No

k. Since February 1, 2008, have you been subject to any order, judgment or decree that restrains or enjoins you from engaging or continuing to engage in any conduct or practice: (i) in connection with the purchase or sale of any security, (ii) involving the making of any false filing with the SEC or similar foreign governmental entity or (iii) arising out of the conduct of the business of an underwriter, broker, dealer or municipal securities dealer, investment advisor or paid solicitor of purchasers of securities?

Yes No

l. Since February 1, 2008, have you been subject to a United States Postal Service false representation order?

Yes No

- m. Are you subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes No

- n. Have you been involved in, or has any inquiry, investigation, lawsuit or disciplinary action been initiated against you by any regulatory or professional organization, including, but not limited to, the SEC, any state securities commission, FINRA (formerly NASD) or any foreign regulatory authority?

Yes No

- o. Do you know of any inquiry, investigation, lawsuit or disciplinary action initiated against the Company, any of its officers, directors, principals, associates, affiliates, predecessors or five percent stockholders by any regulatory organization including, but not limited to, the SEC, any state securities commission, FINRA (formerly NASD) or any foreign regulatory authority?

Yes No

- p. If your answer to any of the above questions is "Yes," please describe in detail what happened. Please name all persons involved, give the court and/or agency docket number of the proceeding, and provide any other information that might explain or aid in understanding your involvement in the proceeding.

7. Do you consent to being named in the Proxy Statement and agree to serve as a director if elected?

Yes No

**PART II
COMPENSATION
(Reg. S-K, Item 402)**

8. The Company will review its records to gather information on all compensation paid to you by the Company and its subsidiaries. The following questions are intended to help ensure that all compensation is identified and to otherwise assist in the Company's review.

- a. During the last fiscal year, did you receive any compensation as a director or officer of the Company from any person other than the Company or its subsidiaries?

Yes No

If yes, please describe.

- b. Please describe any consulting fees earned from, or paid or payable by the Company and/or its subsidiaries to you, including through joint ventures. If none, please so indicate.

None

Per e-mail from John Flood 05/01/18

- c. Do you have an employment agreement with the Company or any of its subsidiaries? If so, please describe.

Yes No

- d. Do you have any agreement or arrangement with the Company or its subsidiaries, or does the Company or its subsidiaries have any plan, under which you will receive any payment at, following or in connection with your resignation, retirement or other termination of your employment or from a change in control of the Company or a change in your responsibilities following a change in control? If so, please describe.

Yes No

- e. Please describe any other compensation (regardless of amount) earned or paid to you during the last fiscal year that is not already reported in this Question 8 (including compensation related to transactions between the Company or any of its subsidiaries and any third party from which you or any Immediate Family member receives compensation). If none, please so indicate.

None

PART III
TRANSACTIONS WITH THE COMPANY OR ANY SUBSIDIARY
(Reg. S-K, Item 404(a))

The questions in this section are designed to assist the Company in identifying the existence of any "related party transactions", including a transaction that would be required to be disclosed in the

Company's proxy statement. The SEC requires the Company to include information that relates to transactions involving your Immediate Family members. Please refer to the definition of "Immediate Family" in Appendix A below in connection with your responses to these questions. Please also complete the attached *Annex A*, which is a list of your Immediate Family members. This is intended to help you respond to the questions below.

9. Since the beginning of fiscal 2017 (i.e., January 29, 2017), have you, any Associate of yours or any member of your Immediate Family had, or do you propose to have, any interest, directly or indirectly, in any transaction (or series of similar transactions) in which the Company, any of its subsidiaries or any of their pension, retirement or similar plans was or is to be a participant and the amount involved in such transaction exceeds \$120,000? Please note you are deemed to have an indirect interest in a transaction between the Company and any entity of which you Beneficially Own ten percent or more of its equity interests. If you answer "yes" to this question or the following question, please note that additional follow-up may be necessary.

Yes No

If yes, for each such transaction, please provide the following information:

- the name of such person;
 - a description of the relationship to you and the Company;
 - the nature of such person's interest in the transaction(s) (including such person's position(s) or relationships(s) with, or ownership in, a firm, corporation, or other entity that is party to, or has an interest in, such transaction);
 - when such transaction(s) occurred or will occur;
 - the amount of such transaction(s); and
 - the amount of such person's interest in the transaction(s) (without regard to profit or loss).
10. If you, any Associate of yours or any member of your Immediate Family is or was at any time since the beginning of fiscal 2017, or proposes to be, engaged, directly or indirectly, in any financial transaction (or series of similar transactions), arrangement or relationship (including any indebtedness or guarantee of indebtedness) in any amount involving the Company, any of its subsidiaries or any of their pension, retirement or similar plans as a participant, please indicate below the name of such person and indicate such person's relationship to you and the Company, the nature of the debt, the largest aggregate amount outstanding during the Company's last fiscal year, the amount outstanding at February 3, 2018, the amount of principal paid during the Company's last fiscal year, the amount of interest paid during the Company's last fiscal year, and the rate of interest paid or charged thereon.

Not applicable

I disclose the following: _____

11. Do you or any of your Associates have any interest, direct or indirect, by security holdings or otherwise, in any matters to be acted upon at the 2018 Annual Meeting (other than elections to office or interests under option or retirement plans)? If yes, please describe such interest.

____ Yes No

PART IV
LEGAL PROCEEDINGS
(Reg. S-K, Item 103, Instruction 4)

12. Interests Adverse to the Company

- a. Are you or any of the following persons a party adverse to the Company or any of its affiliates, or do you or any such person hold an interest adverse to the Company or any of its affiliates, in any legal proceeding?

i. You?

____ Yes No

ii. Your spouse, or any relative of you or your spouse who lives in your home or who is a director or officer of the Company?

____ Yes No

iii. Any corporation or organization of which you are a director, officer or partner?

____ Yes No

iv. Any corporation or organization of which you are, directly or indirectly, the Beneficial Owner of five percent or more of any class of equity securities?

____ Yes No

v. Any trust or estate in which you have a beneficial interest or of which you are a trustee or fiduciary?

____ Yes No

- vi. To your knowledge, any person or any partnership, syndicate or other group who or which is the Beneficial Owner of more than five percent of the outstanding shares of any class of the Company's voting securities?

Yes No

- vii. Any member of the Immediate Family of any of the foregoing persons?

Yes No

If your answer to any of the above questions is "Yes," please provide the following information for each such legal proceeding: (1) name of court or agency, (2) date proceeding was instituted, (3) principal parties to proceeding, (4) a description of the factual basis alleged to underlie the proceeding, (5) the relief sought, and (6) your relationship, if any, to each of the parties to the proceeding.

- b. Do you know of any legal, regulatory or administrative proceeding brought or contemplated by any governmental authority (including but not limited to antitrust price-fixing, tax, environmental, copyright or patent litigation) to which you, the Company or any subsidiary of the Company is or may be a party or of which the property of the Company or any subsidiary of the Company is subject?

Yes No

If your answer is yes, please provide a description below:

PART V
SECURITY OWNERSHIP
(Reg. S-K, Item 403)

13. Interests in the Company's Securities (see Appendix A)

- a. Do you Beneficially Own, or have the right to acquire (for example, through the exercise of an option or pursuant to the power to revoke a trust) Beneficial Ownership with respect to, any equity securities of the Company or any of its affiliates:

- (1) Directly?

Yes No

- (2) Indirectly through your spouse, any minor child of yours, or any relative of you or your spouse who lives in your home?

Yes No

- (3) Indirectly through any corporation of which you or any member of your Immediate Family is a director, officer or partner?
 Yes No
- (4) Indirectly through any corporation of which you or any member of your Immediate Family is, directly or indirectly, the Beneficial Owner of five percent of any class of equity securities?
 Yes No
- (5) Indirectly through any trust or estate in which you or any member of your Immediate Family has a beneficial interest or of which you or any member of your Immediate Family is a trustee or fiduciary?
 Yes No
- (6) Jointly?
 Yes No

- b. If your answer to any portion of Question 13a is "Yes," please provide the following information.

| A Class of <u>securities</u> | B Amount Owned <u>Beneficially</u> ¹ | C Of amount shown in column B, number of shares with respect to which you have the right to acquire Beneficial Ownership <u>within 60 days</u> ² | D Nature of Beneficial <u>Ownership</u> ³ | E Direct or indirect <u>ownership</u> ⁴ |
|------------------------------------|---|--|---|--|
|------------------------------------|---|--|---|--|

¹ Includes shares deemed to be Beneficially Owned as specified in Appendix A.

² See Appendix A. State nature of right to acquire Beneficial Ownership (for example, "subject to option").

³ For all shares listed, state whether you have (a) sole voting power, (b) shared voting power, (c) sole investment power or (d) shared investment power. If you share voting or investment power, please identify the person with whom such power is shared and describe the arrangement or agreement under which it is shared.

⁴ If shares are owned directly, so state. If shares are owned indirectly, state the nature of such indirect ownership (for example, "by wife").

- c. With respect to any securities listed in your answer to Question 13b, do you wish to disclaim Beneficial Ownership thereof?

Yes No

If so, please indicate the class and amount of securities as to which you are disclaiming Beneficial Ownership.

Class of Securities

Amount

- d. Do you know of any person, company or group who or which is the Beneficial Owner or pledgee of more than five percent of the outstanding shares of any class of the Company's voting securities or who or which has the right to acquire Beneficial Ownership of more than five percent of any class of such securities?

Yes No

If so, please state the name of such person, company or group.

- e. To your knowledge, do any holders of more than five percent of any class of the Company's voting securities hold such securities pursuant to any voting trust or similar agreement?

Yes No

If so, please state the name(s) and address(es) of the voting trustee(s).

- f. Are any of the shares Beneficially Owned by you, as described in 13a and 13b above, held in a margin account or otherwise pledged as security or collateral? If so, briefly describe the details below and indicate the number of shares pledged as security.

Yes No

14. Changes in Control

- a. Are you aware of any arrangements, including any pledge of securities of the Company or any of its affiliates or subsidiaries that have resulted in, or may at a later date result in, a change in control of the Company?

Yes No

- b. If so, please describe.

PART VI

PAYMENTS TO FOREIGN OFFICIALS AND IRAN RELATED ACTIVITIES

15. Payments to Foreign Officials or Institutions

- a. Have you made any payment or offer to pay any money or anything of value to any foreign official, foreign political party, foreign party official, or candidate for foreign political office for the purpose of:

- (1) influencing any act or decision of such foreign person or institution, or
(2) inducing such foreign person or institution to influence any act or decision of a foreign government,

in order to assist the Company or any other person or entity to obtain or retain business for or with any person or to direct business to any person?

Yes No

- b. Have you made any offer of any money or anything of value to any person, foreign or domestic, while knowing or having reason to know that all or part of the money or value offered would be used for the purposes described in Question 15a?

Yes No

16. Iran Related Activities:

- For purposes of this Question 16, "affiliate" includes any U.S. or foreign entity that you directly or indirectly control (i.e. have the power to direct or cause the direction of the management and policies of that entity through ownership of voting securities by contract, or otherwise).

- We also request that you inform us immediately if you or any of your affiliates engages, or plans to engage, in any of the activities described below at any time during the current fiscal year or thereafter.
- a. During the past two years, have you or any of your affiliates engaged in any transactions with, relating to, or benefiting Iran, its government (including its agencies, political subdivisions, and any entity controlled by it or acting on its behalf), or any persons or entities in Iran, whether such transactions are direct or indirect?

_____ Yes No

PART VII
COMPENSATION COMMITTEE INTERLOCKS
 (Reg. S-K, Item 407(e)(4))

17. Compensation Committee Matters

Did you at any time during fiscal 2017 serve as an executive officer of another company which had as a member of its compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the Board of Directors) an executive officer of the Company?

_____ Yes No

If yes, please identify the other company, your position with such other company, the Company executive officer in question and his position with such other company: _____

18. Officer Membership on Other Boards and Committees

- a. Did you at any time during fiscal 2017 serve as a member of the compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another company, one of whose executive officers served on the compensation committee of the Company?

_____ Yes No

If yes, please identify the other company, your position with such other company, and the member of the Company's compensation committee in question: _____

- b. Did you at any time during fiscal 2017 serve as a member of the Board of Directors of another company, one of whose executive officers served on the compensation committee of the Company?

Yes No

If yes, please identify the other company and the member of the Company's compensation committee in question: _____

- c. Did you at any time during fiscal 2017 serve as a member of the compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another company, one of whose executive officers served as a director of the Company (but not necessarily a member of the compensation committee of the Company)?

Yes No

If yes, please identify the other company, your position with such other company, and the member of the Company's Board of Directors in question: _____

PART VIII
AUDIT COMMITTEE FINANCIAL EXPERTISE

19. Financial Expertise

- a. Do you have education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or in a position that involves the performance of similar function?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

- b. If your answer to Question 19 is "No," have you held a position in which you gained experience in one or more positions that involve the performance of functions similar to those that are performed by principal financial officers, principal accounting officers, controllers, public accountants or auditors?

Yes No

Per e-mail from John Flood 05/01/18

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

20. Supervisory Role

- a. Do you have experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions?

Yes No

As Chairman & Managing Partner of Craig-Hallum had daily interaction and decision making and directive with our CFO

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

From 1997 to present worked at Craig-Hallum Capital LLC, an institutional broker-dealer and investment bank founded in 1997. Served at different times as Chairman, Managing Partner, and Senior Advisor with duties commensurate with those titles.

- b. Do you have experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements?

Yes No

I interact with many CFO's & CEOs that we write research on, recommending or not recommending to own equity in their companies.

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

From 1997 to present worked at Craig-Hallum Capital LLC, an institutional broker-dealer and investment bank founded in 1997. Served at different times as Chairman, Managing Partner, and Senior Advisor with duties commensurate with those titles.

Experience

- a. Do you have any other relevant experience through which you gained:

- (1) an understanding of generally accepted accounting principals ("GAAP") and financial statements?

Yes No

- (2) the ability to assess the general application of GAAP in connection with the accounting for estimates, accruals and reserves?

Yes No

Internally with reserves & accruals

- (3) experience preparing, auditing, analyzing or evaluating financial statements that present the breadth and level of accounting issuer that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising one or more persons engaged in such activities?

Yes No *Again we and I analyze financial statements every day.*

(4) an understanding of internal controls and procedures for financial reporting?
 Yes No

(5) an understanding of audit committee functions?
 Yes No *Interaction with Audit Committee Chair's & Participants*

If your answer is "Yes" with respect to any of items (i) through (v) above, please provide a general statement of support with respect to each answer:

22. Finance or Accounting Degree

Do you have an advanced degree in finance or accounting?

Yes No *~~B.A.~~ BSM Management with an emphasis in Finance*

If so, please describe the advanced degree, the name of the institution where you earned such degree and the year in which you received such degree:

23. Certified Public Accountant

Are you a certified public accountant, or the equivalent, in good standing?

Yes No

If so, please state the period during which you actively practiced as a certified public accountant (or the equivalent):

24. Accounting or Financial Expertise

Are you certified or otherwise identified as having accounting or financial expertise by a recognized private body that establishes and administers standards in respect of such expertise, and in good standing?

Yes No

If so, please (i) describe the nature of such certification, (ii) identify the administering body and (iii) state the period during which you have been so certified:

25. Laws and Regulations

Please provide a general statement describing your level of familiarity and experience with (i) all applicable laws and regulations regarding the preparation of financial statements of public companies and (ii) reviewing, preparing, auditing or analyzing financial statements of public companies:

Vaguely familiar

26. Other Relevant Qualifications or Experience

To the extent not covered by Questions 19-25 above regarding your experience in evaluating the financial statements of public companies, please provide a description of any of your other relevant qualifications or experience that would assist the Company in evaluating your ability to understand and evaluate the Company's financial statements and its other financial information and to make knowledgeable and through inquiries whether (i) the Company's financial statements "fairly present" its financial condition, results of operations and cash flows in accordance with GAAP; and (ii) the Company's financial statements and other financial information, taken together, "fairly present" the Company's financial condition, results of operations and cash flow:

We write research on over 250 public companies.
I evaluate hundreds of others to see if they
make sense for us to get involved with through
either research, banking or lending capital markets
expertise.

I consent to being named in the Company's Proxy Statement and Annual Report and other solicitation materials, if so nominated as a director of the Company. I confirm my understanding that the provisions of the Company's governing documents must be complied with and satisfied in order for me to qualify, and be properly nominated as, a director of the Company, including the provisions of Section 4.15 of the Fourth Amended and Restated By-Laws of Destination XL Group, Inc. The answers to the foregoing questions are complete and accurate in all respects to the best of my knowledge and belief. I will notify the Company promptly if any of my responses change. In the absence of notice from me concerning any changes in the foregoing answers following the date of this Questionnaire, the Company is to understand that the information appearing in this Questionnaire remains, to the best of my knowledge, accurate and complete.

JOHN L. FLOOD
(Print full name.)
John L. Flood
(Signature)

Dated: 4/30, 2018

Definition of "Beneficial Ownership"

The SEC has adopted a definition of "beneficial ownership," as used in this Questionnaire, that is different from the one with which you may be familiar in the context of insider trading. Securities owned "beneficially" would include not only securities held by you for your own benefit, whether in bearer form or registered in your own name or otherwise, but also securities held by others for your benefit (regardless of whether or how they are registered) such as, for example, securities held for you by custodians, brokers, relatives, executors, administrators, or trustees, and securities held for your account by pledgees, securities owned by a partnership in which you are a member, and securities owned by any corporation which is or should be regarded as a personal holding corporation of yours.

The SEC's definition of "beneficial ownership" provides generally that:

(a) A person "beneficially owns" a security if he or she, directly or indirectly, has or shares voting power (i.e., the power to vote, or to direct the voting of such security) and/or investment power (i.e., the power to dispose or to direct the disposition of such security) whether through any contract, arrangement, understanding, relationship or otherwise.

(b) A person is also deemed to be the beneficial owner of a security if he or she has the right to acquire such security within 60 days including any right to acquire such a security during that time period (a) through the exercise of any option, warrant or right; (b) through the conversion of a security; (c) pursuant to the power to revoke a trust, discretionary account or similar arrangement; or (d) pursuant to the automatic termination of a trust, discretionary account or similar arrangement.

In the view of the SEC, any person or entity that controls, or has the power to control, a beneficial owner is itself a beneficial owner with respect to the securities owned by the controlled person or entity. Thus, for example, a parent company would be the beneficial owner of securities owned by a subsidiary over which it has control. The term "control" means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting securities, by contract or otherwise.

Please note that under the definitions set forth above, there may be more than one beneficial owner of the same security, such as when a person places securities in a revocable discretionary account with a trustee or investment adviser who can vote or dispose of the securities; in that case, the individual would have investment power since he or she could revoke the arrangement and the trustee or investment adviser would have voting power and investment power. Thus, both the individual and the investment adviser would have beneficial ownership of the same securities.

Definition of "Executive Officer"

When used in reference to any company or business entity, "executive officer" means the chief executive officer, president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function or any other person who performs similar policy making functions for the company. (Executive officers of subsidiaries may be deemed executive officers of the company if they perform such policy making functions for the company.)

Definition of "Immediate Family"

A person's "immediate family" includes such person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law (whether by blood or adoption), or anyone residing in such person's home (other than a tenant or employee).

Definition of "Associate"

The term "associate," as used in this Questionnaire, means:

1. any corporation or organization (other than the Company or a majority-owned subsidiary of the Company) of which you are an officer or partner or are, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities;
2. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as trustee or in a similar fiduciary capacity; and
3. your spouse, or any relative of you or your spouse, who lives with you, or who is a director or officer of the Company or any of its parents or subsidiaries.

Immediate Family Members

| <u>Relationship</u> | <u>Name</u> | <u>Employer</u> | <u>Title</u> | <u>Board Memberships</u> |
|---|----------------------|-----------------------------------|--------------|--------------------------|
| Spouse | | | | |
| Children | JOHN R. FLOOD II | Confidential Resource Development | Accountant | |
| Step-children | JUSTIN T. FLOOD | Sutter Wine + Spirits | Sales | |
| Sons-in-law | CHRISTOPHER J. FLOOD | | not employed | |
| Daughters-in-law | | | | |
| Parents | | | | |
| Step-parents | | | | |
| Parents-in-law | | | | |
| Siblings | No Affiliations | | | |
| Brothers-in-law | | | | |
| Sisters-in-law | | | | |
| Other persons sharing your household (other than tenants and employees) | | | | |

NAME: _____ JOHN FLOOD _____

DESTINATION XL GROUP, INC.

QUESTIONNAIRE FOR DIRECTORS REGARDING INDEPENDENCE

Response Mechanics: Please review this Questionnaire and answer accurately (in ink other than black). Please be sure that every question in this Questionnaire is answered; if the answer to any question is "None" or "Not Applicable," please so state. If the space provided for answers is inadequate, please use attachments to provide the additional detail. Unless otherwise stated, answers should be given as of the date on which you complete this Questionnaire. A limited number of questions may appear to overlap. Accordingly, you should feel free to cross-reference your answers in order to avoid repeating information.

Purpose of Responses: The questions below are designed to elicit a variety of information that could be useful to the Board in determining the "independence" of its Directors. In making this determination, the Board will be guided by a few specific requirements, but otherwise will need to rely on broad general principles and its own collective judgment. Unless one of several objective factors causes a Director not to be "independent" under Nasdaq requirements, the question for the Board will be whether one or more current, and in some cases certain former, relationships that involve the Company or members of its management, taken as a whole, cause the Director not to be "independent." In this regard, the New York Stock Exchange (solely for informational purposes given that the Company is an Nasdaq-listed company) has stated that:

"it is not possible to anticipate, or explicitly to provide for, all circumstances that might signal potential conflicts of interest, or that might bear on the materiality of a director's relationship to a listed company. . . Accordingly, it is best that boards making 'independence' determinations broadly consider all relevant facts and circumstances. In particular, when assessing the materiality of a director's relationship with the company, the board should consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others."

Materiality and Significance – Some Information on Standards: Because neither Nasdaq nor applicable law and regulations have specifically stated what "material" means in this context, the Board will need to apply a broad, common law standard of materiality: *whether a reasonable investor would attach importance to the existence of the relationship in determining that the Director in question was not independent.* For purposes of completing this Questionnaire, it is important to note not only that a single significant relationship may be material, but also that multiple relationships which individually are not significant may, collectively, be material when viewed as a whole. Wherever possible this Questionnaire attempts to define in context what is "material," but in many instances it is simply not possible to give a bright-line standard for you to apply. In those instances, please keep in mind that the Board, in making its determination needs more, rather than less information so that it can put itself in the shoes of the "reasonable investor." When the facts might lend themselves to multiple interpretations from the "reasonable investor" standard, it is appropriate for the Board as a whole, rather than each individual

Director, to reach a judgment as to materiality. In some instances, this Questionnaire uses the term "significant," which is intended to cast a broader net than the term "material" while still allowing you to use your discretion in responding. In all events, if you have any doubts as to disclosure, please err on the side of disclosing what may arguably be "insignificant" or "immaterial" relationships, so as to enable the Board to make the most accurate and informed of determinations.

Use of Responses, Company Information Assistance: The information solicited by this Questionnaire will be used by the Board to comply with legal and Nasdaq requirements that have become the focus of much public attention and are closely monitored by institutional investors. Each Director has a vested interest in the process being as complete and thorough as possible. At the same time, the Board is well aware that it would be unduly burdensome to require each Director to disclose every single relationship, no matter how routine or insignificant or incidental, which may have any bearing on any of the questions in this Questionnaire. Therefore, in addition to asking you to make your own judgment as to whether any specific relationship is of the kind as to which a reasonable investor would want more information, the Board is prepared to make available Company data and resources to assist you in ascertaining whether specific entities with whom you or your immediate family or affiliates have a relationship also have a relationship with the Company or its management or affiliates.

Some Defined Terms: For purposes of this Questionnaire, the following terms have the following meanings unless otherwise noted:

- **"Immediate family"** member means any of the following: your spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than persons employed by you) who shares your home.
- **"Affiliate"** means, with respect to any person, any person, directly or indirectly through one or more intermediaries, controlling, controlled by or under common control with such person.
- **"Control,"** when used with respect to any person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms **"controlling"** and **"controlled"** have meanings correlative to the foregoing.

Please note that the definitions of **"affiliate"** and **"control"** are not necessarily objective definitions and you should therefore be over inclusive in your assessment of whether a person has been or is **"affiliated"** with another person, including the Company.

Please note that Nasdaq Listing Rules and the Securities and Exchange Commission rules effectively require the Company to monitor the independence of directors and members of the Audit Committee, Compensation Committee and Nominating/Corporate Governance committee throughout the year. As a result, if there is any change or proposed change in the facts on which your answers to this questionnaire are based, it is important that you notify Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or via email (klehmann@dxlg.com) as soon as possible.

Thank you for your attention in completing this important Questionnaire.

I. BACKGROUND

1. Do you serve on the board of directors of other companies?

Yes _____ No _____

IF YES, please provide a complete description of this service. However, in the event you serve on a number of "**affiliated**" or related entities, please feel free to list the "Parent" or similar entity with a general reference to the other entities.

2. Are you, or is any member of your "**immediate family**," now employed, or have you or any member of your "**immediate family**" been employed within the last three years, as an executive officer of another company for which any of the Company's current executive officers serve or served at the same time on the other company's compensation committee?

Yes _____ No _____

IF YES, please provide a complete description of this relationship.

II. EMPLOYMENT

1. Since January 1, 2015, have you (or any member of your "**immediate family**") been employed by the Company or any of its subsidiaries or predecessors?

Yes _____ No _____

IF YES, please provide a complete description of this employment.

2. Since January 1, 2015, have you or any member of your "**immediate family**" received more than \$120,000 per year in direct compensation or other payments from the Company or any of its subsidiaries or predecessors, in any capacity, other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes _____ No _____

IF YES, please provide a complete description of this compensation or other payment and related services for the Company or any of its subsidiaries or predecessors.

3. Since January 1, 2015, have you (or any member of your "**immediate family**") had any personal services contract(s) with the Company or any of its subsidiaries or predecessors?

or a member of senior management of the Company or any of its subsidiaries or predecessors?

Yes _____

No _____

IF YES, please provide a complete description of this arrangement. You may attach a copy or an existing summary of the contract(s).

III. THIRD PARTY RELATIONSHIPS

1. Since January 1, 2015, have you (or any member of your "**immediate family**") been an executive officer, employee, partner or controlling stockholders of a company that makes payments to, or receives payments from, the Company or any of its subsidiaries or predecessors for property or services in an amount which, in any single fiscal year, exceeds the greater of \$200,000 or 5% of such other company's consolidated gross revenues?

Yes _____

No _____

IF YES, please provide a complete description of this service or employment relationship.

2. Since January 1, 2015, have you had any ongoing business or professional relationship with the Company or any of its subsidiaries or predecessors (other than service as a Director of the Company), whether or not material in an economic sense, that involves continued dealing with management, such as the relationship between the Company and any investment banker, financial advisor, accounting or consulting firm, public or investor relations firm, or legal counsel?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

3. Since January 1, 2015, have you (or any member of your "**immediate family**") had any material business or professional relationship with either:
- (a) the Company or any of its subsidiaries or predecessors (other than service as a Director of the Company); or
 - (b) a member of senior management of the Company or any of its subsidiaries or predecessors (whether related to such member's duties and responsibilities as an employee of the Company or his or her personal business/finances)?

For purposes of this question, you should assume that any gross revenue should be considered "material" if it exceeds 5% of your (or any member of your "**immediate**

family's") (i) annual gross income, derived from all sources, during either of the last two years, or (ii) net worth, on a fair market value basis. At the same time, a relationship may be material, even if it does not cross this threshold, if it is otherwise significant for you or a member of your "immediate family," either individually, or when viewed in the context of other relationships, or when taken together with multiple relationships involving you and your "immediate family" as a whole.

Yes _____ No _____

IF YES, please provide a complete description of this relationship.

4. Since January 1, 2015, have you (or any member of your "immediate family") performed services or been employed by or a representative of or "affiliated" with any firm or organization, or received any financial benefit from any such firm or organization, providing services (including, without limitation, professional advisory, financial consultation, tax, or legal counsel services) for the Company or any of its subsidiaries or predecessors or a member of senior management of the Company or any of its subsidiaries or predecessors?

Yes _____ No _____

IF YES, please provide a complete description of this service or employment relationship.

5. Since January 1, 2015, have you (or has any member of your "immediate family") been a controlling shareholder, member of the board of directors or trustees of, general partner of, an executive officer of or otherwise "affiliated" with a customer, supplier or service provider of the Company or any of its subsidiaries or predecessors?

Yes _____ No _____

IF YES, please provide a complete description of this relationship.

6. Since January 1, 2015, have you (or any member of your "immediate family") been employed by, on the board of directors or trustees of, or otherwise "affiliated" with a not-for-profit entity that receives direct and/or significant contributions from the Company or any of its subsidiaries or predecessors, including any members of any such Company's senior management, or any foundation or similar entity established by or on the behalf of any of the foregoing?

Yes _____ No _____

IF YES, please provide a complete description of this relationship.

7. Are you (or any member of your "immediate family") now a current partner of our independent auditors, or did you or a family member at any time within the three years prior to the date you sign this Questionnaire, work on our company's audit as a partner or employee of our independent auditors?

Yes _____ Not sure. My son Chris worked for KPMG 2016-2017 No

IF YES, please provide a complete description of this relationship.

IV. AUDIT COMMITTEE MATTERS

1. Since January 1, 2015, have you been "affiliated" with or employed by, or has any member of your "immediate family" been "affiliated" with or employed in a professional capacity by, a present or former internal or external auditor of the Company or any of its subsidiaries or predecessors?

Yes _____ x see above _____ No _____

IF YES, please provide a complete description of this relationship or involvement.

My son Chris worked for KPMG 2016-2017

2. Since January 1, 2017, have you received or do you currently have the right to receive, directly or indirectly, any consulting, advisory, or other compensatory fees, including any fees paid, directly or indirectly, for services as a consultant or a legal or financial advisor (including fees paid to your firm even if you are not the actual service provider), regardless of the amount, from the Company or any of its subsidiaries or predecessors other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes _____ No _____ x _____

IF YES, please provide a complete description of this compensation.

3. Since January 1, 2015, have you owned, been employed by, or served as a director (or in a similar capacity) of any entity that accepted any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries or predecessors?

Yes _____ No _____ x _____

IF YES, please provide a complete description of this compensation.

4. Since January 1, 2017, have you been an “affiliated person” of the Company or any subsidiary thereof? **For purposes of this question only, “affiliated person”** of the Company or any subsidiary thereof means (A) with respect to any person, any person directly, or indirectly through one or more intermediaries, controlling, controlled by, or under common control with such person; (B) any executive officer of any “affiliate”; (C) any director who also is an employee of an “affiliate”; (D) any general partner of an “affiliate”; and (E) any managing member of an “affiliate.”¹

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

V. COMPENSATION COMMITTEE MATTERS

1. Since January 1, 2017, have you received or do you currently have the right to receive, directly or indirectly, any consulting, advisory, or other compensatory fees, including any fees paid, directly or indirectly, for services as a consultant or a legal or financial advisor (including fees paid to your firm even if you are not the actual service provider), regardless of the amount, from the Company or any of its subsidiaries or predecessors other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes _____

No _____

IF YES, please provide a complete description of this compensation.

2. Since January 1, 2015, have you owned, been employed by, or served as a director (or in a similar capacity) of any entity that accepted any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries or predecessors?

Yes _____

No _____

IF YES, please provide a complete description of this compensation.

3. Since January 1, 2017, have you been an “affiliated person” of the Company or any subsidiary thereof? **For purposes of this question only, “affiliated person”** of the Company or any subsidiary thereof means (A) with respect to any person,

¹ Please note, the Securities and Exchange Commission has adopted a presumption that a person who is not an executive officer or the direct or indirect beneficial owner of 10% or more of any class of voting equity securities of the listed company or of an entity that controls, is controlled by or is under common control with the Company will not be deemed to be an “affiliated person.”

directly, or indirectly through one or more intermediaries, controlling, controlled by, or under common control with such person; (B) any executive officer of any "affiliate"; (C) any director who also is an employee of an "affiliate"; (D) any general partner of an "affiliate"; and (E) any managing member of an "affiliate."²

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

4. With respect to any compensation consultant, legal counsel or other adviser (each, a "Consultant") retained by the Compensation Committee in fiscal 2017, did you have, or do you have, any business or personal relationship with such Consultant?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

5. With respect to any Consultant retained by the Compensation Committee in fiscal 2017, do you have any knowledge of, or reason to believe, that there is an actual or potential conflict of interest between (i) yourself or the Company, its directors or its executive officers and (ii) such Consultant?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

VI. MISCELLANEOUS

1. Do you or any member of your "immediate family" have any other relationship (either current or former) with the Company or members of its senior management (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) that **might reasonably be considered significant** to consideration of your **actual or perceived independence** as a Director of the Company? For purposes of illustration, potentially significant relationships could include (without limitation) commercial, industrial, investment management, banking, consulting, legal, accounting, financial, professional, close personal, charitable or familial relationships, among others.

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

² Please note, the Securities and Exchange Commission has adopted a presumption that a person who is not an executive officer or the direct or indirect beneficial owner of 10% or more of any class of voting equity securities of the listed company or of an entity that controls, is controlled by or is under common control with the Company will not be deemed to be an "affiliated person."

In the event that you subsequently learn of any information that would affect the accuracy or completeness of the information that you have previously reported in this Questionnaire, please contact Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or at klehmann@dxlg.com immediately.

Please complete, sign and return the Questionnaire to Kathy Lehmann by PDF or fax at (781) 821-5174.

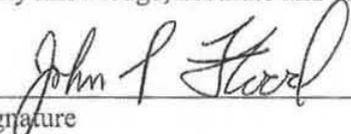
Your signature at the end of this Questionnaire constitutes your consent to the disclosure of the information contained in your answers in the Company's Proxy Statement and Annual Report as and to the extent required by the Securities and Exchange Commission and applicable Nasdaq rules and federal and state securities laws. You should be aware that a director of a registrant who files proxy materials or reports that are false or misleading in any material respect may, among other things, be personally liable to shareholders who have been damaged by the false or misleading statements. Therefore you should answer completely and accurately each part of this Questionnaire.

* * * * *

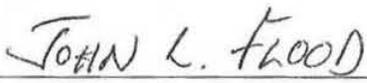
I have attached _____ additional pages to this Questionnaire.

I consent to being named in the Company's Proxy Statement and Annual Report and other solicitation materials, if so nominated as a director of the Company. I confirm my understanding that the provisions of the Company's governing documents must be complied with and satisfied in order for me to qualify, and be properly nominated as, a director of the Company, including the provisions of Section 4.15 of the Fourth Amended and Restated By-Laws of Destination XL Group, Inc. The answers to the foregoing questions are complete and accurate in all respects to the best of my knowledge and belief. I will notify the Company promptly if any of my responses change. In the absence of notice from me concerning any changes in the foregoing answers following the date of this Questionnaire, the Company is to understand that the information appearing in this Questionnaire remains, to the best of my knowledge, accurate and complete.

Dated: _____ 2018



Signature



Name: Please print or type

Destination XL Group, Inc.
Business Relationships Questionnaire

Have you, or your spouse or dependents, had any actual or proposed direct or indirect business relationships with KPMG, or have you provided services to KPMG during the period from January 29, 2017 through the date of this questionnaire?

Please circle your response: Yes or No

If yes, please describe the relationship and any fees or revenues received or receivable?

My son Christopher James Flood worked at KPMG from September 2016 until April of 2018. He resigned earlier in April 2018. _____

_____ I
_____ have not provided any services for KPMG.

The answer to the foregoing question is correctly stated to the best of my knowledge and belief.

Signature

John L. Flood

Print Name

JOHN L. FLOOD

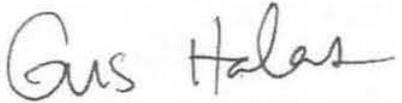
Date

4/30/2018

Definitions for Purposes of This Questionnaire

- | | |
|--------------------------------|---|
| Dependent | - means any person who received more than half of their support for the most recent calendar year from the relevant individual. |
| Direct business relationship | - when an individual or entity enters into a business relationship as one of the principal parties to that relationship. |
| Indirect business relationship | - when a third party controlled by the individual or entity enters into a business relationship as one of the principal parties to that relationship. This includes instances when, for example, a trust or personal holding company controlled by an individual enters into a business relationship. |

CONFIDENTIAL

Name: 

DESTINATION XL GROUP, INC.

Questionnaire for
Potential Director Nominees

Please review this Questionnaire and answer accurately (in ink other than black). **Please be sure that every question in this Questionnaire is answered; if the answer to any question is "None" or "Not Applicable," please so state.** If the space supplied is insufficient to answer any question, please attach extra sheets of paper. The Appendix at the back of this Questionnaire explains the meaning of certain terms used in the Questionnaire.

Please sign, date and return the completed Questionnaire to the Legal Department, 555 Turnpike Street, Canton, Massachusetts 02021 as soon as possible.

If you have questions as to any terminology used in this Questionnaire or as to the significance of any particular fact or situation, please contact Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or at klehmann@dxlg.com.

Thank you for your assistance.

PART I
PERSONAL AND PROFESSIONAL HISTORY
(Reg. S-K, Item 401)

1. Basic Information

Name: GUS D. HALAS

Date of Birth: MARCH 17 1951

Home Address:

202 OAKMONT LADE
WAXHAW N.C. 28173

Home Telephone:

980-245-2461

Work Address:

SAME AS HOME

Work Telephone:

713-823-4660

Email:

GUSHALAS@GMAIL.COM

2. Directorships

- a. Are you (or have you been at any time during the last five years) a director of any company which has a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, is subject to the periodic reporting requirements of Section 15(d) of such Act, or is registered as an investment company under the Investment Company Act of 1940?

Yes No

- b. If so, please list each such company.

3. Business Experience Since February 1, 2013

Please describe your business experience, principal occupations and employment from February 1, 2013 to the present. You need not repeat any information given in answer to Question 2. Give dates to the nearest month. Give the name and a brief description of the principal business of any company or other organization for which you worked and state whether the company is a parent, subsidiary or other affiliate of the Company, if applicable. Give enough information about the nature of your responsibilities in your prior positions (e.g., size of operation supervised) to enable the reader to assess the level of your professional competence.

| <u>Period</u> (please indicate month/year of start date and end date) | <u>Company or Other Organization</u> | <u>Parent, Subsidiary or Other Affiliate of the Company</u> | <u>Principal Business</u> | <u>Position and Responsibilities</u> |
|--|--|---|-------------------------------|--|
| 8/2009 - 5/2015 | CENTRAL GARDEN + PET | | PET + GARDEN PRODUCTS | PRESIDENT + CEO |
| 5/2008 8/2013 | WHITE DEER ENERGY | | OIL + GAS | SENIOR ADVISOR |
| 2000 - PRESENT | TRIANGLE PETROLEUM | | OIL + GAS | DIRECTOR |
| 2013 - PRESENT | OPTIMIZER RX | | PHARMA MESSAGING | DIRECTOR |
| 2014 - PRESENT | MADALINA ENERGY | | OIL + GAS | CHAIRMAN OF BOARD CHAIRMAN |
| 4. <u>Family Relationships to Other Company Officers or Directors</u> | | | | |
| JULY 15 - PRESENT | SCHOOL SPECIALT | | SCHOOL SUPPLIES | CHAIRMAN |

a. Are you related by blood, marriage or adoption to any other person who is a director or officer of the Company or who has been nominated or chosen to become one? (For purposes of this question only, include any such family relationship not more remote than first cousin.)

Yes No

b. If so, please provide the following information:

| <u>Name of Relative</u> | <u>Relationship</u> |
|-------------------------|---------------------|
|-------------------------|---------------------|

5. Arrangements, Understandings, or Contracts

a. Were you selected or are you to be selected to become a director or officer of the Company as the result of any arrangement, understanding or contract between yourself and any other person?

Yes No

- b. If so, please give the name(s) of such person(s) and describe the arrangement or understanding.
- c. Are there any agreements or arrangements between you and any person or entity other than the Company relating to compensation or other payment in connection with your service as a director of the Company?
 Yes No
- d. If so, please give the name(s) of such person(s)/entity and describe the material terms of the arrangement or understanding.

6. Involvement in Certain Types of Legal Proceedings

- a. Since February 1, 2008, have you (1) filed a bankruptcy or insolvency petition, (2) been the subject of such a petition filed by someone else, (3) had any business or property put in receivership, (4) been a partner or former partner of a partnership subject to such a petition or receivership, or (5) been an officer or former officer of a corporation or other organization subject to such a petition or receivership?
 Yes No
- b. Since February 1, 2008, have you been convicted in any criminal proceeding (excluding traffic violations)?
 Yes No
- c. Are you a named subject of a pending criminal proceeding (excluding traffic violations)?
 Yes No
- d. Since February 1, 2008, have you ever been enjoined, suspended or otherwise limited by any court or other authority from participating in any of the following activities:
- (1) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant or other person regulated by the Commodity Futures Trading Commission ("C.F.T.C.") or a similar foreign governmental entity, or an associated person of the foregoing?
 Yes No

(2) acting as an investment advisor, underwriter, broker or dealer in securities, or an associated person of any of the foregoing?

Yes No

(3) acting as director or employee or otherwise being affiliated with any investment company, bank, savings and loan association, or insurance company?

Yes No

(4) engaging in any other activity connected with securities or commodities?

Yes No

(5) engaging in any other type of business practice?

Yes No

(6) engaging or continuing in any other conduct or practice in connection with any of the above activities?

Yes No

(7) associating with any person engaged in any of the above activities?

Yes No

e. Since February 1, 2008, have you been found by a court or by the Securities and Exchange Commission (the "SEC") or C.F.T.C. or a similar foreign governmental entity to have violated any foreign, federal or state securities law or commodities law (whether or not the finding or judgment was subsequently reversed, suspended or vacated)?

Yes No

f. Since February 1, 2008, have you been the subject of, or a party to, any foreign, federal or state judicial or administrative order, judgment, decree or finding relating to an alleged violation of:

(1) any foreign, federal or state securities or commodities law or regulation?

Yes No

(2) any law or regulation respecting financial institutions or insurance companies, including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order?

Yes No

(3) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity?

Yes No

g. Since February 1, 2008, have you been the subject of, or party to, any sanction or order of any self-regulatory organization, any registered entity, or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member?

Yes No

h. Since February 1, 2008, have you been subject to any judicial or administrative proceeding before any court, commission (including the SEC or C.F.T.C.), board or other government agency concerning any matter similar in nature to the matters described in parts d., e., f. and g. of this question which did not result in a judgment or finding or is now pending?

Yes No

i. To your knowledge, since February 1, 2008, have you been subject to any investigation by any government agency or body concerning any matter similar in nature to the matters described in parts d., e., f. and g. of this question which did not result in the institution of judicial or administrative proceedings or is now pending?

Yes No

j. Since February 1, 2008, have you been named in, or found liable or guilty in, any civil or criminal proceeding or investigation by any foreign, federal or state governmental agency alleging fraud or breaches of any duties to shareholders or other constituents of a company?

Yes No

k. Since February 1, 2008, have you been subject to any order, judgment or decree that restrains or enjoins you from engaging or continuing to engage in any conduct or practice: (i) in connection with the purchase or sale of any security, (ii) involving the making of any false filing with the SEC or similar foreign governmental entity or (iii) arising out of the conduct of the business of an underwriter, broker, dealer or municipal securities dealer, investment advisor or paid solicitor of purchasers of securities?

Yes No

l. Since February 1, 2008, have you been subject to a United States Postal Service false representation order?

Yes No

- m. Are you subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes No

- n. Have you been involved in, or has any inquiry, investigation, lawsuit or disciplinary action been initiated against you by any regulatory or professional organization, including, but not limited to, the SEC, any state securities commission, FINRA (formerly NASD) or any foreign regulatory authority?

Yes No

- o. Do you know of any inquiry, investigation, lawsuit or disciplinary action initiated against the Company, any of its officers, directors, principals, associates, affiliates, predecessors or five percent stockholders by any regulatory organization including, but not limited to, the SEC, any state securities commission, FINRA (formerly NASD) or any foreign regulatory authority?

Yes No

- p. If your answer to any of the above questions is "Yes," please describe in detail what happened. Please name all persons involved, give the court and/or agency docket number of the proceeding, and provide any other information that might explain or aid in understanding your involvement in the proceeding.

7. Do you consent to being named in the Proxy Statement and agree to serve as a director if elected?

Yes No

**PART II
COMPENSATION
(Reg. S-K, Item 402)**

8. The Company will review its records to gather information on all compensation paid to you by the Company and its subsidiaries. The following questions are intended to help ensure that all compensation is identified and to otherwise assist in the Company's review.

- a. During the last fiscal year, did you receive any compensation as a director or officer of the Company from any person other than the Company or its subsidiaries?

Yes No

If yes, please describe.

- b. Please describe any consulting fees earned from, or paid or payable by the Company and/or its subsidiaries to you, including through joint ventures. If none, please so indicate.

None

- c. Do you have an employment agreement with the Company or any of its subsidiaries? If so, please describe.

Yes No

- d. Do you have any agreement or arrangement with the Company or its subsidiaries, or does the Company or its subsidiaries have any plan, under which you will receive any payment at, following or in connection with your resignation, retirement or other termination of your employment or from a change in control of the Company or a change in your responsibilities following a change in control? If so, please describe.

Yes No

- e. Please describe any other compensation (regardless of amount) earned or paid to you during the last fiscal year that is not already reported in this Question 8 (including compensation related to transactions between the Company or any of its subsidiaries and any third party from which you or any Immediate Family member receives compensation). If none, please so indicate.

None

PART III
TRANSACTIONS WITH THE COMPANY OR ANY SUBSIDIARY
(Reg. S-K, Item 404(a))

The questions in this section are designed to assist the Company in identifying the existence of any "related party transactions", including a transaction that would be required to be disclosed in the

Company's proxy statement. The SEC requires the Company to include information that relates to transactions involving your Immediate Family members. Please refer to the definition of "Immediate Family" in Appendix A below in connection with your responses to these questions. Please also complete the attached *Annex A*, which is a list of your Immediate Family members. This is intended to help you respond to the questions below.

9. Since the beginning of fiscal 2017 (i.e., January 29, 2017), have you, any Associate of yours or any member of your Immediate Family had, or do you propose to have, any interest, directly or indirectly, in any transaction (or series of similar transactions) in which the Company, any of its subsidiaries or any of their pension, retirement or similar plans was or is to be a participant and the amount involved in such transaction exceeds \$120,000? Please note you are deemed to have an indirect interest in a transaction between the Company and any entity of which you Beneficially Own ten percent or more of its equity interests. If you answer "yes" to this question or the following question, please note that additional follow-up may be necessary.

Yes No

If yes, for each such transaction, please provide the following information:

- the name of such person;
 - a description of the relationship to you and the Company;
 - the nature of such person's interest in the transaction(s) (including such person's position(s) or relationships(s) with, or ownership in, a firm, corporation, or other entity that is party to, or has an interest in, such transaction);
 - when such transaction(s) occurred or will occur;
 - the amount of such transaction(s); and
 - the amount of such person's interest in the transaction(s) (without regard to profit or loss).
10. If you, any Associate of yours or any member of your Immediate Family is or was at any time since the beginning of fiscal 2017, or proposes to be, engaged, directly or indirectly, in any financial transaction (or series of similar transactions), arrangement or relationship (including any indebtedness or guarantee of indebtedness) in any amount involving the Company, any of its subsidiaries or any of their pension, retirement or similar plans as a participant, please indicate below the name of such person and indicate such person's relationship to you and the Company, the nature of the debt, the largest aggregate amount outstanding during the Company's last fiscal year, the amount outstanding at February 3, 2018, the amount of principal paid during the Company's last fiscal year, the amount of interest paid during the Company's last fiscal year, and the rate of interest paid or charged thereon.

Not applicable

I disclose the following: _____

11. Do you or any of your Associates have any interest, direct or indirect, by security holdings or otherwise, in any matters to be acted upon at the 2018 Annual Meeting (other than elections to office or interests under option or retirement plans)? If yes, please describe such interest.

____ Yes No

PART IV
LEGAL PROCEEDINGS
(Reg. S-K, Item 103, Instruction 4)

12. Interests Adverse to the Company

- a. Are you or any of the following persons a party adverse to the Company or any of its affiliates, or do you or any such person hold an interest adverse to the Company or any of its affiliates, in any legal proceeding?

i. You?

____ Yes No

ii. Your spouse, or any relative of you or your spouse who lives in your home or who is a director or officer of the Company?

____ Yes No

iii. Any corporation or organization of which you are a director, officer or partner?

____ Yes No

iv. Any corporation or organization of which you are, directly or indirectly, the Beneficial Owner of five percent or more of any class of equity securities?

____ Yes No

v. Any trust or estate in which you have a beneficial interest or of which you are a trustee or fiduciary?

____ Yes No

- vi. To your knowledge, any person or any partnership, syndicate or other group who or which is the Beneficial Owner of more than five percent of the outstanding shares of any class of the Company's voting securities?

Yes No

- vii. Any member of the Immediate Family of any of the foregoing persons?

Yes No

If your answer to any of the above questions is "Yes," please provide the following information for each such legal proceeding: (1) name of court or agency, (2) date proceeding was instituted, (3) principal parties to proceeding, (4) a description of the factual basis alleged to underlie the proceeding, (5) the relief sought, and (6) your relationship, if any, to each of the parties to the proceeding.

- b. Do you know of any legal, regulatory or administrative proceeding brought or contemplated by any governmental authority (including but not limited to antitrust price-fixing, tax, environmental, copyright or patent litigation) to which you, the Company or any subsidiary of the Company is or may be a party or of which the property of the Company or any subsidiary of the Company is subject?

Yes No

If your answer is yes, please provide a description below:

PART V
SECURITY OWNERSHIP
(Reg. S-K, Item 403)

13. Interests in the Company's Securities (see Appendix A)

- a. Do you Beneficially Own, or have the right to acquire (for example, through the exercise of an option or pursuant to the power to revoke a trust) Beneficial Ownership with respect to, any equity securities of the Company or any of its affiliates:

- (1) Directly?

Yes No

- (2) Indirectly through your spouse, any minor child of yours, or any relative of you or your spouse who lives in your home?

____ Yes No

- (3) Indirectly through any corporation of which you or any member of your Immediate Family is a director, officer or partner?

____ Yes No

- (4) Indirectly through any corporation of which you or any member of your Immediate Family is, directly or indirectly, the Beneficial Owner of five percent of any class of equity securities?

____ Yes No

- (5) Indirectly through any trust or estate in which you or any member of your Immediate Family has a beneficial interest or of which you or any member of your Immediate Family is a trustee or fiduciary?

____ Yes No

- (6) Jointly?

____ Yes No

- b. If your answer to any portion of Question 13a is "Yes," please provide the following information.

| A Class of <u>securities</u> | B Amount Owned <u>Beneficially</u> ¹ | C Of amount shown in column B, number of shares with respect to which you have the right to acquire Beneficial Ownership <u>within 60 days</u> ² | D Nature of Beneficial <u>Ownership</u> ³ | E Direct or indirect <u>ownership</u> ⁴ |
|------------------------------------|---|--|---|--|
|------------------------------------|---|--|---|--|

N/A

¹ Includes shares deemed to be Beneficially Owned as specified in Appendix A.

² See Appendix A. State nature of right to acquire Beneficial Ownership (for example, "subject to option").

³ For all shares listed, state whether you have (a) sole voting power, (b) shared voting power, (c) sole investment power or (d) shared investment power. If you share voting or investment power, please identify the person with whom such power is shared and describe the arrangement or agreement under which it is shared.

⁴ If shares are owned directly, so state. If shares are owned indirectly, state the nature of such indirect ownership (for example, "by wife").

- c. With respect to any securities listed in your answer to Question 13b, do you wish to disclaim Beneficial Ownership thereof?

Yes No

If so, please indicate the class and amount of securities as to which you are disclaiming Beneficial Ownership.

Class of Securities

Amount

- d. Do you know of any person, company or group who or which is the Beneficial Owner or pledgee of more than five percent of the outstanding shares of any class of the Company's voting securities or who or which has the right to acquire Beneficial Ownership of more than five percent of any class of such securities?

Yes No

If so, please state the name of such person, company or group.

- e. To your knowledge, do any holders of more than five percent of any class of the Company's voting securities hold such securities pursuant to any voting trust or similar agreement?

Yes No

If so, please state the name(s) and address(es) of the voting trustee(s).

- f. Are any of the shares Beneficially Owned by you, as described in 13a and 13b above, held in a margin account or otherwise pledged as security or collateral? If so, briefly describe the details below and indicate the number of shares pledged as security.

Yes No

14. Changes in Control

- a. Are you aware of any arrangements, including any pledge of securities of the Company or any of its affiliates or subsidiaries that have resulted in, or may at a later date result in, a change in control of the Company?

Yes No

- b. If so, please describe.

PART VI

PAYMENTS TO FOREIGN OFFICIALS AND IRAN RELATED ACTIVITIES

15. Payments to Foreign Officials or Institutions

- a. Have you made any payment or offer to pay any money or anything of value to any foreign official, foreign political party, foreign party official, or candidate for foreign political office for the purpose of:

- (1) influencing any act or decision of such foreign person or institution, or
(2) inducing such foreign person or institution to influence any act or decision of a foreign government,

in order to assist the Company or any other person or entity to obtain or retain business for or with any person or to direct business to any person?

Yes No

- b. Have you made any offer of any money or anything of value to any person, foreign or domestic, while knowing or having reason to know that all or part of the money or value offered would be used for the purposes described in Question 15a?

Yes No

16. Iran Related Activities:

- For purposes of this Question 16, "affiliate" includes any U.S. or foreign entity that you directly or indirectly control (i.e. have the power to direct or cause the direction of the management and policies of that entity through ownership of voting securities by contract, or otherwise).

- We also request that you inform us immediately if you or any of your affiliates engages, or plans to engage, in any of the activities described below at any time during the current fiscal year or thereafter.

- a. During the past two years, have you or any of your affiliates engaged in any transactions with, relating to, or benefiting Iran, its government (including its agencies, political subdivisions, and any entity controlled by it or acting on its behalf), or any persons or entities in Iran, whether such transactions are direct or indirect?

Yes No

PART VII
COMPENSATION COMMITTEE INTERLOCKS
(Reg. S-K, Item 407(e)(4))

17. Compensation Committee Matters

Did you at any time during fiscal 2017 serve as an executive officer of another company which had as a member of its compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the Board of Directors) an executive officer of the Company?

Yes No

If yes, please identify the other company, your position with such other company, the Company executive officer in question and his position with such other company: _____

18. Officer Membership on Other Boards and Committees

- a. Did you at any time during fiscal 2017 serve as a member of the compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another company, one of whose executive officers served on the compensation committee of the Company?

Yes No

If yes, please identify the other company, your position with such other company, and the member of the Company's compensation committee in question: _____

- b. Did you at any time during fiscal 2017 serve as a member of the Board of Directors of another company, one of whose executive officers served on the compensation committee of the Company?

___ Yes No

If yes, please identify the other company and the member of the Company's compensation committee in question: _____

- c. Did you at any time during fiscal 2017 serve as a member of the compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another company, one of whose executive officers served as a director of the Company (but not necessarily a member of the compensation committee of the Company)?

___ Yes No

If yes, please identify the other company, your position with such other company, and the member of the Company's Board of Directors in question: _____

**PART VIII
AUDIT COMMITTEE FINANCIAL EXPERTISE**

19. Financial Expertise

- a. Do you have education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or in a position that involves the performance of similar function?

___ Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

- b. If your answer to Question 19 is "No," have you held a position in which you gained experience in one or more positions that involve the performance of functions similar to those that are performed by principal financial officers, principal accounting officers, controllers, public accountants or auditors?

Yes ___ No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

PRESIDENT CEO - CHAIRMAN¹⁷ OF THE BOARD

20. Supervisory Role

- a. Do you have experience actively supervising a principal financial official officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

PRESIDENT CEO - CHAIRMAN OF THE BOARD

- b. Do you have experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

CHAIRMAN OF THE BOARD - PRESIDENT + CEO

21. Experience

- a. Do you have any other relevant experience through which you gained:

- (1) an understanding of generally accepted accounting principals ("GAAP") and financial statements?

Yes No

- (2) the ability to assess the general application of GAAP in connection with the accounting for estimates, accruals and reserves?

Yes No

- (3) experience preparing, auditing, analyzing or evaluating financial statements that present the breadth and level of accounting issuer that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising one or more persons engaged in such activities?

Yes No

(4) an understanding of internal controls and procedures for financial reporting?

Yes No

(5) an understanding of audit committee functions?

Yes No

If your answer is "Yes" with respect to any of items (i) through (v) above, please provide a general statement of support with respect to each answer:

- I HAVE SAT ON MULTIPLE AUDIT COMMITTEES AND THROUGHOUT MY CAREER I WAS RESPONSIBLE AS I SERVED AS PRESIDENT + CEO FOR MULTIPLE COMPANIES.
22. Finance or Accounting Degree

Do you have an advanced degree in finance or accounting?

Yes No

If so, please describe the advanced degree, the name of the institution where you earned such degree and the year in which you received such degree:

23. Certified Public Accountant

Are you a certified public accountant, or the equivalent, in good standing?

Yes No

If so, please state the period during which you actively practiced as a certified public accountant (or the equivalent):

24. Accounting or Financial Expertise

Are you certified or otherwise identified as having accounting or financial expertise by a recognized private body that establishes and administers standards in respect of such expertise, and in good standing?

Yes No

If so, please (i) describe the nature of such certification, (ii) identify the administering body and (iii) state the period during which you have been so certified:

25. Laws and Regulations

Please provide a general statement describing your level of familiarity and experience with (i) all applicable laws and regulations regarding the preparation of financial statements of public companies and (ii) reviewing, preparing, auditing or analyzing financial statements of public companies:

I HAVE EXPERIENTIAL UNDERSTANDING

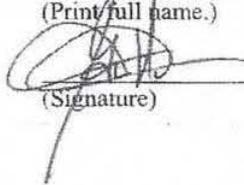
26. Other Relevant Qualifications or Experience

To the extent not covered by Questions 19-25 above regarding your experience in evaluating the financial statements of public companies, please provide a description of any of your other relevant qualifications or experience that would assist the Company in evaluating your ability to understand and evaluate the Company's financial statements and its other financial information and to make knowledgeable and through inquiries whether (i) the Company's financial statements "fairly present" its financial condition, results of operations and cash flows in accordance with GAAP; and (ii) the Company's financial statements and other financial information, taken together, "fairly present" the Company's financial condition, results of operations and cash flow:

JUST MY EXPERIENCE

I consent to being named in the Company's Proxy Statement and Annual Report and other solicitation materials, if so nominated as a director of the Company. I confirm my understanding that the provisions of the Company's governing documents must be complied with and satisfied in order for me to qualify, and be properly nominated as, a director of the Company, including the provisions of Section 4.15 of the Fourth Amended and Restated By-Laws of Destination XL Group, Inc. The answers to the foregoing questions are complete and accurate in all respects to the best of my knowledge and belief. I will notify the Company promptly if any of my responses change. In the absence of notice from me concerning any changes in the foregoing answers following the date of this Questionnaire, the Company is to understand that the information appearing in this Questionnaire remains, to the best of my knowledge, accurate and complete.

Gus D. HALAS
(Print full name.)


(Signature)

Dated: 5/01, 2018

Definition of "Beneficial Ownership"

The SEC has adopted a definition of "beneficial ownership," as used in this Questionnaire, that is different from the one with which you may be familiar in the context of insider trading. Securities owned "beneficially" would include not only securities held by you for your own benefit, whether in bearer form or registered in your own name or otherwise, but also securities held by others for your benefit (regardless of whether or how they are registered) such as, for example, securities held for you by custodians, brokers, relatives, executors, administrators, or trustees, and securities held for your account by pledgees, securities owned by a partnership in which you are a member, and securities owned by any corporation which is or should be regarded as a personal holding corporation of yours.

The SEC's definition of "beneficial ownership" provides generally that:

(a) A person "beneficially owns" a security if he or she, directly or indirectly, has or shares voting power (*i.e.*, the power to vote, or to direct the voting of such security) and/or investment power (*i.e.*, the power to dispose or to direct the disposition of such security) whether through any contract, arrangement, understanding, relationship or otherwise.

(b) A person is also deemed to be the beneficial owner of a security if he or she has the right to acquire such security within 60 days including any right to acquire such a security during that time period (a) through the exercise of any option, warrant or right; (b) through the conversion of a security; (c) pursuant to the power to revoke a trust, discretionary account or similar arrangement; or (d) pursuant to the automatic termination of a trust, discretionary account or similar arrangement.

In the view of the SEC, any person or entity that controls, or has the power to control, a beneficial owner is itself a beneficial owner with respect to the securities owned by the controlled person or entity. Thus, for example, a parent company would be the beneficial owner of securities owned by a subsidiary over which it has control. The term "control" means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting securities, by contract or otherwise.

Please note that under the definitions set forth above, there may be more than one beneficial owner of the same security, such as when a person places securities in a revocable discretionary account with a trustee or investment adviser who can vote or dispose of the securities; in that case, the individual would have investment power since he or she could revoke the arrangement and the trustee or investment adviser would have voting power and investment power. Thus, both the individual and the investment adviser would have beneficial ownership of the same securities.

Definition of "Executive Officer"

When used in reference to any company or business entity, "executive officer" means the chief executive officer, president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function or any other person who performs similar policy making functions for the company. (Executive officers of subsidiaries may be deemed executive officers of the company if they perform such policy making functions for the company.)

Definition of "Immediate Family"

A person's "immediate family" includes such person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law (whether by blood or adoption), or anyone residing in such person's home (other than a tenant or employee).

Definition of "Associate"

The term "associate," as used in this Questionnaire, means:

1. any corporation or organization (other than the Company or a majorityowned subsidiary of the Company) of which you are an officer or partner or are, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities;
2. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as trustee or in a similar fiduciary capacity; and
3. your spouse, or any relative of you or your spouse, who lives with you, or who is a director or officer of the Company or any of its parents or subsidiaries.

Immediate Family Members

| <u>Relationship</u> | <u>Name</u> | <u>Employer</u> | <u>Title</u> | <u>Board Memberships</u> |
|---|---------------|-----------------|-------------------|--------------------------|
| Spouse | VALERIE HALAS | HOME MARRIAGE | Spouse | N/A |
| Children | EVAN HALAS | | STUDENT | N/A |
| Step-children | FELICIA HALAS | | STUDENT | N/A |
| Sons-in-law | | | | |
| Daughters-in-law | | | | |
| Parents | | | | |
| Step-parents | | | | |
| Parents-in-law | | | | |
| Siblings | | | | |
| Brothers-in-law | | | | |
| Sisters-in-law | | | | |
| Other persons sharing your household (other than tenants and employees) | | | | |

NAME: Gus D. Halas

DESTINATION XL GROUP, INC.

QUESTIONNAIRE FOR DIRECTORS REGARDING INDEPENDENCE

Response Mechanics: Please review this Questionnaire and answer accurately (in ink other than black). Please be sure that *every* question in this Questionnaire is answered; if the answer to any question is "None" or "Not Applicable," please so state. If the space provided for answers is inadequate, please use attachments to provide the additional detail. Unless otherwise stated, answers should be given as of the date on which you complete this Questionnaire. A limited number of questions may *appear* to overlap. Accordingly, you should feel free to cross-reference your answers in order to avoid repeating information.

Purpose of Responses: The questions below are designed to elicit a variety of information that could be useful to the Board in determining the "independence" of its Directors. In making this determination, the Board will be guided by a few specific requirements, but otherwise will need to rely on broad general principles and its own collective judgment. Unless one of several objective factors causes a Director not to be "independent" under Nasdaq requirements, the question for the Board will be whether one or more current, and in some cases certain former, relationships that involve the Company or members of its management, taken as a whole, cause the Director not to be "independent." In this regard, the New York Stock Exchange (solely for informational purposes given that the Company is an Nasdaq-listed company) has stated that:

"it is not possible to anticipate, or explicitly to provide for, all circumstances that might signal potential conflicts of interest, or that might bear on the materiality of a director's relationship to a listed company. . . . Accordingly, it is best that boards making 'independence' determinations broadly consider all relevant facts and circumstances. In particular, when assessing the materiality of a director's relationship with the company, the board should consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others."

Materiality and Significance – Some Information on Standards: Because neither Nasdaq nor applicable law and regulations have specifically stated what "material" means in this context, the Board will need to apply a broad, common law standard of materiality: *whether a reasonable investor would attach importance to the existence of the relationship in determining that the Director in question was not independent.* For purposes of completing this Questionnaire, it is important to note not only that a single significant relationship may be material, but also that multiple relationships which individually are not significant may, collectively, be material when viewed as a whole. Wherever possible this Questionnaire attempts to define in context what is "material," but in many instances it is simply not possible to give a bright-line standard for you to apply. In those instances, please keep in mind that the Board, in making its determination needs more, rather than less information so that it can put itself in the shoes of the "reasonable investor." When the facts might lend themselves to multiple interpretations from the "reasonable investor" standard, it is appropriate for the Board as a whole, rather than each individual Director, to reach a judgment as to materiality. In some instances, this Questionnaire uses the

term "significant," which is intended to cast a broader net than the term "material" while still allowing you to use your discretion in responding. In all events, if you have any doubts as to disclosure, please err on the side of disclosing what may arguably be "insignificant" or "immaterial" relationships, so as to enable the Board to make the most accurate and informed of determinations.

Use of Responses, Company Information Assistance: The information solicited by this Questionnaire will be used by the Board to comply with legal and Nasdaq requirements that have become the focus of much public attention and are closely monitored by institutional investors. Each Director has a vested interest in the process being as complete and thorough as possible. At the same time, the Board is well aware that it would be unduly burdensome to require each Director to disclose every single relationship, no matter how routine or insignificant or incidental, which may have any bearing on any of the questions in this Questionnaire. Therefore, in addition to asking you to make your own judgment as to whether any specific relationship is of the kind as to which a reasonable investor would want more information, the Board is prepared to make available Company data and resources to assist you in ascertaining whether specific entities with whom you or your immediate family or affiliates have a relationship also have a relationship with the Company or its management or affiliates.

Some Defined Terms: For purposes of this Questionnaire, the following terms have the following meanings unless otherwise noted:

- **"Immediate family"** member means any of the following: your spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than persons employed by you) who shares your home.
- **"Affiliate"** means, with respect to any person, any person, directly or indirectly through one or more intermediaries, controlling, controlled by or under common control with such person.
- **"Control,"** when used with respect to any person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms **"controlling"** and **"controlled"** have meanings correlative to the foregoing.

Please note that the definitions of **"affiliate"** and **"control"** are not necessarily objective definitions and you should therefore be over inclusive in your assessment of whether a person has been or is **"affiliated"** with another person, including the Company.

Please note that Nasdaq Listing Rules and the Securities and Exchange Commission rules effectively require the Company to monitor the independence of directors and members of the Audit Committee, Compensation Committee and Nominating/Corporate Governance committee throughout the year. As a result, if there is any change or proposed change in the facts on which your answers to this questionnaire are based, it is important that you notify Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or via email (klehmann@dxlg.com) as soon as possible.

Thank you for your attention in completing this important Questionnaire.

I.

BACKGROUND

1. Do you serve on the board of directors of other companies?

Yes No

IF YES, please provide a complete description of this service. However, in the event you serve on a number of "affiliated" or related entities, please feel free to list the "Parent" or similar entity with a general reference to the other entities.

TRIANGLE PETROLEUM (TPLM) SCHOOL SPECIALTY (SCOO)
MADALENA ENERGY (MDLE) OPTIMIZER RX (OPRX)

2. Are you, or is any member of your "immediate family," now employed, or have you or any member of your "immediate family" been employed within the last three years, as an executive officer of another company for which any of the Company's current executive officers serve or served at the same time on the other company's compensation committee?

Yes No

IF YES, please provide a complete description of this relationship.

II. EMPLOYMENT

1. Since January 1, 2015, have you (or any member of your "immediate family") been employed by the Company or any of its subsidiaries or predecessors?

Yes No

IF YES, please provide a complete description of this employment.

2. Since January 1, 2015, have you or any member of your "immediate family" received more than \$120,000 per year in direct compensation or other payments from the Company or any of its subsidiaries or predecessors, in any capacity, other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes No

IF YES, please provide a complete description of this compensation or other payment and related services for the Company or any of its subsidiaries or predecessors.

3. Since January 1, 2015, have you (or any member of your "immediate family") had any personal services contract(s) with the Company or any of its subsidiaries or predecessors

or a member of senior management of the Company or any of its subsidiaries or predecessors?

Yes _____

No

IF YES, please provide a complete description of this arrangement. You may attach a copy or an existing summary of the contract(s).

III. THIRD PARTY RELATIONSHIPS

1. Since January 1, 2015, have you (or any member of your "**immediate family**") been an executive officer, employee, partner or controlling stockholders of a company that makes payments to, or receives payments from, the Company or any of its subsidiaries or predecessors for property or services in an amount which, in any single fiscal year, exceeds the greater of \$200,000 or 5% of such other company's consolidated gross revenues?

Yes _____

No

IF YES, please provide a complete description of this service or employment relationship.

2. Since January 1, 2015, have you had any ongoing business or professional relationship with the Company or any of its subsidiaries or predecessors (other than service as a Director of the Company), whether or not material in an economic sense, that involves continued dealing with management, such as the relationship between the Company and any investment banker, financial advisor, accounting or consulting firm, public or investor relations firm, or legal counsel?

Yes _____

No

IF YES, please provide a complete description of this relationship.

3. Since January 1, 2015, have you (or any member of your "**immediate family**") had any material business or professional relationship with either:
- (a) the Company or any of its subsidiaries or predecessors (other than service as a Director of the Company); or
 - (b) a member of senior management of the Company or any of its subsidiaries or predecessors (whether related to such member's duties and responsibilities as an employee of the Company or his or her personal business/finances)?

For purposes of this question, you should assume that any gross revenue should be considered "material" if it exceeds 5% of your (or any member of your "**immediate**

family's") (i) annual gross income, derived from all sources, during either of the last two years, or (ii) net worth, on a fair market value basis. At the same time, a relationship may be material, even if it does not cross this threshold, if it is otherwise significant for you or a member of your "immediate family," either individually, or when viewed in the context of other relationships, or when taken together with multiple relationships involving you and your "immediate family" as a whole.

Yes _____

No

IF YES, please provide a complete description of this relationship.

4. Since January 1, 2015, have you (or any member of your "immediate family") performed services or been employed by or a representative of or "affiliated" with any firm or organization, or received any financial benefit from any such firm or organization, providing services (including, without limitation, professional advisory, financial consultation, tax, or legal counsel services) for the Company or any of its subsidiaries or predecessors or a member of senior management of the Company or any of its subsidiaries or predecessors?

Yes _____

No

IF YES, please provide a complete description of this service or employment relationship.

5. Since January 1, 2015, have you (or has any member of your "immediate family") been a controlling shareholder, member of the board of directors or trustees of, general partner of, an executive officer of or otherwise "affiliated" with a customer, supplier or service provider of the Company or any of its subsidiaries or predecessors?

Yes _____

No

IF YES, please provide a complete description of this relationship.

6. Since January 1, 2015, have you (or any member of your "immediate family") been employed by, on the board of directors or trustees of, or otherwise "affiliated" with a not-for-profit entity that receives direct and/or significant contributions from the Company or any of its subsidiaries or predecessors, including any members of any such Company's senior management, or any foundation or similar entity established by or on the behalf of any of the foregoing?

Yes _____

No

IF YES, please provide a complete description of this relationship.

7. Are you (or any member of your "immediate family") now a current partner of our independent auditors, or did you or a family member at any time within the three years prior to the date you sign this Questionnaire, work on our company's audit as a partner or employee of our independent auditors?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

IV. AUDIT COMMITTEE MATTERS

1. Since January 1, 2015, have you been "affiliated" with or employed by, or has any member of your "immediate family" been "affiliated" with or employed in a professional capacity by, a present or former internal or external auditor of the Company or any of its subsidiaries or predecessors?

Yes _____

No _____

IF YES, please provide a complete description of this relationship or involvement.

2. Since January 1, 2017, have you received or do you currently have the right to receive, directly or indirectly, any consulting, advisory, or other compensatory fees, including any fees paid, directly or indirectly, for services as a consultant or a legal or financial advisor (including fees paid to your firm even if you are not the actual service provider), regardless of the amount, from the Company or any of its subsidiaries or predecessors other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes _____

No _____

IF YES, please provide a complete description of this compensation.

3. Since January 1, 2015, have you owned, been employed by, or served as a director (or in a similar capacity) of any entity that accepted any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries or predecessors?

Yes _____

No _____

IF YES, please provide a complete description of this compensation.

4. Since January 1, 2017, have you been an "affiliated person" of the Company or any subsidiary thereof? **For purposes of this question only, "affiliated person"** of the Company or any subsidiary thereof means (A) with respect to any person, any person directly, or indirectly through one or more intermediaries, controlling, controlled by, or under common control with such person; (B) any executive officer of any "affiliate"; (C) any director who also is an employee of an "affiliate"; (D) any general partner of an "affiliate"; and (E) any managing member of an "affiliate."

Yes _____

No

IF YES, please provide a complete description of this relationship.

V. COMPENSATION COMMITTEE MATTERS

1. Since January 1, 2017, have you received or do you currently have the right to receive, directly or indirectly, any consulting, advisory, or other compensatory fees, including any fees paid, directly or indirectly, for services as a consultant or a legal or financial advisor (including fees paid to your firm even if you are not the actual service provider), regardless of the amount, from the Company or any of its subsidiaries or predecessors other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes _____

No

IF YES, please provide a complete description of this compensation.

2. Since January 1, 2015, have you owned, been employed by, or served as a director (or in a similar capacity) of any entity that accepted any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries or predecessors?

Yes _____

No

If YES, please provide a complete description of this compensation.

3. Since January 1, 2017, have you been an "affiliated person" of the Company or any subsidiary thereof? **For purposes of this question only, "affiliated person"** of the Company or any subsidiary thereof means (A) with respect to any person, any person directly, or indirectly through one or more intermediaries, controlling, controlled by, or

¹ Please note, the Securities and Exchange Commission has adopted a presumption that a person who is not an executive officer or the direct or indirect beneficial owner of 10% or more of any class of voting equity securities of the listed company or of an entity that controls, is controlled by or is under common control with the Company will not be deemed to be an "affiliated person."

under common control with such person; (B) any executive officer of any "affiliate"; (C) any director who also is an employee of an "affiliate"; (D) any general partner of an "affiliate"; and (E) any managing member of an "affiliate."²

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

4. With respect to any compensation consultant, legal counsel or other adviser (each, a "Consultant") retained by the Compensation Committee in fiscal 2017, did you have, or do you have, any business or personal relationship with such Consultant?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

5. With respect to any Consultant retained by the Compensation Committee in fiscal 2017, do you have any knowledge of, or reason to believe, that there is an actual or potential conflict of interest between (i) yourself or the Company, its directors or its executive officers and (ii) such Consultant?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

VI. MISCELLANEOUS

1. Do you or any member of your "immediate family" have any other relationship (either current or former) with the Company or members of its senior management (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) that **might reasonably be considered significant** to consideration of your **actual or perceived independence** as a Director of the Company? For purposes of illustration, potentially significant relationships could include (without limitation) commercial, industrial, investment management, banking, consulting, legal, accounting, financial, professional, close personal, charitable or familial relationships, among others.

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

² Please note, the Securities and Exchange Commission has adopted a presumption that a person who is not an executive officer or the direct or indirect beneficial owner of 10% or more of any class of voting equity securities of the listed company or of an entity that controls, is controlled by or is under common control with the Company will not be deemed to be an "affiliated person."

In the event that you subsequently learn of any information that would affect the accuracy or completeness of the information that you have previously reported in this Questionnaire, please contact Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or at klehmann@dxlg.com immediately.

Please complete, sign and return the Questionnaire to Kathy Lehmann by PDF or fax at (781) 821-5174.

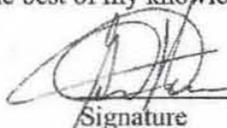
Your signature at the end of this Questionnaire constitutes your consent to the disclosure of the information contained in your answers in the Company's Proxy Statement and Annual Report as and to the extent required by the Securities and Exchange Commission and applicable Nasdaq rules and federal and state securities laws. You should be aware that a director of a registrant who files proxy materials or reports that are false or misleading in any material respect may, among other things, be personally liable to shareholders who have been damaged by the false or misleading statements. Therefore you should answer completely and accurately each part of this Questionnaire.

* * * * *

I have attached 0 additional pages to this Questionnaire.

I consent to being named in the Company's Proxy Statement and Annual Report and other solicitation materials, if so nominated as a director of the Company. I confirm my understanding that the provisions of the Company's governing documents must be complied with and satisfied in order for me to qualify, and be properly nominated as, a director of the Company, including the provisions of Section 4.15 of the Fourth Amended and Restated By-Laws of Destination XL Group, Inc. The answers to the foregoing questions are complete and accurate in all respects to the best of my knowledge and belief. I will notify the Company promptly if any of my responses change. In the absence of notice from me concerning any changes in the foregoing answers following the date of this Questionnaire, the Company is to understand that the information appearing in this Questionnaire remains, to the best of my knowledge, accurate and complete.

Dated: 5/1/2018 2018


Signature

GUS D HALAS
Name: Please print or type

Destination XL Group, Inc.
Business Relationships Questionnaire

Have you, or your spouse or dependents, had any actual or proposed direct or indirect business relationships with KPMG, or have you provided services to KPMG during the period from January 29, 2017 through the date of this questionnaire?

Please circle your response: Yes or No

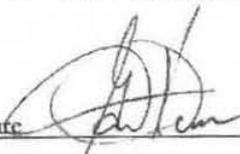
If yes, please describe the relationship and any fees or revenues received or receivable? _____

The answer to the foregoing question is correctly stated to the best of my knowledge and belief.

Signature

Print Name

Date


Gus D. HALAS
5/01/2018

Definitions for Purposes of This Questionnaire

- | | |
|--------------------------------|---|
| Dependent | - means any person who received more than half of their support for the most recent calendar year from the relevant individual. |
| Direct business relationship | - when an individual or entity enters into a business relationship as one of the principal parties to that relationship. |
| Indirect business relationship | - when a third party controlled by the individual or entity enters into a business relationship as one of the principal parties to that relationship. This includes instances when, for example, a trust or personal holding company controlled by an individual enters into a business relationship. |

Name: Richard Van Doren, Jr.

CONFIDENTIAL

DESTINATION XL GROUP, INC.

**Questionnaire for
Potential Director Nominees**

Please review this Questionnaire and answer accurately (in ink other than black). **Please be sure that every question in this Questionnaire is answered; if the answer to any question is "None" or "Not Applicable," please so state.** If the space supplied is insufficient to answer any question, please attach extra sheets of paper. The Appendix at the back of this Questionnaire explains the meaning of certain terms used in the Questionnaire.

Please sign, date and return the completed Questionnaire to the Legal Department, 555 Turnpike Street, Canton, Massachusetts 02021 as soon as possible.

If you have questions as to any terminology used in this Questionnaire or as to the significance of any particular fact or situation, please contact Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or at klehmann@dxlg.com.

Thank you for your assistance.

PART I
PERSONAL AND PROFESSIONAL HISTORY
(Reg. S-K, Item 401)

1. Basic Information

Name: Richard D. Van Doren, Jr.

Date of Birth: November 16, 1976

Home Address: 1435 Marlborough Road
Hillsborough, CA 94010

Home Telephone: (650) 627-8367

Work Address: 628 Middlefield Road
Palo Alto, CA 94301

Work Telephone: (650) 285-4274

Email: richard.vandoren@gmail.com

2. Directorships

- a. Are you (or have you been at any time during the last five years) a director of any company which has a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, is subject to the periodic reporting requirements of Section 15(d) of such Act, or is registered as an investment company under the Investment Company Act of 1940?

_____ Yes X No

- b. If so, please list each such company.

3. Business Experience Since February 1, 2013

Please describe your business experience, principal occupations and employment from February 1, 2013 to the present. You need not repeat any information given in answer to Question 2. Give dates to the nearest month. Give the name and a brief description of the principal business of any company or other organization for which you worked and state whether the company is a parent, subsidiary or other affiliate of the Company, if applicable. Give enough information about the nature of your responsibilities in your prior positions (e.g., size of operation supervised) to enable the reader to assess the level of your professional competence.

| <u>Period</u> (please indicate month/year of start date and end date) | <u>Company or Other Organization</u> | <u>Parent, Subsidiary or Other Affiliate of the Company</u> | <u>Principal Business</u> | <u>Position and Responsibilities</u> |
|--|--|---|-------------------------------------|---|
| 05/2010 – 04/2014 | Marcato Capital Management | No Affiliations | Registered Investment Adviser | Chief Financial Officer |
| 04/2014 – 08/2016 | Pacific Grove Capital Management | No Affiliations | Registered Investment Adviser | Chief Operating Officer & Chief Financial Officer |
| 05/2016 – 09/2017 | AltLink Corporation | No Affiliations | FinTech Company | Co-Founder & CEO |
| 11/2016 - current | Samsara BioCapital, LLC | No Affiliations | Registered Investment Adviser | Chief Financial Officer |

4. Family Relationships to Other Company Officers or Directors

- a. Are you related by blood, marriage or adoption to any other person who is a director or officer of the Company or who has been nominated or chosen to become one? (For purposes of this question only, include any such family relationship not more remote than first cousin.)

Yes No

- b. If so, please provide the following information:

| <u>Name of Relative</u> | <u>Relationship</u> |
|-------------------------|---------------------|
|-------------------------|---------------------|

5. Arrangements, Understandings, or Contracts

- a. Were you selected or are you to be selected to become a director or officer of the Company as the result of any arrangement, understanding or contract between yourself and any other person?

Yes No

- b. If so, please give the name(s) of such person(s) and describe the arrangement or understanding.

- c. Are there any agreements or arrangements between you and any person or entity other than the Company relating to compensation or other payment in connection with your service as a director of the Company?

Yes No

- d. If so, please give the name(s) of such person(s)/entity and describe the material terms of the arrangement or understanding.

6. Involvement in Certain Types of Legal Proceedings

- a. Since February 1, 2008, have you (1) filed a bankruptcy or insolvency petition, (2) been the subject of such a petition filed by someone else, (3) had any business or property put in receivership, (4) been a partner or former partner of a partnership subject to such a petition or receivership, or (5) been an officer or former officer of a corporation or other organization subject to such a petition or receivership?

Yes No

- b. Since February 1, 2008, have you been convicted in any criminal proceeding (excluding traffic violations)?

Yes No

- c. Are you a named subject of a pending criminal proceeding (excluding traffic violations)?

Yes No

d. Since February 1, 2008, have you ever been enjoined, suspended or otherwise limited by any court or other authority from participating in any of the following activities:

(1) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant or other person regulated by the Commodity Futures Trading Commission ("C.F.T.C.") or a similar foreign governmental entity, or an associated person of the foregoing?

Yes No

(2) acting as an investment advisor, underwriter, broker or dealer in securities, or an associated person of any of the foregoing?

Yes No

(3) acting as director or employee or otherwise being affiliated with any investment company, bank, savings and loan association, or insurance company?

Yes No

(4) engaging in any other activity connected with securities or commodities?

Yes No

(5) engaging in any other type of business practice?

Yes No

(6) engaging or continuing in any other conduct or practice in connection with any of the above activities?

Yes No

(7) associating with any person engaged in any of the above activities?

Yes No

e. Since February 1, 2008, have you been found by a court or by the Securities and Exchange Commission (the "SEC") or C.F.T.C. or a similar foreign governmental entity to have violated any foreign, federal or state securities law or commodities law (whether or not the finding or judgment was subsequently reversed, suspended or vacated)?

Yes No

f. Since February 1, 2008, have you been the subject of, or a party to, any foreign, federal or state judicial or administrative order, judgment, decree or finding relating to an alleged violation of:

(1) any foreign, federal or state securities or commodities law or regulation?

Yes No

(2) any law or regulation respecting financial institutions or insurance companies, including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order?

Yes No

(3) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity?

Yes No

g. Since February 1, 2008, have you been the subject of, or party to, any sanction or order of any self-regulatory organization, any registered entity, or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member?

Yes No

h. Since February 1, 2008, have you been subject to any judicial or administrative proceeding before any court, commission (including the SEC or C.F.T.C.), board or other government agency concerning any matter similar in nature to the matters described in parts d., e., f. and g. of this question which did not result in a judgment or finding or is now pending?

Yes No

i. To your knowledge, since February 1, 2008, have you been subject to any investigation by any government agency or body concerning any matter similar in nature to the matters described in parts d., e., f. and g. of this question which did not result in the institution of judicial or administrative proceedings or is now pending?

Yes No

j. Since February 1, 2008, have you been named in, or found liable or guilty in, any civil or criminal proceeding or investigation by any foreign, federal or state governmental agency alleging fraud or breaches of any duties to shareholders or other constituents of a company?

Yes No

- k. Since February 1, 2008, have you been subject to any order, judgment or decree that restrains or enjoins you from engaging or continuing to engage in any conduct or practice: (i) in connection with the purchase or sale of any security, (ii) involving the making of any false filing with the SEC or similar foreign governmental entity or (iii) arising out of the conduct of the business of an underwriter, broker, dealer or municipal securities dealer, investment advisor or paid solicitor of purchasers of securities?

Yes No

- l. Since February 1, 2008, have you been subject to a United States Postal Service false representation order?

Yes No

- m. Are you subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes No

- n. Have you been involved in, or has any inquiry, investigation, lawsuit or disciplinary action been initiated against you by any regulatory or professional organization, including, but not limited to, the SEC, any state securities commission, FINRA (formerly NASD) or any foreign regulatory authority?

Yes No

- o. Do you know of any inquiry, investigation, lawsuit or disciplinary action initiated against the Company, any of its officers, directors, principals, associates, affiliates, predecessors or five percent stockholders by any regulatory organization including, but not limited to, the SEC, any state securities commission, FINRA (formerly NASD) or any foreign regulatory authority?

Yes No

- p. If your answer to any of the above questions is "Yes," please describe in detail what happened. Please name all persons involved, give the court and/or agency docket number of the proceeding, and provide any other information that might explain or aid in understanding your involvement in the proceeding.

7. Do you consent to being named in the Proxy Statement and agree to serve as a director if elected?

Yes No

PART II
COMPENSATION
(Reg. S-K, Item 402)

8. The Company will review its records to gather information on all compensation paid to you by the Company and its subsidiaries. The following questions are intended to help ensure that all compensation is identified and to otherwise assist in the Company's review.

a. During the last fiscal year, did you receive any compensation as a director or officer of the Company from any person other than the Company or its subsidiaries?

Yes No

If yes, please describe.

b. Please describe any consulting fees earned from, or paid or payable by the Company and/or its subsidiaries to you, including through joint ventures. If none, please so indicate.

None

c. Do you have an employment agreement with the Company or any of its subsidiaries? If so, please describe.

Yes No

d. Do you have any agreement or arrangement with the Company or its subsidiaries, or does the Company or its subsidiaries have any plan, under which you will receive any payment at, following or in connection with your resignation, retirement or other termination of your employment or from a change in control of the Company or a change in your responsibilities following a change in control? If so, please describe.

Yes No

- e. Please describe any other compensation (regardless of amount) earned or paid to you during the last fiscal year that is not already reported in this Question 8 (including compensation related to transactions between the Company or any of its subsidiaries and any third party from which you or any Immediate Family member receives compensation). If none, please so indicate.

None

PART III
TRANSACTIONS WITH THE COMPANY OR ANY SUBSIDIARY
(Reg. S-K, Item 404(a))

The questions in this section are designed to assist the Company in identifying the existence of any "related party transactions", including a transaction that would be required to be disclosed in the Company's proxy statement. The SEC requires the Company to include information that relates to transactions involving your Immediate Family members. Please refer to the definition of "Immediate Family" in Appendix A below in connection with your responses to these questions. Please also complete the attached *Annex A*, which is a list of your Immediate Family members. This is intended to help you respond to the questions below.

9. Since the beginning of fiscal 2017 (i.e., January 29, 2017), have you, any Associate of yours or any member of your Immediate Family had, or do you propose to have, any interest, directly or indirectly, in any transaction (or series of similar transactions) in which the Company, any of its subsidiaries or any of their pension, retirement or similar plans was or is to be a participant and the amount involved in such transaction exceeds \$120,000? Please note you are deemed to have an indirect interest in a transaction between the Company and any entity of which you Beneficially Own ten percent or more of its equity interests. If you answer "yes" to this question or the following question, please note that additional follow-up may be necessary.

Yes No

If yes, for each such transaction, please provide the following information:

- the name of such person;
 - a description of the relationship to you and the Company;
 - the nature of such person's interest in the transaction(s) (including such person's position(s) or relationships(s) with, or ownership in, a firm, corporation, or other entity that is party to, or has an interest in, such transaction);
 - when such transaction(s) occurred or will occur;
 - the amount of such transaction(s); and
 - the amount of such person's interest in the transaction(s) (without regard to profit or loss).
10. If you, any Associate of yours or any member of your Immediate Family is or was at any time since the beginning of fiscal 2017, or proposes to be, engaged, directly or indirectly, in any financial transaction (or series of similar transactions), arrangement or relationship (including any

indebtedness or guarantee of indebtedness) in any amount involving the Company, any of its subsidiaries or any of their pension, retirement or similar plans as a participant, please indicate below the name of such person and indicate such person's relationship to you and the Company, the nature of the debt, the largest aggregate amount outstanding during the Company's last fiscal year, the amount outstanding at February 3, 2018, the amount of principal paid during the Company's last fiscal year, the amount of interest paid during the Company's last fiscal year, and the rate of interest paid or charged thereon.

Not applicable

I disclose the following: _____

11. Do you or any of your Associates have any interest, direct or indirect, by security holdings or otherwise, in any matters to be acted upon at the 2018 Annual Meeting (other than elections to office or interests under option or retirement plans)? If yes, please describe such interest.

_____ Yes No

**PART IV
LEGAL PROCEEDINGS
(Reg. S-K, Item 103, Instruction 4)**

12. Interests Adverse to the Company

- a. Are you or any of the following persons a party adverse to the Company or any of its affiliates, or do you or any such person hold an interest adverse to the Company or any of its affiliates, in any legal proceeding?

i. You?

_____ Yes No

ii. Your spouse, or any relative of you or your spouse who lives in your home or who is a director or officer of the Company?

_____ Yes No

iii. Any corporation or organization of which you are a director, officer or partner?

_____ Yes No

- iv. Any corporation or organization of which you are, directly or indirectly, the Beneficial Owner of five percent or more of any class of equity securities?
 Yes No
- v. Any trust or estate in which you have a beneficial interest or of which you are a trustee or fiduciary?
 Yes No
- vi. To your knowledge, any person or any partnership, syndicate or other group who or which is the Beneficial Owner of more than five percent of the outstanding shares of any class of the Company's voting securities?
 Yes No
- vii. Any member of the Immediate Family of any of the foregoing persons?
 Yes No

If your answer to any of the above questions is "Yes," please provide the following information for each such legal proceeding: (1) name of court or agency, (2) date proceeding was instituted, (3) principal parties to proceeding, (4) a description of the factual basis alleged to underlie the proceeding, (5) the relief sought, and (6) your relationship, if any, to each of the parties to the proceeding.

- b. Do you know of any legal, regulatory or administrative proceeding brought or contemplated by any governmental authority (including but not limited to antitrust price-fixing, tax, environmental, copyright or patent litigation) to which you, the Company or any subsidiary of the Company is or may be a party or of which the property of the Company or any subsidiary of the Company is subject?
 Yes No

If your answer is yes, please provide a description below:

PART V
SECURITY OWNERSHIP
(Reg. S-K, Item 403)

13. Interests in the Company's Securities (see Appendix A)

- a. Do you Beneficially Own, or have the right to acquire (for example, through the exercise of an option or pursuant to the power to revoke a trust) Beneficial Ownership with respect to, any equity securities of the Company or any of its affiliates:

- (1) Directly?
 Yes No
- (2) Indirectly through your spouse, any minor child of yours, or any relative of you or your spouse who lives in your home?
 Yes No
- (3) Indirectly through any corporation of which you or any member of your Immediate Family is a director, officer or partner?
 Yes No
- (4) Indirectly through any corporation of which you or any member of your Immediate Family is, directly or indirectly, the Beneficial Owner of five percent of any class of equity securities?
 Yes No
- (5) Indirectly through any trust or estate in which you or any member of your Immediate Family has a beneficial interest or of which you or any member of your Immediate Family is a trustee or fiduciary?
 Yes No
- (6) Jointly?
 Yes No

- b. If your answer to any portion of Question 13a is "Yes," please provide the following information.

| A Class of securities | B Amount Owned Beneficially ¹ | C Of amount shown in column B, number of shares with respect to which you have the right to acquire Beneficial Ownership within 60 days ² | D Nature of Beneficial Ownership ³ | E Direct or indirect ownership ⁴ |
|-----------------------------|--|---|--|---|
|-----------------------------|--|---|--|---|

¹ Includes shares deemed to be Beneficially Owned as specified in Appendix A.

² See Appendix A. State nature of right to acquire Beneficial Ownership (for example, "subject to option").

³ For all shares listed, state whether you have (a) sole voting power, (b) shared voting power, (c) sole investment power or (d) shared investment power. If you share voting or investment power, please identify the person with whom such power is shared and describe the arrangement or agreement under which it is shared.

⁴ If shares are owned directly, so state. If shares are owned indirectly, state the nature of such indirect ownership (for example, "by wife").

- c. With respect to any securities listed in your answer to Question 13b, do you wish to disclaim Beneficial Ownership thereof?

Yes No

If so, please indicate the class and amount of securities as to which you are disclaiming Beneficial Ownership.

| <u>Class of Securities</u> | <u>Amount</u> |
|----------------------------|---------------|
|----------------------------|---------------|

- d. Do you know of any person, company or group who or which is the Beneficial Owner or pledgee of more than five percent of the outstanding shares of any class of the Company's voting securities or who or which has the right to acquire Beneficial Ownership of more than five percent of any class of such securities?

Yes No

If so, please state the name of such person, company or group.

- e. To your knowledge, do any holders of more than five percent of any class of the Company's voting securities hold such securities pursuant to any voting trust or similar agreement?

Yes No

If so, please state the name(s) and address(es) of the voting trustee(s).

- f. Are any of the shares Beneficially Owned by you, as described in 13a and 13b above, held in a margin account or otherwise pledged as security or collateral? If so, briefly describe the details below and indicate the number of shares pledged as security.

Yes No

14. Changes in Control

- a. Are you aware of any arrangements, including any pledge of securities of the Company or any of its affiliates or subsidiaries that have resulted in, or may at a later date result in, a change in control of the Company?

Yes No

- b. If so, please describe.

**PART VI
PAYMENTS TO FOREIGN OFFICIALS AND IRAN RELATED ACTIVITIES**

15. Payments to Foreign Officials or Institutions

- a. Have you made any payment or offer to pay any money or anything of value to any foreign official, foreign political party, foreign party official, or candidate for foreign political office for the purpose of:

- (1) influencing any act or decision of such foreign person or institution, or
(2) inducing such foreign person or institution to influence any act or decision of a foreign government,

in order to assist the Company or any other person or entity to obtain or retain business for or with any person or to direct business to any person?

Yes No

- b. Have you made any offer of any money or anything of value to any person, foreign or domestic, while knowing or having reason to know that all or part of the money or value offered would be used for the purposes described in Question 15a?

Yes No

16. Iran Related Activities:

- For purposes of this Question 16, "affiliate" includes any U.S. or foreign entity that you directly or indirectly control (i.e. have the power to direct or cause the direction of the management and policies of that entity through ownership of voting securities by contract, or otherwise).

- We also request that you inform us immediately if you or any of your affiliates engages, or plans to engage, in any of the activities described below at any time during the current fiscal year or thereafter.
- a. During the past two years, have you or any of your affiliates engaged in any transactions with, relating to, or benefiting Iran, its government (including its agencies, political subdivisions, and any entity controlled by it or acting on its behalf), or any persons or entities in Iran, whether such transactions are direct or indirect?
- Yes No

**PART VII
COMPENSATION COMMITTEE INTERLOCKS
(Reg. S-K, Item 407(e)(4))**

17. Compensation Committee Matters

Did you at any time during fiscal 2017 serve as an executive officer of another company which had as a member of its compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the Board of Directors) an executive officer of the Company?

Yes No

If yes, please identify the other company, your position with such other company, the Company executive officer in question and his position with such other company: _____

18. Officer Membership on Other Boards and Committees

- a. Did you at any time during fiscal 2017 serve as a member of the compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another company, one of whose executive officers served on the compensation committee of the Company?

Yes No

If yes, please identify the other company, your position with such other company, and the member of the Company's compensation committee in question: _____

- b. Did you at any time during fiscal 2017 serve as a member of the Board of Directors of another company, one of whose executive officers served on the compensation committee of the Company?

Yes No

If yes, please identify the other company and the member of the Company's compensation committee in question: _____

- c. Did you at any time during fiscal 2017 serve as a member of the compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another company, one of whose executive officers served as a director of the Company (but not necessarily a member of the compensation committee of the Company)?

Yes No

If yes, please identify the other company, your position with such other company, and the member of the Company's Board of Directors in question: _____

PART VIII AUDIT COMMITTEE FINANCIAL EXPERTISE

19. Financial Expertise

- a. Do you have education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or in a position that involves the performance of similar function?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

Samsara BioCapital, LLC; Chief Financial Officer; 11/2016 – Present.

Duties: Responsible for all firm operations, accounting management, financial management, US audit, tax compliance (SEC & FINRA) and investor relations.

Pacific Grove Capital; Chief Operating Officer and Chief Financial Officer; 04/2014 – 08/2016.

Duties: Responsible for all firm operations, accounting management, financial management, US and international audits, tax, compliance (SEC & FINRA) and investor relations.

Cannell Capital, LLC; Chief Financial Officer; 08/2002 – 05/2010.

Duties: Responsible for firm wide and multi-state operations, accounting management, financial management, US and international audits and tax returns, compliance/risk management and investor relations.

EXP Systems, Inc; Accounting & Finance Manager; 02/2000 – 08/2002.

Duties: Responsible for the company's financial and accounting functions; implemented all phases of financial planning and analysis including business modeling, operating budgets, cash flow forecasting, treasury management, financial controls, accounting policies and procedures and managed all aspects of our annual audit.

- b. If your answer to Question 19 is "No," have you held a position in which you gained experience in one or more positions that involve the performance of functions similar to those that are performed by principal financial officers, principal accounting officers, controllers, public accountants or auditors?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

20. Supervisory Role

- a. Do you have experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

Samsara BioCapital, LLC; Chief Financial Officer; 11/2016 – Present.

Duties: Responsible for all firm operations, accounting management, financial management, US audit, tax compliance (SEC & FINRA) and investor relations.

Pacific Grove Capital; Chief Operating Officer and Chief Financial Officer; 04/2014 – 08/2016.

Duties: Responsible for all firm operations, accounting management, financial management, US and international audits, tax, compliance (SEC & FINRA) and investor relations.

Cannell Capital, LLC; Chief Financial Officer; 08/2002 – 05/2010.

Duties: Responsible for firm wide and multi-state operations, accounting management, financial management, US and international audits and tax returns, compliance/risk management and investor relations.

EXP Systems, Inc; Accounting & Finance Manager; 02/2000 – 08/2002.

Duties: Responsible for the company's financial and accounting functions; implemented all phases of financial planning and analysis including business modeling, operating

budgets, cash flow forecasting, treasury management, financial controls, accounting policies and procedures and managed all aspects of our annual audit.

- b. Do you have experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements?

Yes No

If so, please describe (i) the position(s) that you held, (ii) a statement of your specific duties, (iii) the name of the company or companies in which you held such position(s) and (iv) the period(s) during which you held such position(s):

Samsara BioCapital, LLC; Chief Financial Officer; 11/2016 – Present.

Duties: Responsible for all firm operations, accounting management, financial management, US audit, tax compliance (SEC & FINRA) and investor relations.

Pacific Grove Capital; Chief Operating Officer and Chief Financial Officer; 04/2014 – 08/2016.

Duties: Responsible for all firm operations, accounting management, financial management, US and international audits, tax, compliance (SEC & FINRA) and investor relations.

Cannell Capital, LLC; Chief Financial Officer; 08/2002 – 05/2010.

Duties: Responsible for firm wide and multi-state operations, accounting management, financial management, US and international audits and tax returns, compliance/risk management and investor relations.

EXP Systems, Inc; Accounting & Finance Manager; 02/2000 – 08/2002.

Duties: Responsible for the company's financial and accounting functions; implemented all phases of financial planning and analysis including business modeling, operating budgets, cash flow forecasting, treasury management, financial controls, accounting policies and procedures and managed all aspects of our annual audit.

21. Experience

- a. Do you have any other relevant experience through which you gained:

- (1) an understanding of generally accepted accounting principals ("GAAP") and financial statements?

Yes No

- (2) the ability to assess the general application of GAAP in connection with the accounting for estimates, accruals and reserves?

Yes No

- (3) experience preparing, auditing, analyzing or evaluating financial statements that present the breadth and level of accounting issuer that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising one or more persons engaged in such activities?

Yes No

- (4) an understanding of internal controls and procedures for financial reporting?

Yes No

- (5) an understanding of audit committee functions?

Yes No

If your answer is "Yes" with respect to any of items (i) through (v) above, please provide a general statement of support with respect to each answer:

Samsara BioCapital, LLC; Chief Financial Officer; 11/2016 – Present.

Duties: Responsible for all firm operations, accounting management, financial management, US audit, tax compliance (SEC & FINRA) and investor relations.

Pacific Grove Capital; Chief Operating Officer and Chief Financial Officer; 04/2014 – 08/2016.

Duties: Responsible for all firm operations, accounting management, financial management, US and international audits, tax, compliance (SEC & FINRA) and investor relations.

Cannell Capital, LLC; Chief Financial Officer; 08/2002 – 05/2010.

Duties: Responsible for firm wide and multi-state operations, accounting management, financial management, US and international audits and tax returns, compliance/risk management and investor relations.

EXP Systems, Inc; Accounting & Finance Manager; 02/2000 – 08/2002.

Duties: Responsible for the company's financial and accounting functions; implemented all phases of financial planning and analysis including business modeling, operating budgets, cash flow forecasting, treasury management, financial controls, accounting policies and procedures and managed all aspects of our annual audit.

22. Finance or Accounting Degree

Do you have an advanced degree in finance or accounting?

Yes No

If so, please describe the advanced degree, the name of the institution where you earned such degree and the year in which you received such degree:

I have earned a Graduate Certificate in Tax from Golden Gate University, San Francisco.

23. Certified Public Accountant

Are you a certified public accountant, or the equivalent, in good standing?

Yes No

If so, please state the period during which you actively practiced as a certified public accountant (or the equivalent):

24. Accounting or Financial Expertise

Are you certified or otherwise identified as having accounting or financial expertise by a recognized private body that establishes and administers standards in respect of such expertise, and in good standing?

Yes No

If so, please (i) describe the nature of such certification, (ii) identify the administering body and (iii) state the period during which you have been so certified:

25. Laws and Regulations

Please provide a general statement describing your level of familiarity and experience with (i) all applicable laws and regulations regarding the preparation of financial statements of public companies and (ii) reviewing, preparing, auditing or analyzing financial statements of public companies:

I have been preparing US and international audits for over 15 years. These audits range from limited partnerships to corporations with multi-state and worldwide business activities. As part of my duties as a risk manager and valuation agent, I consistently review public filings on a wide range of publicly traded and privately held companies. Furthermore, I have a deep knowledge and understanding of SEC & FINRA compliance rules and regulations, tax compliance, GAAP, Sarbanes-Oxley Act of 2002 and the JOBS Act, to name a few.

26. Other Relevant Qualifications or Experience

To the extent not covered by Questions 19-25 above regarding your experience in evaluating the financial statements of public companies, please provide a description of any of your other relevant qualifications or experience that would assist the Company in evaluating your ability to understand and evaluate the Company's financial statements and its other financial information

and to make knowledgeable and through inquiries whether (i) the Company's financial statements "fairly present" its financial condition, results of operations and cash flows in accordance with GAAP; and (ii) the Company's financial statements and other financial information, taken together, "fairly present" the Company's financial condition, results of operations and cash flow:

For over 15 years, I have analyzed hundreds of publicly traded and privately held companies, evaluating operating cash flows models (current and forecasted), business valuations (internal, external & independent 3rd parties), market dynamics, board leadership, strategic leadership, team culture and general financial stability of a business. I have managed teams and have worked on deals which have resulted in profitable strategic business alliances and alternatives. Furthermore, I have built and managed several portfolio companies.

I consent to being named in the Company's Proxy Statement and Annual Report and other solicitation materials, if so nominated as a director of the Company. I confirm my understanding that the provisions of the Company's governing documents must be complied with and satisfied in order for me to qualify, and be properly nominated as, a director of the Company, including the provisions of Section 4.15 of the Fourth Amended and Restated By-Laws of Destination XL Group, Inc. The answers to the foregoing questions are complete and accurate in all respects to the best of my knowledge and belief. I will notify the Company promptly if any of my responses change. In the absence of notice from me concerning any changes in the foregoing answers following the date of this Questionnaire, the Company is to understand that the information appearing in this Questionnaire remains, to the best of my knowledge, accurate and complete.

Richard D. Van Doren, Jr.
(Print full name)


(Signature)

Dated: May 1, 2018

Definition of "Beneficial Ownership"

The SEC has adopted a definition of "beneficial ownership," as used in this Questionnaire, that is different from the one with which you may be familiar in the context of insider trading. Securities owned "beneficially" would include not only securities held by you for your own benefit, whether in bearer form or registered in your own name or otherwise, but also securities held by others for your benefit (regardless of whether or how they are registered) such as, for example, securities held for you by custodians, brokers, relatives, executors, administrators, or trustees, and securities held for your account by pledgees, securities owned by a partnership in which you are a member, and securities owned by any corporation which is or should be regarded as a personal holding corporation of yours.

The SEC's definition of "beneficial ownership" provides generally that:

(a) A person "beneficially owns" a security if he or she, directly or indirectly, has or shares voting power (*i.e.*, the power to vote, or to direct the voting of such security) and/or investment power (*i.e.*, the power to dispose or to direct the disposition of such security) whether through any contract, arrangement, understanding, relationship or otherwise.

(b) A person is also deemed to be the beneficial owner of a security if he or she has the right to acquire such security within 60 days including any right to acquire such a security during that time period (a) through the exercise of any option, warrant or right; (b) through the conversion of a security; (c) pursuant to the power to revoke a trust, discretionary account or similar arrangement; or (d) pursuant to the automatic termination of a trust, discretionary account or similar arrangement.

In the view of the SEC, any person or entity that controls, or has the power to control, a beneficial owner is itself a beneficial owner with respect to the securities owned by the controlled person or entity. Thus, for example, a parent company would be the beneficial owner of securities owned by a subsidiary over which it has control. The term "control" means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting securities, by contract or otherwise.

Please note that under the definitions set forth above, there may be more than one beneficial owner of the same security, such as when a person places securities in a revocable discretionary account with a trustee or investment adviser who can vote or dispose of the securities; in that case, the individual would have investment power since he or she could revoke the arrangement and the trustee or investment adviser would have voting power and investment power. Thus, both the individual and the investment adviser would have beneficial ownership of the same securities.

Definition of "Executive Officer"

When used in reference to any company or business entity, "executive officer" means the chief executive officer, president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function or any other person who performs similar policy making functions for the company. (Executive officers of subsidiaries may be deemed executive officers of the company if they perform such policy making functions for the company.)

Definition of "Immediate Family"

A person's "immediate family" includes such person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law (whether by blood or adoption), or anyone residing in such person's home (other than a tenant or employee).

Definition of "Associate"

The term "associate," as used in this Questionnaire, means:

1. any corporation or organization (other than the Company or a majority-owned subsidiary of the Company) of which you are an officer or partner or are, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities;
2. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as trustee or in a similar fiduciary capacity; and
3. your spouse, or any relative of you or your spouse, who lives with you, or who is a director or officer of the Company or any of its parents or subsidiaries.

Immediate Family Members

| <u>Relationship</u> | <u>Name</u> | <u>Employer</u> | <u>Title</u> | <u>Board Memberships</u> |
|---|-------------------|-----------------|--------------|--------------------------|
| Spouse | Shelby Van Doren | None | None | None |
| Children | Trenton Van Doren | None | None | None |
| | Parker Van Doren | None | None | None |
| | Mollie Van Doren | None | None | None |
| Step-children | N/A | N/A | N/A | N/A |
| Sons-in-law | N/A | N/A | N/A | N/A |
| Daughters-in-law | N/A | N/A | N/A | N/A |
| Parents | N/A | N/A | N/A | N/A |
| Step-parents | N/A | N/A | N/A | N/A |
| Parents-in-law | N/A | N/A | N/A | N/A |
| Siblings | N/A | N/A | N/A | N/A |
| Brothers-in-law | N/A | N/A | N/A | N/A |
| Sisters-in-law | N/A | N/A | N/A | N/A |
| Other persons sharing your household (other than tenants and employees) | None | None | None | None |

NAME: RICHARD D. VAN DOREN, JR.

DESTINATION XL GROUP, INC.

QUESTIONNAIRE FOR DIRECTORS REGARDING INDEPENDENCE

Response Mechanics: Please review this Questionnaire and answer accurately (in ink other than black). Please be sure that *every* question in this Questionnaire is answered; if the answer to any question is “None” or “Not Applicable,” please so state. If the space provided for answers is inadequate, please use attachments to provide the additional detail. Unless otherwise stated, answers should be given as of the date on which you complete this Questionnaire. A limited number of questions may *appear* to overlap. Accordingly, you should feel free to cross-reference your answers in order to avoid repeating information.

Purpose of Responses: The questions below are designed to elicit a variety of information that could be useful to the Board in determining the “independence” of its Directors. In making this determination, the Board will be guided by a few specific requirements, but otherwise will need to rely on broad general principles and its own collective judgment. Unless one of several objective factors causes a Director not to be “independent” under Nasdaq requirements, the question for the Board will be whether one or more current, and in some cases certain former, relationships that involve the Company or members of its management, taken as a whole, cause the Director not to be “independent.” In this regard, the New York Stock Exchange (solely for informational purposes given that the Company is an Nasdaq-listed company) has stated that:

“it is not possible to anticipate, or explicitly to provide for, all circumstances that might signal potential conflicts of interest, or that might bear on the materiality of a director’s relationship to a listed company. . . Accordingly, it is best that boards making ‘independence’ determinations broadly consider all relevant facts and circumstances. In particular, when assessing the materiality of a director’s relationship with the company, the board should consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others.”

Materiality and Significance – Some Information on Standards: Because neither Nasdaq nor applicable law and regulations have specifically stated what “material” means in this context, the Board will need to apply a broad, common law standard of materiality: *whether a reasonable investor would attach importance to the existence of the relationship in determining that the Director in question was not independent.* For purposes of completing this Questionnaire, it is important to note not only that a single significant relationship may be material, but also that multiple relationships which individually are not significant may, collectively, be material when viewed as a whole. Wherever possible this Questionnaire attempts to define in context what is “material,” but in many instances it is simply not possible to give a bright-line standard for you to apply. In those instances, please keep in mind that the Board, in making its determination needs more, rather than less information so that it can put itself in the shoes of the “reasonable investor.” When the facts might lend themselves to multiple interpretations from the “reasonable investor” standard, it is appropriate for the Board as a whole, rather than each individual

Director, to reach a judgment as to materiality. In some instances, this Questionnaire uses the term “significant,” which is intended to cast a broader net than the term “material” while still allowing you to use your discretion in responding. In all events, if you have any doubts as to disclosure, please err on the side of disclosing what may arguably be “insignificant” or “immaterial” relationships, so as to enable the Board to make the most accurate and informed of determinations.

Use of Responses, Company Information Assistance: The information solicited by this Questionnaire will be used by the Board to comply with legal and Nasdaq requirements that have become the focus of much public attention and are closely monitored by institutional investors. Each Director has a vested interest in the process being as complete and thorough as possible. At the same time, the Board is well aware that it would be unduly burdensome to require each Director to disclose every single relationship, no matter how routine or insignificant or incidental, which may have any bearing on any of the questions in this Questionnaire. Therefore, in addition to asking you to make your own judgment as to whether any specific relationship is of the kind as to which a reasonable investor would want more information, the Board is prepared to make available Company data and resources to assist you in ascertaining whether specific entities with whom you or your immediate family or affiliates have a relationship also have a relationship with the Company or its management or affiliates.

Some Defined Terms: For purposes of this Questionnaire, the following terms have the following meanings unless otherwise noted:

- **“Immediate family”** member means any of the following: your spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than persons employed by you) who shares your home.
- **“Affiliate”** means, with respect to any person, any person, directly or indirectly through one or more intermediaries, controlling, controlled by or under common control with such person.
- **“Control,”** when used with respect to any person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms **“controlling”** and **“controlled”** have meanings correlative to the foregoing.

Please note that the definitions of **“affiliate”** and **“control”** are not necessarily objective definitions and you should therefore be over inclusive in your assessment of whether a person has been or is **“affiliated”** with another person, including the Company.

Please note that Nasdaq Listing Rules and the Securities and Exchange Commission rules effectively require the Company to monitor the independence of directors and members of the Audit Committee, Compensation Committee and Nominating/Corporate Governance committee throughout the year. As a result, if there is any change or proposed change in the facts on which your answers to this questionnaire are based, it is important that you notify Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or via email (klehmann@dxlg.com) as soon as possible.

Thank you for your attention in completing this important Questionnaire.

I. BACKGROUND

1. Do you serve on the board of directors of other companies?

Yes _____ No _____

IF YES, please provide a complete description of this service. However, in the event you serve on a number of "**affiliated**" or related entities, please feel free to list the "Parent" or similar entity with a general reference to the other entities.

2. Are you, or is any member of your "**immediate family**," now employed, or have you or any member of your "**immediate family**" been employed within the last three years, as an executive officer of another company for which any of the Company's current executive officers serve or served at the same time on the other company's compensation committee?

Yes _____ No _____

IF YES, please provide a complete description of this relationship.

II. EMPLOYMENT

1. Since January 1, 2015, have you (or any member of your "**immediate family**") been employed by the Company or any of its subsidiaries or predecessors?

Yes _____ No _____

IF YES, please provide a complete description of this employment.

2. Since January 1, 2015, have you or any member of your "**immediate family**" received more than \$120,000 per year in direct compensation or other payments from the Company or any of its subsidiaries or predecessors, in any capacity, other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes _____ No _____

IF YES, please provide a complete description of this compensation or other payment and related services for the Company or any of its subsidiaries or predecessors.

3. Since January 1, 2015, have you (or any member of your "**immediate family**") had any personal services contract(s) with the Company or any of its subsidiaries or predecessors

or a member of senior management of the Company or any of its subsidiaries or predecessors?

Yes _____

No _____

IF YES, please provide a complete description of this arrangement. You may attach a copy or an existing summary of the contract(s).

III. THIRD PARTY RELATIONSHIPS

1. Since January 1, 2015, have you (or any member of your “**immediate family**”) been an executive officer, employee, partner or controlling stockholders of a company that makes payments to, or receives payments from, the Company or any of its subsidiaries or predecessors for property or services in an amount which, in any single fiscal year, exceeds the greater of \$200,000 or 5% of such other company’s consolidated gross revenues?

Yes _____

No _____

IF YES, please provide a complete description of this service or employment relationship.

2. Since January 1, 2015, have you had any ongoing business or professional relationship with the Company or any of its subsidiaries or predecessors (other than service as a Director of the Company), whether or not material in an economic sense, that involves continued dealing with management, such as the relationship between the Company and any investment banker, financial advisor, accounting or consulting firm, public or investor relations firm, or legal counsel?

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

3. Since January 1, 2015, have you (or any member of your “**immediate family**”) had any material business or professional relationship with either:
- (a) the Company or any of its subsidiaries or predecessors (other than service as a Director of the Company); or
 - (b) a member of senior management of the Company or any of its subsidiaries or predecessors (whether related to such member’s duties and responsibilities as an employee of the Company or his or her personal business/finances)?

For purposes of this question, you should assume that any gross revenue should be considered “material” if it exceeds 5% of your (or any member of your “**immediate**

family's") (i) annual gross income, derived from all sources, during either of the last two years, or (ii) net worth, on a fair market value basis. At the same time, a relationship may be material, even if it does not cross this threshold, if it is otherwise significant for you or a member of your "**immediate family**," either individually, or when viewed in the context of other relationships, or when taken together with multiple relationships involving you and your "**immediate family**" as a whole.

Yes _____ No _____

IF YES, please provide a complete description of this relationship.

4. Since January 1, 2015, have you (or any member of your "**immediate family**") performed services or been employed by or a representative of or "**affiliated**" with any firm or organization, or received any financial benefit from any such firm or organization, providing services (including, without limitation, professional advisory, financial consultation, tax, or legal counsel services) for the Company or any of its subsidiaries or predecessors or a member of senior management of the Company or any of its subsidiaries or predecessors?

Yes _____ No _____

IF YES, please provide a complete description of this service or employment relationship.

5. Since January 1, 2015, have you (or has any member of your "**immediate family**") been a controlling shareholder, member of the board of directors or trustees of, general partner of, an executive officer of or otherwise "**affiliated**" with a customer, supplier or service provider of the Company or any of its subsidiaries or predecessors?

Yes _____ No _____

IF YES, please provide a complete description of this relationship.

6. Since January 1, 2015, have you (or any member of your "**immediate family**") been employed by, on the board of directors or trustees of, or otherwise "**affiliated**" with a not-for-profit entity that receives direct and/or significant contributions from the Company or any of its subsidiaries or predecessors, including any members of any such Company's senior management, or any foundation or similar entity established by or on the behalf of any of the foregoing?

Yes _____ No _____

IF YES, please provide a complete description of this relationship.

7. Are you (or any member of your “**immediate family**”) now a current partner of our independent auditors, or did you or a family member at any time within the three years prior to the date you sign this Questionnaire, work on our company’s audit as a partner or employee of our independent auditors?

Yes _____ No _____

IF YES, please provide a complete description of this relationship.

IV. AUDIT COMMITTEE MATTERS

1. Since January 1, 2015, have you been “**affiliated**” with or employed by, or has any member of your “**immediate family**” been “**affiliated**” with or employed in a professional capacity by, a present or former internal or external auditor of the Company or any of its subsidiaries or predecessors?

Yes _____ No _____

IF YES, please provide a complete description of this relationship or involvement.

2. Since January 1, 2017, have you received or do you currently have the right to receive, directly or indirectly, any consulting, advisory, or other compensatory fees, including any fees paid, directly or indirectly, for services as a consultant or a legal or financial advisor (including fees paid to your firm even if you are not the actual service provider), regardless of the amount, from the Company or any of its subsidiaries or predecessors other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes _____ No _____

IF YES, please provide a complete description of this compensation.

3. Since January 1, 2015, have you owned, been employed by, or served as a director (or in a similar capacity) of any entity that accepted any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries or predecessors?

Yes _____ No _____

IF YES, please provide a complete description of this compensation.

4. Since January 1, 2017, have you been an “**affiliated person**” of the Company or any subsidiary thereof? **For purposes of this question only, “affiliated person”** of the Company or any subsidiary thereof means (A) with respect to any person, any person directly, or indirectly through one or more intermediaries, controlling, controlled by, or under common control with such person; (B) any executive officer of any “**affiliate**”; (C) any director who also is an employee of an “**affiliate**”; (D) any general partner of an “**affiliate**”; and (E) any managing member of an “**affiliate**.”¹

Yes _____

No _____

IF YES, please provide a complete description of this relationship.

V. COMPENSATION COMMITTEE MATTERS

1. Since January 1, 2017, have you received or do you currently have the right to receive, directly or indirectly, any consulting, advisory, or other compensatory fees, including any fees paid, directly or indirectly, for services as a consultant or a legal or financial advisor (including fees paid to your firm even if you are not the actual service provider), regardless of the amount, from the Company or any of its subsidiaries or predecessors other than (i) director and committee fees or (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)?

Yes _____

No _____

IF YES, please provide a complete description of this compensation.

2. Since January 1, 2015, have you owned, been employed by, or served as a director (or in a similar capacity) of any entity that accepted any consulting, advisory, or other compensatory fee from the Company or any of its subsidiaries or predecessors?

Yes _____

No _____

IF YES, please provide a complete description of this compensation.

3. Since January 1, 2017, have you been an “**affiliated person**” of the Company or any subsidiary thereof? **For purposes of this question only, “affiliated person”** of the Company or any subsidiary thereof means (A) with respect to any person

¹ Please note, the Securities and Exchange Commission has adopted a presumption that a person who is not an executive officer or the direct or indirect beneficial owner of 10% or more of any class of voting equity securities of the listed company or of an entity that controls, is controlled by or is under common control with the Company will not be deemed to be an “**affiliated person**.”

directly, or indirectly through one or more intermediaries, controlling, controlled by, or under common control with such person; (B) any executive officer of any "affiliate"; (C) any director who also is an employee of an "affiliate"; (D) any general partner of an "affiliate"; and (E) any managing member of an "affiliate."²

Yes _____ No X _____

IF YES, please provide a complete description of this relationship.

4. With respect to any compensation consultant, legal counsel or other adviser (each, a "Consultant") retained by the Compensation Committee in fiscal 2017, did you have, or do you have, any business or personal relationship with such Consultant?

Yes _____ No X _____

IF YES, please provide a complete description of this relationship.

5. With respect to any Consultant retained by the Compensation Committee in fiscal 2017, do you have any knowledge of, or reason to believe, that there is an actual or potential conflict of interest between (i) yourself or the Company, its directors or its executive officers and (ii) such Consultant?

Yes _____ No X _____

IF YES, please provide a complete description of this relationship.

VI. MISCELLANEOUS

1. Do you or any member of your "immediate family" have any other relationship (either current or former) with the Company or members of its senior management (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) that **might reasonably be considered significant** to consideration of your **actual or perceived independence** as a Director of the Company? For purposes of illustration, potentially significant relationships could include (without limitation) commercial, industrial, investment management, banking, consulting, legal, accounting, financial, professional, close personal, charitable or familial relationships, among others.

Yes _____ No X _____

IF YES, please provide a complete description of this relationship.

² Please note, the Securities and Exchange Commission has adopted a presumption that a person who is not an executive officer or the direct or indirect beneficial owner of 10% or more of any class of voting equity securities of the listed company or of an entity that controls, is controlled by or is under common control with the Company will not be deemed to be an "affiliated person."

In the event that you subsequently learn of any information that would affect the accuracy or completeness of the information that you have previously reported in this Questionnaire, please contact Robert S. Molloy at (781) 828-9300 x2029 or Kathy Lehmann at (781) 828-9300 x2543 or at klehmann@dxlg.com immediately.

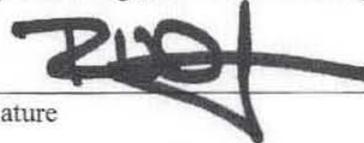
Please complete, sign and return the Questionnaire to Kathy Lehmann by PDF or fax at (781) 821-5174.

Your signature at the end of this Questionnaire constitutes your consent to the disclosure of the information contained in your answers in the Company's Proxy Statement and Annual Report as and to the extent required by the Securities and Exchange Commission and applicable Nasdaq rules and federal and state securities laws. You should be aware that a director of a registrant who files proxy materials or reports that are false or misleading in any material respect may, among other things, be personally liable to shareholders who have been damaged by the false or misleading statements. Therefore you should answer completely and accurately each part of this Questionnaire.

* * * * *

I consent to being named in the Company's Proxy Statement and Annual Report and other solicitation materials, if so nominated as a director of the Company. I confirm my understanding that the provisions of the Company's governing documents must be complied with and satisfied in order for me to qualify, and be properly nominated as, a director of the Company, including the provisions of Section 4.15 of the Fourth Amended and Restated By-Laws of Destination XL Group, Inc. The answers to the foregoing questions are complete and accurate in all respects to the best of my knowledge and belief. I will notify the Company promptly if any of my responses change. In the absence of notice from me concerning any changes in the foregoing answers following the date of this Questionnaire, the Company is to understand that the information appearing in this Questionnaire remains, to the best of my knowledge, accurate and complete.

Dated: May 1, 2018



Signature

Richard D. Van Doren, Jr.

Name: Please print or type

Destination XL Group, Inc.
Business Relationships Questionnaire

Have you, or your spouse or dependents, had any actual or proposed direct or indirect business relationships with KPMG, or have you provided services to KPMG during the period from January 29, 2017 through the date of this questionnaire?

Please circle your response Yes or No

If yes, please describe the relationship and any fees or revenues received or receivable?

Yes. I currently use KPMG's audit services at Samsara BioCapital, LLC to conduct our annual US audit. I have not, nor has my spouse or dependents, received compensation from KPMG.

The answer to the foregoing question is correctly stated to the best of my knowledge and belief.

Signature: _____



Print Name: Richard Van Doren

Date: May 1, 2018

Definitions for Purposes of This Questionnaire

- | | |
|--------------------------------|---|
| Dependent | - means any person who received more than half of their support for the most recent calendar year from the relevant individual. |
| Direct business relationship | - when an individual or entity enters into a business relationship as one of the principal parties to that relationship. |
| Indirect business relationship | - when a third party controlled by the individual or entity enters into a business relationship as one of the principal parties to that relationship. This includes instances when, for example, a trust or personal holding company controlled by an individual enters into a business relationship. |