



COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Destination XL Group, Inc. (the “Company”) is to (i) discharge the Board’s responsibilities relating to executive compensation; (ii) produce an annual report regarding executive compensation; and (iii) discharge any other responsibilities provided for in this Compensation Committee Charter (this “Charter”) or otherwise delegated to the Committee by the Board.

II. Membership and Organization

- A. The Committee shall be comprised of two or more members of the Board, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market, LLC (“Nasdaq”). Notwithstanding the foregoing, to the extent the Committee consists of at least three members, one director who is not independent under the rules of Nasdaq may be appointed to the Committee, subject to the following: (i) the director is not a current officer or employee, or an immediate family member of a current officer or employee, of the Company; (ii) the Board, under exceptional and limited circumstances, determines that such individual’s membership on the Committee is required by the best interests of the Company and its stockholders; (iii) the Company discloses in the proxy statement for the next annual meeting of stockholders subsequent to such determination (or in its Form 10-K if the Company does not file a proxy statement), the nature of the relationship and the reason for that determination; and (iv) such person does not serve under this exception on the Committee for more than two years.
- B. The members of the Committee and the Chairman of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board. Each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.
- C. The Committee shall meet at least two times annually, or more frequently as the Committee may determine. The Committee shall meet in executive session at least on an annual basis. The Chairman of the Committee shall report to the Board regularly regarding the Committee’s activities and actions, including at the first Board meeting following any Committee meeting.

- D. The Chairman or, in the event of his absence from any meeting, another member of the Committee designated by vote of the members in attendance at such meeting, will chair all meetings of the Committee and set the agendas for such meetings. Any other member of the Committee shall have the right to submit items to be included on the agenda for any Committee meeting. The Committee may form and delegate authority and duties to subcommittees.
- E. The Committee may, to the extent consistent with maintaining the confidentiality of compensation discussions, invite the Company's Chief Executive Officer (the "CEO") or other members of the Company's senior management to participate in all or a portion of any meetings of the Committee, but if present during any deliberations of the Committee, the CEO may not vote. The CEO may not be present during any deliberations or voting of the Committee or the Board regarding the CEO's compensation.
- F. The Committee shall keep regular minutes of its meetings and report the same to the Board from time to time and upon request.

III. Duties and Responsibilities

The Committee shall:

- A. On an annual basis, review and discuss the CEO's compensation, including the factors and criteria upon which the CEO's compensation is based. The Committee shall have the sole authority to set the CEO's compensation level, but may instead, in its sole discretion, recommend such compensation to the Board for its approval.
- B. Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement with management, and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included. The Committee shall also produce an annual report of the Committee for inclusion in the Company's proxy statement.
- C. On an annual basis, review, discuss and approve the compensation of executive officers of the Company other than the CEO, as recommended to the Committee by the CEO. The Committee shall approve the Company goals and objectives relevant to the compensation of the executive officers of the Company, including annual incentive opportunities for each executive officer.
- D. Review and recommend for approval by the Board the frequency with which the Company should submit to the shareholders an advisory vote on the compensation of the Company's named executive officers.
- E. Review the results of any shareholder advisory votes on the compensation of the Company's named executive officers and consider such vote when reviewing the Company's executive compensation policies and practices.
- F. In consultation with management, oversee regulatory compliance with respect to compensation matters, including any required shareholder approval of equity compensation plans pursuant to Nasdaq or SEC requirements.

- G. Review and recommend actions to the Board regarding compensation of directors, as well as director and officer indemnification and insurance matters.
- H. Approve the establishment or material amendment of any tax qualified, non-discriminatory employee benefit plans or parallel nonqualified plans, or other plans pursuant to which stock of the Company may be acquired by its officers, directors, employees or consultants.
- I. Review and approve, or make recommendations to the Board to approve, all awards pursuant to the Company's equity incentive plans.
- J. Perform any other activities consistent with this Charter, and the Company's By-Laws and Certificate of Incorporation, as may be determined by the Board.

IV. Additional Responsibilities and Authority

- A. The Committee shall have authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel and/or other adviser as it shall deem necessary to carry out its duties, without Board or management approval.
- B. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.
- C. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.
- D. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:
 - (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
- E. The Committee shall annually review and evaluate the performance of the Committee, including compliance by the Committee with this Charter.
- F. The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.