

# DXL

## BIG + TALL

Dear Associate:

This booklet—the Destination XL Group, Inc. (“DXLG” or the “Company”) Code of Business Conduct and Ethics (which is sometimes referred to simply as the “Code”)—has been prepared to provide a clear understanding of the Company’s expectations for conducting business. While the booklet details conduct expected of each of us and standards to follow in our business dealings with others, no code or policy can spell out the appropriate conduct and ethical behavior for every situation with which we are confronted. In the final analysis, we have to rely on our own common sense, good judgment and conscience. Therefore, this booklet is intended to provide guidelines to assist us in our work for the Company. It is not intended to address comprehensively the personnel policies and practices of the Company, and you should consult with your supervisor, Human Resources Department or the Company’s Compliance Officer if you have any questions with respect to any of these policies and practices.

At DXLG, we expect all Associates to conduct themselves according to the highest standards of business ethics and integrity. Adherence to these principles is important in order to maintain public trust and confidence in our Company. An action that appears to be unethical can reflect negatively upon every Associate and harm our community standing. It should be understood by everyone: there are no good reasons for unethical behavior or failure to comply with Company policies or the laws applicable to our business.

DXLG takes great pride in the high level of integrity and business ethics displayed by our Associates. We hope and expect that the publication of this Code of Business Conduct and Ethics will help foster and maintain this tradition.

Sincerely,

**Harvey S. Kanter**  
President and Chief Executive Officer

# **DXL**

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### **INTRODUCTION**

It is the policy and commitment of Destination XL Group, Inc. and all of its subsidiaries (“DXLG” or the “Company”) to adhere to the highest standards of integrity and business ethics in the operation of our Company. These standards are set forth in the pages that follow and are reflected in the character and the conduct of the Associates of DXLG. We urge you to become thoroughly familiar with the contents of this booklet—the DXLG Code of Business Conduct and Ethics (which is sometimes referred to simply as the “Code”)—and to use it as a guideline in the performance of your responsibilities for the Company. We also encourage you to seek assistance either from your supervisor or the Human Resources Department when a question or concern arises with respect to any matter addressed in this material.

This booklet is divided into four sections, each of which contains specific guidance with respect to Company conduct. As you will see, these sections can be summarized in the following general principles, which should guide each of us in the performance of our day-to-day business responsibilities:

- Avoid outside activities or influences which conflict with the best interests of the Company or impair the performance of your work responsibilities;
- Conduct business in accordance with the letter, spirit and intent of applicable laws, regulations and policies;
- Maintain confidentiality of customer, Associate and Company information;
- Be honest and trustworthy in your relationships with customers, suppliers, fellow Associates, management, stockholders and the general public;
- Provide service of the highest quality;
- Refrain from using the Company’s resources and reputation for personal gain;
- Be economical in using Company resources.

These principles are fundamental to the operation of every quality enterprise. If they appear obvious, it is because they make common sense to anyone who takes pride in the performance of their job for the Company.

The Company may change and update this Code, as necessary, to address specific requirements relating to various functions and areas of responsibility.

**The last page of this booklet contains a statement of understanding and compliance, which must be signed electronically by you. The statement simply says that you have read the Code of Business Conduct and Ethics and have adhered to the principles and policies contained in the booklet and will do so in the future.**

**Each Associate is required to sign the statement electronically. If you believe that you cannot, in good faith, electronically sign the statement, you must advise your supervisor or the Human Resources Department of the reason(s) why you are unable to do so.**

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## I. CONFLICTS OF INTEREST

DXLG respects the right of its Associates to engage in activities outside of their employment, which do not conflict with the business of the Company or which do not draw direct or indirect benefits from the Company. Conflicts of interest arise when the personal interests of an Associate are inconsistent with the responsibilities of his or her employment. Examples of such conflicts include any activity, interest or association that might influence, or even appear to influence, the independent exercise of an Associate's judgment in making a decision or taking an action which is in the best interests of the Company, its stockholders and the public. The following categories cover the most common situations (but by no means all situations) in which a conflict of interest may arise:

### A. Gifts and Gratuities

Associates, including members of their immediate families, should not request or accept a gift, rebate, kickback, compensation or remuneration of any kind (whether it be in the form of cash, property, services or payment of expenses), from any organization or individual which supplies to, purchases from or competes with the Company or any organization or individual with which the Company does or is likely to do business.

In certain cases, because of protocol or courtesy, it may be appropriate to accept an unsolicited gift of nominal value, such as may be the case with routine two-way exchanges of normal business courtesies, which might reasonably be expected to be exchanged in the ordinary course of business. As a guideline for helping you to determine whether a particular gift, entertainment or other benefit is appropriate, you should consider whether it would be considered extravagant or excessive or whether a disinterested third party might infer that it could affect your judgment. If so, the gift, entertainment or other benefit should not be accepted. The receipt of gratuities such as gifts or entertainment of more than nominal value, money, loans, vacations, airline tickets, or hotel accommodations, are prohibited. In all cases, it is the Company's policy that any money or non-cash gift valued at US \$100 (or equivalent) or greater must be reported to and approved by the Company's General Counsel. Under no circumstances whatsoever should any Associate accept cash gifts from any supplier or vendor of goods or services to the Company. If you receive a gift, entertainment or other benefit which does not comply with this policy, or are unsure whether it complies, it should be reported in writing to the Company's General Counsel who may choose to accept the gift on behalf of the Company, determine that it is appropriate for you to keep the gift, or require that the gift be returned.

Similarly, it is also the Company's policy, and in many instances a violation of law, for payments or gifts to be made or offered by any Associate to influence any decision to be made or action to be taken in securing or transacting Company business with another individual or organization.

## **B. Meals and Entertainment**

As part of the performance of an Associate's responsibilities, the providing or accepting of meals and refreshments which are business related, are reasonable, and are normally exchanged in the ordinary course of business is permitted as an exchange of normal business courtesies. However, acceptance of such meals or other amenities is prohibited when the Associate has, or should have, any reason to believe that the offer is made with the intent to improperly influence the Associate in the performance of his or her responsibilities for the Company.

The solicitation of entertainment from an individual or organization through special events such as sporting events, social dinner meetings and other social events is not to be used or even suggested as a prerequisite for that individual's or organization's doing business with the Company. However, such entertainment may occasionally be accepted or extended by Associates when appropriate for business objectives and when such entertainment has been or is likely to be mutually extended during the course of the business relationship. Elaborate entertainment, such as overnight or weekend trips, is not to be extended by or accepted by Associates.

## **C. Outside Employment**

Any outside employment or business activities engaged in by Associates must not conflict with, or appear to conflict with, or interfere with, the Associate's ability to properly perform his or her work at the Company. Associates may not perform work or services for any person, corporation, partnership or other entity, which supplies to, purchases from or competes with the Company.

The solicitation of, or performance of, any outside work for personal gain during working hours is prohibited. The performance of certain charitable activities may be permissible during working hours with the prior approval of the Associate's supervisor.

## **D. Personal Financial Interests**

A conflict with the interests of the Company arises when an Associate holds a substantial investment or other financial interest in any organization, which supplies to, purchases from or competes with the Company. Such a financial interest, although only by way of example, might arise through:

- Stock ownership, partnership or other proprietary interest, or holding of debt or debt securities.
- Receipt of remuneration, compensation commissions, or brokerage, finders, consulting or advisory fees.
- Certain types of financial interests will not be considered substantial or material, such as ownership of less than one percent (1%) of any class of stock, debt or other securities in a public Company or enterprise.

- Holding office, serving on the Board of Directors, or otherwise participating in management.
- Borrowing money. (This does not apply to loans from banks or commercial lending institutions in the usual manner.)
- Ownership of any interest in, or any dealing in, real estate, equipment, materials or property where the opportunity for such investment is presented to the Associate solely or substantially as a result of his or her position with the Company or where the individual stands to gain financially due to his or her position with the Company whether or not such activities shall be detrimental to the Company's best interests.

**E. Purchase of Goods and Services**

Each year the Company spends millions of dollars in the purchase of goods and services from outside vendors and suppliers. All Associates involved in the process of purchasing such goods and services should be objective and impartial when making purchasing-related decisions. To remain fair and impartial in making decisions, Associates involved in these processes should:

- Follow established policies and procedures for all steps of the purchasing process.
- Not engage in “backdoor selling” when doing business with vendors and suppliers. Backdoor selling occurs when vendors and suppliers circumvent established procedures and attempt to work directly with requisitioners and to influence purchasing decisions.
- As already discussed in detail, neither seek nor accept gratuities, favors, or other payments from vendors or suppliers as an inducement to do business.
- Not use Company funds to make personal purchases.

From time to time, situations may arise where a relative or a family member of an Associate is interested in providing goods or services to the Company. So as to avoid any conflict of interest or even the appearance of impropriety with respect to such a situation, any such proposals should be submitted to the appropriate department of the Company disclosing the nature of the family relationship and the terms of the proposal. Under no circumstances should the Associate attempt to influence or be involved with any decision with respect to any such proposal, which will only be considered on an arm's length basis along with other similar proposals.

## II. CONFIDENTIAL INFORMATION

### A. Confidential Information

As Associates of DXLG, we are all responsible for protecting the Company's confidential information and using that information only for the Company's purposes. All information developed within the Company with respect to its business is confidential and should not be disclosed to any unauthorized person. Associates should not discuss confidential Company information outside the Company, even with their families. Such information must be protected because unauthorized disclosure could destroy its value to the Company and give unfair advantage to others. Examples of Company confidential information include, without limitation, buying policies, marketing and promotion plans, advertising campaigns, store locations, site selection criteria and policies, budgets, distribution programs, computer programs and data files, non-public sales or earnings results and any other information concerning the Company's financial, legal or other business activities. Other information that we have access to may include personal information about our fellow Associates, the Company's officers, directors and stockholders or our customers. This information is also confidential and may not be disclosed without proper authorization. DXLG's customers properly expect that this information will be kept confidential. DXLG takes any violation of a customer's confidentiality very seriously and will not tolerate such conduct.

### B. Securities Trading Policy

Many of us who work at the Company, officers and non-officers alike, have access to confidential information concerning the Company and its affairs. U.S. federal securities laws prohibit "insider trading." Specifically, Rule 10b-5 under the Securities Exchange Act of 1934, as amended, applies to any person, including members of the Board of Directors, officers, employees of the Company and any other person who may have access to material, non-public information concerning the Company or its prospects ("Inside Information").

It is a violation of Company policy and federal securities law for persons to trade in Company securities while he or she is aware of Inside Information. It is also illegal and against Company policy to communicate or "tip" Inside Information to others so that they may trade in Company securities based on that information.

The Company's Board of Directors has adopted a Securities Trading Policy that is applicable to all of our directors, officers and employees, which is accessible via the DXLG Intranet Portal (or you can obtain a copy from Human Resources), and it is expected that all of our Associates comply with the Securities Trading Policy. As set forth in the Securities Trading Policy, you must refrain from trading in Company securities if you have Inside Information. In other words, when you have Inside Information, you must not buy or sell any Company securities, place an order to do so, or recommend or direct the purchase or sale of any Company securities, for your own account or for any account in which you have a direct or indirect ownership interest or for any other account over which you have discretionary authority or power of attorney. Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency) are not an exception to the prohibition on insider trading. You must not share Inside Information with anyone else or advise any person to trade in

Company securities or express any opinion as to trading in Company securities, regardless of whether that person is also subject to the Securities Trading Policy. The Company's General Counsel has been designated as Compliance Officer with regard to the Securities Trading Policy. If you have any questions regarding the Company's Securities Trading Policy, please contact the Compliance Officer.

**C. Media Disclosure**

In the course of our duties, we may receive inquiries from representatives of the news media. Unless responding to such inquiries is among our specifically authorized responsibilities, we should politely refer all media representatives to the Chief Executive Officer or Chief Financial Officer.

### **III. RECORDS, PRACTICES, PROPERTY AND ADHERENCE TO LAW**

**A. Company Data, Records and Reports**

In performing our responsibilities for the Company, we must prepare and/or complete all Company records, business data, reports, filings, submissions and documents in a full, fair, accurate, timely and understandable manner. These include such routine documents as time sheets and expense reports. They also include accounting entries, cost estimates, contract proposals, and other presentations and reports to management, customers, governmental agencies, stockholders and the public. The falsification of records, manual or computer, is always unethical, generally illegal and always unacceptable to the Company. All information transmitted both within and outside of the Company must be honest and well-founded, as the integrity of the Company's records and reports is based on the validity, accuracy, and completeness with which they are prepared. In addition, all Company financial practices concerning accounting, internal accounting controls and auditing matters must meet the highest standards of professionalism, transparency and honesty.

**B. Company Funds and Property**

We are all personally responsible and accountable for the proper expenditure of Company funds. This includes Company money spent on travel or other business expenses.

We are also responsible for the proper use and care of Company property over which we have control. Company equipment or other property should be handled and cared for properly. It should not be used for personal benefit, sold, loaned, given away, or otherwise disposed of, regardless of its condition or value, without proper authorization.

**C. Adherence to Applicable Law**

The Company requires that all Associates, officers, directors, or any third party doing business on behalf of the Company, comply with all laws, rules and regulations applicable to the

Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

## **IV. COMPLIANCE WITH THE CODE**

### **A. Responsibility for Compliance**

Every Associate is responsible for compliance with both the letter and spirit of this Code of Business Conduct and Ethics. Management assumes a special obligation for its own awareness and the effective communication of this Code to Associates who report to them. This Code shall be distributed to each new Associate upon commencement of his or her employment and shall also be distributed annually to each Associate. Managers and supervisors are encouraged to maintain an open-door policy in responding to questions regarding the Code of Business Conduct and Ethics. Frequent discussion of ethical issues, both informally and formally, is a sign of good corporate practice. These responsibilities cannot be delegated.

### **B. Reporting Violations**

Any Associate who knows or believes that any employee, officer, director or other representative of the Company has engaged or is engaging in conduct related to the Company that violates applicable law, this Code or any other code or practice standard applicable to such an individual, should report this information to his or her supervisor or the Human Resources Department in person or by sending a letter or other writing to the Company's principal executive offices to the attention of the Associate's supervisor or the Human Resources Department. In addition, the Associate may call the DXLG Business Abuse Hot Line which is available 24 hours a day, seven days a week, at 888-662-5025. You may choose to remain anonymous in reporting any possible violation of this Code. Any supervisor who receives a report of a violation of this Code must immediately inform the Human Resources Department.

While it is the Company's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

### **C. Investigating and Resolving Concerns**

All reports of possible violations will be forwarded to the Human Resources Department. The General Counsel may, in his or her discretion, assume responsibility for evaluating any possible violation and directing or conducting any investigation or may delegate any portion of such responsibility to the Human Resources Department or another person or entity within or outside the Company. If the investigation concerns a possible violation by the General Counsel, then the Chief Executive Officer or Chief Financial Officer shall assume the General Counsel's responsibilities in this regard. All reports of possible violations will be handled with the utmost care and receive a thorough review. Generally, investigations of possible violations will include,

at a minimum, interviews of all persons believed to have information relating to the issues raised and review of any applicable Company records or filings.

After conducting the investigation, the results will be evaluated and the Company will authorize such swift response, follow-up and preventive actions, if any, as are deemed necessary and appropriate to address the substance of the reported possible violation. The Company reserves the right to take whatever action it believes appropriate, up to and including discharge of any employee determined to have engaged in improper conduct. The Company will quickly report illegal actions to the appropriate authorities, which may result in civil and criminal penalties for you, your colleagues and/or the Company.

Regardless of whether a possible violation is submitted anonymously, the Company will strive to keep all reports of possible violations and the identity of those who submit them and participate in any investigation as confidential as possible. Neither the Company nor any person associated with the Company shall discharge, demote, suspend, threaten, harass or in any other manner discipline, discriminate or retaliate against any person or entity because he or she reports any violations or cooperates in any investigation or inquiry regarding violations of applicable law or this Code using the methods outlined above, unless it is determined that the report was not made in good faith. Any such retaliation will warrant disciplinary action against the person who wrongfully retaliates, up to and including termination of employment.

The Human Resources Department shall retain records of all reports of possible violations, a summary of the matters involved, and the disposition thereof, for five years.

**D. Questions**

Any Associate having any questions regarding the best course of action in a particular situation should promptly contact their supervisor or the Human Resources Department. These discussions may concern your activities or activities of others and may involve apparent conflicts between actions the Associate has been directed to take and the standards contained in this Code.

**E. Certification**

Each Associate is required to certify their understanding of and compliance with the terms of this Code of Business Conduct and Ethics in a timely manner by electronically signing this document acknowledging you have read, understand and are in compliance this Code of Business Conduct and Ethics. If, in good faith, you cannot certify as to your understanding of and compliance with this Code of Business Conduct and Ethics, you must advise your supervisor or the Human Resources Department of the reason(s) you are unable to do so.

**ASSOCIATE STATEMENT**

By electronically signing this document I acknowledge to the Company and the Board of Directors of Destination XL Group, Inc. that I have read the information contained in this Policy and I understand and acknowledge the principles and standards of conduct contained in the Destination XL Group, Inc. Code of Business Conduct and Ethics. During the Company's prior fiscal year and thus far in this current fiscal year, I have adhered to and complied with these

principles and standards. For the remainder of the Company's current fiscal year and in all future fiscal years, I will continue to adhere to and comply with such principles and standards.

I understand that such statement and agreement does not constitute or give rise to any contract of employment.

*This Policy is accessible via the DXLG Intranet Portal or you can obtain a copy from Human Resources.*

*By electronically signing this document you are acknowledging that you have read this Policy and that you have complied with its terms and you understand that the Policy is accessible via the DXLG Intranet Portal or you can obtain a copy from Human Resources.*