

HARTMARX

CONSUMER APPAREL PRODUCTS

HARTMARX CORPORATION

CODE OF CONDUCT AND ETHICS

January 20, 2004

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HARTMARX POLICIES ON ETHICS, INTEGRITY AND ACCOUNTABILITY

Each employee and director of Hartmarx and its subsidiaries has a personal responsibility to follow these Company policies at all times.

Honesty is our policy in all dealings.

Employees and directors, while acting in an official capacity for Hartmarx, should obey all laws and regulations. No employee or director should take an action for Hartmarx which he or she knows, or reasonably should know, violates a law or regulation. If there is any doubt as to compliance, or if you are in doubt about the best course of action in a particular situation, you should ask the General Counsel. Violations of law and regulations can result in both corporate and personal liability. Suspected violations of law, regulations and Company policy must be promptly reported to the General Counsel. In addition to this being important and appropriate from a business standpoint, the failure to detect and properly handle any violation could result in substantially higher criminal or civil penalties. **No one will be subject to retaliation because of a good faith report of suspected violations.**

HARTMARX POLICIES ON FAIR DEALINGS

Hartmarx depends on its reputation for quality, service and integrity. The way we deal with our customers, competitors, suppliers and employees molds our reputation, builds long-term trust and ultimately determines our success. We should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. We must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

HARTMARX POLICIES ON ANTITRUST AND COMPETITION LAWS

We obey applicable antitrust and competition laws. While it is impossible to describe antitrust and competition laws fully in any code of business conduct, what follows are the types of conduct that are particularly likely to raise antitrust concerns.

Agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices; collective refusals to deal with a competitor, supplier or customer; minimum resale price maintenance; and tying arrangements are virtually always unlawful. You must not engage in any of the foregoing conduct. You should consult the General Counsel with any questions and notify the General Counsel immediately if you or the Company has been accused of engaging in any such conduct.

HARTMARX POLICIES ON POLITICAL CONTRIBUTIONS

No political contributions are made with Company funds. Employees and directors are free to decide which candidates or causes they wish to support and how to support them. No one is pressured to make personal political contributions or otherwise personally support political candidates.

HARTMARX POLICIES PROHIBITING BRIBERY

Company funds or property, and discounts on purchases, are not used directly or indirectly to obtain improper services or advantages from public officials, suppliers, customers or others. Any solicitation seeking a bribe or payoff from the Company shall be reported to the General Counsel immediately.

HARTMARX POLICIES ON PROTECTION OF COMPANY ASSETS

All employees are responsible for properly protecting and using Company property. Company property includes products, equipment, buildings, supplies, cash, securities, financial assets, proprietary information and records. Except as specifically authorized, Company property may not be used for personal reasons or gain. Protection of property includes physical security, insurance and other cost-effective controls to establish and maintain accountability for property, such as adequate recordkeeping and verification practices. Protection practices also involve safeguarding information and computer systems by properly controlling access to data and systems with secure passwords, access codes and channels; by maintaining back-up copies of files and programs and by developing adequate recovery routines to deal with hardware and software failures. Proper use and protection of Company property also means making only authorized use, copies or dissemination of internally-developed software and commercial software and other copyrighted materials. It is against Company policy to make illegal use or copies of copyrighted materials.

Hartmarx' computer and communication resources, including computers, voicemail and e-mail, provide substantial benefits, but they also present significant security and liability risks to employees and the Company. It is extremely important that each employee take all necessary measures to secure computers and any computer or voicemail passwords. All sensitive, confidential or restricted electronic information must be password protected, and, if sent across the Internet, must be protected by Company-approved encryption software. If there is reason to believe that your password or the security of a Company computer or communication resource has in any manner been compromised,

you must change your password immediately and report the incident to the respective operating subsidiary MIS Department or other responsible company authority.

When using Company resources to send e-mail, voicemail or to access Internet services, employees act as representatives of the Company. Any improper use of these resources may reflect poorly on the Company, damage its reputation, and expose the employee and the Company to legal liability.

All of the computing resources used to provide computing and network connections throughout the organization are the property of the Company and are intended for use by Company employees to conduct the Company's business. All e-mail, voicemail and personal files stored on Company computers are Company property. Even personal messages on the Company's e-mail and voicemail systems are Company property. Employees should therefore have no expectation of personal privacy in connection with these resources. To the extent permitted by applicable law, the Company may, from time to time and at its sole discretion, review any files stored or transmitted on its computer and communication resources, including e-mail messages, for compliance with Company policy. Incidental and occasional personal use of e-mail and telephones is permitted, but such use should be minimized and the length of the messages should be kept as short as possible, as these messages cost the Company in both productive time and money. Unnecessarily transmitting messages and other files wastes not only computer resources, but also the time and effort of each employee having to sort and read through his or her e-mail.

Use of computer and communication resources must be consistent with all other Company policies, including those relating to harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

HARTMARX POLICIES ON DISCLOSURE, REPORTING AND INTERNAL CONTROLS

It is the policy of Hartmarx to accurately, completely and timely record all Company transactions on the books and records of the Company, in accordance with applicable accounting standards and disclosure requirements. Every use of Company funds or property, and all other payments and transactions, must be properly recorded and described in Company records, including time records and expense accounts. No unrecorded funds or assets are to be established. Our independent accountants and our internal auditors have access to all records of every unit of the Company; all personnel must answer their questions honestly and completely.

Securities laws and regulations, including the Sarbanes-Oxley Act of 2002 and rules of the New York Stock Exchange, require the Company to make full, accurate, timely and understandable disclosure in compliance with applicable laws and regulations in all

reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. Employees and directors must complete all Company documents accurately, truthfully, and in a timely manner, including all travel and expense reports. When applicable, documents must be properly authorized. Employees must record the Company's financial activities in compliance with all applicable laws and accounting practices. The preparation of false or misleading entries, records or documentation is strictly prohibited. Employees must never create a false or misleading report or make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

All internal control and reporting control procedures, including obtaining appropriate approvals, must be complied with by all employees - - **THERE ARE NO EXCEPTIONS TO THIS POLICY.**

ANY SUSPECTED VIOLATION OF THIS POLICY OR COMPLAINTS OR CONCERNS REGARDING ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR AUDITING MATTERS MUST BE REPORTED IMMEDIATELY TO THE GENERAL COUNSEL OF HARTMARX. Reports may be made anonymously through the Hartmarx Values Line, Tel 866 372-0866. All reports of suspected violations will be appropriately investigated, and will be treated confidentially to the extent reasonably possible. No one will be subject to retaliation because of a good faith report of suspected misconduct.

HARTMARX POLICIES ON NON-DISCRIMINATION AND NON-HARASSMENT

It is the policy of Hartmarx Corporation to deal with all employees and applicants for employment without discrimination because of race, color, sex, religion, age, national origin, because an individual is disabled or a veteran, or any other characteristic protected by law, and to put equality of opportunity into practice throughout the Company.

Our policy applies to all levels of employment and all personnel practices, including but not limited to: recruitment, hiring, promotion, demotion, forms of compensation including rates of pay, benefits, transfer, layoff and return from layoff, termination, and Company-sponsored training, apprenticeship, educational, social and recreational programs.

Hartmarx is also committed to maintaining a workplace free from harassment based on an employee's sex, race, color, religion, national origin, age, disability or any other characteristic protected by law. Any form of harassment in the workplace based on these factors will not be tolerated.

HARTMARX POLICIES ON INSIDER TRADING

Employees and their family members are prohibited by Company policy and the law from buying or selling securities of the Company at a time when they are in possession of "material nonpublic information." This conduct is known as "insider trading." Passing such information on to someone who may buy or sell securities - known as "tipping" - is also illegal. The prohibition applies to Company securities and to securities of other companies if material nonpublic information about other companies, such as Hartmarx' suppliers, customers or competitors, is obtained in the course of your duties for Hartmarx.

Information is "material" if (a) there is a substantial likelihood that a reasonable investor would find the information "important" in determining whether to trade in a security; or (b) the information, if made public, likely would affect the market price of a company's securities. Examples of types of material information include unannounced dividends, earnings, financial results, new or lost contracts or products, sales results, important personnel changes, business plans, possible mergers, acquisitions or divestitures and important litigation developments. Information may be material even if it relates to future or contingent events and even if it is significant only when considered in combination with publicly available information.

Information is considered to be nonpublic unless it has been adequately disclosed to the public, which means that the information must be publicly disclosed, and adequate time must have passed for the securities markets to digest the information. Examples of adequate disclosure include public filings with securities regulatory authorities and the issuance of press releases. A delay of one or two business days is generally considered a sufficient period for routine information to be absorbed by the market. Nevertheless, a longer period of delay might be considered appropriate in more complex disclosures.

Do not disclose material nonpublic information to anyone, including co-workers, unless the person receiving the information has a legitimate need to know the information for purposes of carrying out the Company's business. If you leave the Company, the confidentiality of such information must be maintained until it has been adequately disclosed to the public by the Company. If there is any question as to whether information regarding the Company or another company with which we have dealings is material or has been adequately disclosed to the public, contact the General Counsel.

Directors, senior officers and 10% stockholders are "Section 16 insiders," which means that they are subject to stringent insider trading rules, and have specific reporting obligations if they buy or sell Hartmarx stock. If an officer or key employee is a "Section 16 insider," he or she has been so notified by the General Counsel and has received information which describes the applicable legal responsibilities and reporting obligations.

Notwithstanding the prohibition against insider trading, the law and Company policy permit Company employees, directors and officers to trade in Company securities regardless of their awareness of inside information if the transaction is made pursuant to a pre-arranged trading plan that was established in compliance with applicable law and was entered into when the person was not in possession of material nonpublic information. A person who wishes to enter into a trading plan must submit the plan to the General Counsel for approval prior to the adoption, modification or termination of the trading plan.

HARTMARX PROGRAM TO DISCLOSE AND RESOLVE CONFLICTS OF INTEREST

A conflict of interest occurs when your private interests interfere, or even appear to interfere, with any of the interests of the Company.

A conflict situation can arise when you take actions or have interests that make it difficult for you to perform your Company work objectively and effectively. Conflicts also arise when an employee or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company. You may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedure, including any Company loans or guarantees of your personal obligations. Your obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual or apparent conflicts of interest between personal and business relationships. This includes full and prompt disclosure of any actual, potential or apparent conflicts of interest as set forth below.

Such possible conflicts of interest are relationships of a personal nature or of a business or financial nature which could make it difficult for you to devote yourself, with complete and undivided loyalty, to serving and advancing the interests of Hartmarx.

Whenever an actual or potential conflict situation arises, employees and directors must make full disclosure and obtain prior approval, even if the employee or director feels that the facts reported will actually have no adverse effect upon his or her performance of the responsibilities of his or her position, or relationship with, or loyalty to, Hartmarx and its subsidiaries. The procedures for making disclosures and seeking pre-approvals are set forth in detail below. You must disclose every such possible conflict which now exists and file new reports in the future whenever a new possible conflict arises.

The following are four examples of the kinds of companies or organizations with which your contacts or investments, or those of a spouse or significant other, your children, parents, or in-laws, or someone else with whom you have a close familial relationship (including persons who are dependent on you for support), may involve conflicts of interest:

- (1) Customers, which means anyone who purchases, leases or licenses any merchandise, real estate, inventions, trade secrets or other property or services from Hartmarx or any of its subsidiaries.
- (2) Suppliers, contractors or lenders, which means anyone who sells, leases or licenses any merchandise, real estate, inventions, trade secrets or other property or services to Hartmarx or any of its subsidiaries.

Examples of services purchased by Hartmarx and its subsidiaries are:

- accounting
- advertising
- alarm systems and security services
- banking services
- cut, make and trim contract work
- data processing
- financial
- engineering or other professional consultation or services
- freight forwarding
- insurance services
- legal representation or services
- management consulting
- newspaper or periodical advertising services
- public relations services
- personnel recruiting or placement
- printing

- (3) Competitors, which means any business or professional firm that competes, in any activity, against the division, subsidiary or part of Hartmarx for which the employee works.
- (4) Labor organizations, which means any labor union or other organization which bargains with, or tries to organize employees of, Hartmarx or any subsidiary.

The following are eight examples of direct or indirect connections which must be reported if a Hartmarx employee or director, his or her spouse or significant other, children, parents, or in-laws, or someone else with whom he or she has a close familial relationship has any of the following dealings or relationships with a customer, supplier, contractor, lender, competitor or labor organization:

- (1) Serves as a director, officer or employee of any such organization (as when a president of a Hartmarx subsidiary is a director of a bank which supplies banking services, such as one in which the subsidiary maintains an account).
- (2) Is offered or receives from it, directly or indirectly, any benefit worth more than \$100 annually, whether in the form of employment, money, gifts with a retail value totaling more than \$100, discounts, loans, fees, promises of future benefits, travel, unusual or lavish entertainment, or use or ownership of property. (Meals in the ordinary course of business need not be counted toward the \$100 threshold.)

- (3) Borrows from it (or otherwise becomes indebted to it for) more than \$1,000 (as when a supplier loans money to an employee). This does not apply to an individual's normal financial or bank transactions unless the lender grants favorable rates or terms otherwise not generally available, with the possibility of influencing business decisions which the debtor makes or influences for Hartmarx or any subsidiary.
- (4) Owns (directly or indirectly) more than \$10,000 worth, or more than one percent (1%), of its equity or its capitalization (including loans) (as when the wife or brother of the manager of one of our factories has stock worth \$10,500 in a company which competes with the factory for skilled sewing machine operators).
- (5) Has invested in it more than five percent (5%) of his total holdings.
- (6) Leases or sells to it, or acquires from it, any interest in real estate or personal property.
- (7) Owns, directly or indirectly, any invention, trade secret, patent, trademark or copyright which is licensed to it or has been sold to or acquired from it.
- (8) May be subject to pressure or influence on behalf of such other business which (if yielded to) might otherwise affect the decision-maker's undivided loyalty to the interests of Hartmarx and its subsidiaries.

Other conflicts of interest exist when a Hartmarx employee or director or his or her spouse or significant other, children, parents, or in-laws, or someone else with whom he or she has a close familial relationship:

- (1) Owns, directly or indirectly, any interest in real estate or personal property which is leased to or has been sold to or acquired from Hartmarx or any of its subsidiaries.
- (2) Owns, directly or indirectly, any invention, trade secret, patent, trademark or copyright which is licensed to or has been sold to or acquired from Hartmarx or any of its subsidiaries.
- (3) Is engaged, directly or indirectly, in buying or selling apparel products, or other materials used in the manufacture of apparel products.

The examples of conflicts of interests listed above show only some situations where a conflict may exist. It is not an exhaustive list. You should consider all information available as to facts and circumstances of the kinds referred to above, and before engaging in conduct which creates a potential conflict of interest, you must make full disclosure to Hartmarx and obtain prior written approval as set forth in this Code. Employees should submit written reports of potential conflicts, in such form as the employee believes appropriate, for confidential review and request for approval by the General Counsel (at 101 North Wacker Drive, Chicago, Illinois 60606). The employee

should maintain a copy of the written disclosure for his or her files and for updating in future reports. If the employee's report discloses information which is considered significant, the General Counsel will discuss it with the employee.

Before directors engage in conduct that creates a potential conflict, they must make full disclosure to, and obtain the prior written approval of the Board of Directors as a whole or of the Audit and Finance Committee.

HARTMARX POLICIES ON CORPORATE OPPORTUNITIES

Employees and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. If you learn of a business or investment opportunity through the use of corporate property or information or your position at the Company, such as from a competitor or actual or potential customer, supplier or business associate of the Company, you may not participate in the opportunity or make the investment without the prior approval of the General Counsel. Such an opportunity should be considered an investment opportunity for the Company in the first instance. You may not use corporate property or information or your position at the Company for personal gain, and you may not compete with the Company.

Directors' duties with respect to corporate business opportunities are somewhat different than employees' duties. A corporate business opportunity in this context is defined as (a) an opportunity in the Company's line of business or proposed expansion or diversification, (b) which the Company is financially able to undertake, and (c) which may be of interest to the Company. A director who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in the opportunity, then the director may participate in the opportunity, provided that the director has not wrongfully utilized the Company's resources in order to acquire the opportunity.

HARTMARX POLICIES ON CONFIDENTIAL INFORMATION

We all may learn, to a greater or lesser degree, facts about the Company's business, plans, operations or "secrets of success" that are not known to the general public or to competitors. Sensitive information such as customer data, the terms offered or prices charged to particular customers, marketing or strategic plans, product specifications and production techniques are examples of the Company's confidential information or trade secrets. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed, even if it is not marked "confidential." During the course of performing your responsibilities, you may obtain information concerning possible transactions with other companies or receive

confidential information concerning other companies, such as our customers, which the Company may be under an obligation to maintain as confidential.

You must maintain the confidentiality of information entrusted to you by the Company or its customers, except when disclosure is authorized or legally mandated. Those who possess or have access to confidential information or trade secrets must:

- (1) Not use the information for their own benefit or the benefit of persons inside or outside the Company.
- (2) Carefully guard against disclosure of that information to people outside the Company. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants.
- (3) Not disclose confidential information to another Company employee unless the employee needs the information to carry out business responsibilities.

Your obligation to treat information as confidential does not end when you leave the Company. Upon the termination of your employment, you must return everything that belongs to the Company, including all documents and other information containing Company and customer confidential information.

HARTMARX CODE OF ETHICS FOR CHIEF EXECUTIVE AND SENIOR FINANCIAL OFFICERS

This section of the Code sets forth the Company's Code of Ethics for the Chief Executive and Senior Financial Officers ("Code for Senior Officers"). The standards set forth in this section are applicable to all officers, directors and employees, but have special relevance to the Chief Executive Officer, the Chief Financial Officer, the Controller and the General Counsel ("Senior Officers").

Senior Officers and all officers, directors and employees are required to comply with the laws, rules and regulations that govern the conduct of our business. In addition, Senior Officers have leadership responsibilities that include creating a culture of high standards of business conduct and commitment to compliance, maintaining a work environment that encourages employees to raise concerns, and promptly addressing employee compliance concerns.

It is the Company's policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. Senior

Officers and all officers, directors and employees are required to abide by Company standards, policies and procedures designed to promote compliance with this policy.

Senior Officers are required to act in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships as set forth in the Conflicts of Interest section of this Code.

Senior Officers must report any suspected violation of the Code to the Chief Executive Officer, General Counsel and the Director of Internal Audit. Subject to applicable law, violations of this Code for Senior Officers may be subject to disciplinary action, up to and including discharge.

REPORTING POTENTIAL VIOLATIONS OF POLICIES

All employees and directors are obligated to report any suspected violation of the above or other Company policies which they observe or know about. **No one will be subject to retaliation because of a good faith report of suspected misconduct.** Such reports shall be made to the General Counsel, who will investigate the facts and take appropriate and corrective action where warranted. Reports may be made anonymously through the Hartmarx Values Line, Tel. 866 372-0866. Confidentiality will be maintained to the extent reasonably possible. Complaints or concerns regarding accounting, internal accounting controls or auditing matters must be reported in accordance with the procedures set forth in the Disclosure, Reporting and Internal Controls section of this Code.

You should keep a copy of this Code for future reference. You are required to comply with these standards, and the related policies, procedures and educational efforts that comprise the Company's internal compliance program as contemplated by the Federal Sentencing Guidelines for corporations. Failure to comply with these standards can subject the Company and individuals to serious civil and criminal penalties. As an integral part of the compliance program, officers, directors and key employees are required to complete a certification. The Company relies on the accuracy and completeness of these certifications, which are summarized and reported to the Board of Directors of Hartmarx on an annual basis and more frequently if significant situations arise during the course of the year.

SEEKING GUIDANCE

If you have questions regarding any of the policies discussed in this Code or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor or the General Counsel of Hartmarx at 101 North Wacker Drive, Chicago, Illinois 60606, Tel: 312 357-5321, Fax: 312 357-5807

WAIVERS AND ACCOUNTABILITY FOR NON-COMPLIANCE

This Code of Conduct and Ethics applies to all directors, officers and employees of Hartmarx and its subsidiaries. The Company will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver, and then only with the prior approval of the Hartmarx Chief Executive Officer and General Counsel, and in conjunction with any appropriate monitoring of the particular situation. Waivers of the Code for directors and executive officers (including Senior Officers) may be made only by the Board of Directors as a whole or by the Audit and Finance Committee of the Board of Directors and must be promptly disclosed as required by law or regulation.

Hartmarx intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with its Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law, Company personnel who violate this Code and other Company policies and procedures may be subject to disciplinary actions, up to and including discharge. In addition, subject to applicable law, disciplinary measures, up to and including discharge, may be taken against anyone who directs or approves infractions or has knowledge of them and does not promptly report and correct them in accordance with Company policies.

This Code is a statement of the fundamental principles and key policies for individual and business conduct, and governs the conduct of the Company's business and its employees. This Code does not, in any way, constitute an employment contract or an assurance of continued employment. In the United States and in some other countries, employment by the Company is employment at will, except when an employee is covered by an express written employment agreement. Employment at will means that the employee has the right to terminate his or her employment at any time, for any reason or no reason at all, and the Company may terminate employment at any time, for any legal reason or no reason at all, but not for an unlawful reason. This Code is not intended to and does not create any obligations to or rights in any employee, client, supplier, competitor, shareholder or any other person or entity.