

CODE OF BUSINESS CONDUCT

Background

The purpose of this Code of Business Conduct is intended to give you - the employees, officers and directors of The Men's Wearhouse, Inc. and its operating subsidiaries (collectively, the "Company") - guiding principles to ensure that each of you conducts yourselves in an ethical manner consistent with the Company's core values of honesty, trust, respect and integrity and consistent with the Company's reputation as an industry leader in all that we do.

This Code, and the Company's commitment to the highest standards of ethical conduct and customer service, extends to all dealings with and among our stakeholders - you, our customers, our vendors and our shareholders.

The Company takes its commitment and this Code seriously, and expects each of you to do the same. While this Code contains basic guiding principles, it is up to each of you to use good judgment when working with customers, fellow employees and suppliers, while representing and promoting the Company's interests.

Questions or Concerns

If at any time you have questions about this Code or how it impacts you, or if, in good faith, you believe a colleague has violated or is likely to violate the Code, we encourage you to communicate your concerns. The Company is proud of its open door policy to senior management and encourages you to feel comfortable taking concerns up the line.

Procedures for reporting violations are described under Reporting Violations below. All communications will be protected to the extent allowed and appropriate. No retaliatory actions will be taken or tolerated with respect to reports made in good faith.

Good Judgment and Common Sense

No Code, including this one, covers all situations. You are part of this Company because we believe in you, and your ability to exercise good judgment and common sense in all that you do for and on behalf of the Company. This Code will provide you with guidance to ensure that you approach all your working relationships ethically and with integrity.

Conflict of Interest

Definition

A conflict of interest is any situation where your private interests conflict with, differ from or appear to interfere with, the interests of the Company.

Avoiding Conflict of Interest

Conflicts of interest most often occur when you, a family member or other person sharing your residence may benefit personally as a result of your position with the Company.

To that end, you, your family members, and persons sharing your residence must avoid relationships with vendors, suppliers, customers, competitors, landlords, or anyone else that appear to create, or do create, conflicts of interest.

Prior to accepting any gift, loan, service or favor from a vendor, customer or competitor, you need to be sure your acceptance will not violate this Code.

Specific Rules for Avoiding Conflict of Interest

As a rule of thumb, you should NOT:

- give or receive cash,
- give or receive non-cash gifts valued at more than \$100.

You MAY receive the following:

- travel and lodging in connection with vendor-sponsored, pre-approved training
- gift baskets and flowers shared with the department/store; and business-related entertainment that is not excessive.

There certainly are and will be exceptions, and these should be cleared in advance by an executive officer or the Chief Compliance Officer.

Reporting Conflict of Interest

If at any time you think you, a family member or other person sharing your residence may be in a situation that involves a potential conflict of interest, you should contact the Chief Compliance Officer for clarification. All potential conflicts of interest or transactions you are aware of that you reasonably expect may give rise to a conflict of interest, should promptly be reported to the Chief Compliance Officer at 1-800-447-8487, extension 7250.

Examples of Conflict of Interest

Examples of potential conflicts of interest include, but are not limited to, you, a family member or other person sharing your residence:

- Working concurrently for the Company and for a competitor, corporate customer or vendor;
- Holding a significant ownership or other financial interest (more than 1%) in a competitor, vendor or corporate customer;
- Making a loan to, or receiving a loan from, a competitor, vendor or corporate customer;
- Receiving an expensive gift, trip or offer of lodging from a competitor, vendor or customer;
- Receiving a commission or rebate for bringing business to the Company or receiving a payment of any kind for assistance in obtaining the Company's business (in either case, other than Company approved compensation or incentive arrangements); and
- Serving on the board of directors of, or in an official capacity for, another company that is, or is proposed to be, a supplier, vendor or competitor of the Company.

Confidentiality and Confidential Information

Confidentiality Policy

Company information that is not generally known to the public is confidential.

As a director, officer or employee of the Company, you must:

- **not disclose** any Company confidential information to any person outside the Company without prior authorization by the chief financial officer (unless disclosure is required by law or is being made to an advisor or consultant to the Company who needs to know such information in the performance of work for the Company); and
- **limit disclosure** of information inside the Company to people who need to know the information as part of their jobs. This obligation to keep non-public information confidential applies even after you leave the Company, and if you do leave the Company, you must immediately return any Company confidential information in your possession.

Examples of Confidential Information

Examples of confidential information include, but are not limited to:

- Sales data and reports;
- Customer and supplier lists;
- Store openings, closings and relocations;
- Personnel information and records;
- Pricing information;
- Company financial information that has not been released to the public;
- Store drawings and related information;
- Software programs developed by Company employees or specifically for the Company
- Software programs licensed by Company and created by third parties;
- Information that appears on the Company's internal intranet, if any; and
- Strategic plans such as acquisitions or dispositions of business assets.

Inadvertent Disclosure of Confidential Information

Inadvertent disclosures of confidential information (or non-public information - see *Insider Information, Trading in Company Stock* on page 5) violate this Code and can expose you and the Company to liability under federal and state laws.

Fair Dealing

Fair Dealing Policy

Honesty, respect and integrity demand that you deal fairly with each other, our customers, vendors and competitors. You should never employ deceptive acts or practices, or otherwise deal unfairly with any stakeholder or competitor.

Not only do such acts compromise your integrity and that of the Company, but it may expose the Company and you to liability under federal and state laws (see *Compliance with Laws*).

Examples of Improper Conduct Examples of improper conduct include, but are not limited to:

- Acquiring the trade secrets of a competitor through bribery or other unlawful or unethical means;
- Knowingly mislabeling products or misrepresenting services;
- Inducing others to breach contracts;
- Knowingly using copyrighted or trademarked material of someone else, without obtaining the owner's permission;
- Using confidential or proprietary information of a former employer; and
- Making false claims about competitors.

Protection and Proper Use of Company Assets

General Policy

As a director, officer or employee of the Company, you are expected to protect Company assets and ensure their proper use for legitimate business purposes only. Assets not properly used or protected will adversely impact our ability to meet the needs of our customers, will have a negative impact on Company operations and profitability, and in turn may have a negative impact on you.

What are "Company Assets"

Company assets include not only Company property, merchandise and strategies, but the Company's name, logos, trademarks, brands and goodwill.

Examples of Improper Use of Company Assets

Examples of improper use of Company assets include, but are not limited to:

- Falsifying reports, documents, employment records, time records, customer records, sales or returns, and the like;
- Destroying, abusing, stealing or misusing Company property;
- Using Company property, services or personnel for personal gain; and
- Unauthorized use or reproduction of Company proprietary or copyrighted software or corporate data;

Minimizing Misuse of Company Assets

As described in the Employee Handbook, the Company has implemented procedures to help minimize misuse of Company assets.

These procedures, however, are not a substitute for your vigilance and adherence to Company policies. You always should be alert to situations that could lead to the misuse, theft or loss of Company assets, and report them using any method described in *Reporting Violations* below.

Corporate Opportunities

General Policy

As you perform your duties as an officer, director or employee of the Company, you must do so in a manner to ensure that business opportunities that arise or are discovered in the course of your employment are used for Company purposes, and not for your personal gain or in competition with the Company.

Compliance with Laws

General Policy

The Company is subject to substantial regulation by various federal, state and country rules and regulations. The Company endeavors to be in full compliance with the letter and spirit of all laws applicable to its business, and expects nothing less of you.

Violations of these laws not only put you at personal risk, but also put the Company, its assets and its operations at risk for civil and criminal actions, fines, penalties and prosecution.

Examples of Current Applicable Laws

Examples of laws you are required to comply with include, but are not limited to, laws requiring:

- No harassment, no discrimination, or other behaviors, as described in more detail in your *Employee Handbook* and in this Code;
- Engaging in sales practices that do not mislead a customer or supplier, and that do not misrepresent products or services;
- Avoidance of agreements with competitors that fix prices, allocate markets, boycott suppliers, or otherwise restrain competition;
- Avoidance of any improper or illegal payment, directly or indirectly, to any person, including any foreign or domestic governmental official, as an inducement or bribe to help the Company's business; and
- Collection of sales taxes - you must at all times comply with laws that require you to collect taxes due on sales of merchandise. Consistent with federal and state laws, if you are found trying to evade these laws, you will be subject to immediate termination.

The Anti-Bribery Laws

The United States and other countries maintain anti-bribery laws that prohibit the Company, its affiliates, employees, agents, and intermediaries from engaging in certain activities in the United States and elsewhere.

The Foreign Corrupt Practices Act ("FCPA") prohibits the Company and its employees, agents, and intermediaries from directly or indirectly offering, paying, or promising to pay anything of value to any foreign official for the purpose of influencing an official act or decision to obtain or retain business for the Company. These prohibitions also apply if the Company has knowledge of a payment made by an agent, distributor, or other intermediary on the Company's behalf. The term "foreign official" is construed broadly and includes not only governmental officials, but also political party officials, candidates for political office, and international organization officials. Employees of state owned companies, even though the companies are commercial in nature, are also often considered "foreign officials".

The FCPA also establishes reporting and accounting requirements mandating that companies keep accurate books and records. These requirements are enforced by the U.S. Securities and Exchange Commission ("SEC"). They were designed in significant part to make it illegal to conceal bribes or other improper payments or gifts to foreign officials by recording them under misleading explanations.

It is the Company's policy to adhere to all applicable anti-bribery laws, including the FCPA. To that end, anyone contemplating a payment or gift, or a promise of the same, to a foreign government official (including employees of state-owned enterprises) or a payment or gift to an agent or other person who may in turn make a payment or a gift to a foreign governmental official must obtain the prior written approval of the Chief Compliance Officer.

In addition, anyone contemplating a payment or gift to a person to induce that person to cause or influence his or her employer to do business with the Company must obtain prior approval of the Chief Compliance Officer.

Reporting Violations

If you become aware that any aspect of Company business may be, or is, in violation of a law or regulation, you must report such actual or potential violation immediately to the Chief Financial Officer, General Counsel, or the Chief Compliance Officer.

If you fail to report a known or suspected violation, you will be subject to disciplinary action.

Insider Information, Trading in Company Stock

Responsibilities and Regulation of a Publicly Traded Company

As a public Company traded on the New York Stock Exchange, the Company must maintain books and records, distribute specified information to its stockholders, and file various reports and certifications with the New York Stock Exchange ("NYSE") and the Securities and Exchange Commission ("SEC").

Additionally, the SEC and NYSE regulate sales of the Company's stock, and prohibit trading of Company securities based on "insider information."

Officers, directors, and holders of 10% or more of the Company's securities are subject to additional restrictions and requirements imposed by the SEC and the NYSE.

Trading Rules

Consequences of these regulations are as follows:

- No director, officer or other employee may purchase or sell Company stock or other securities when he or she has personal knowledge of material non-public information about the Company's business, prospects or financial condition.
- No director, officer or other employee is permitted to "tip" any relative, friend or other person by disclosing non-public information about the Company.
- No director, officer or other employee may purchase or sell the securities of a corporation, vendor or other party with whom the Company is doing business when he or she has personal knowledge of material non-public information about the corporation's, vendor's or other party's business, prospects or financial condition as a result of working for the Company.
- Similarly, no director, officer or other employee is permitted to "tip" any relative, friend or other person by disclosing material non-public information about the vendor or other party.

These prohibitions apply to general trades of the Company's stock, as well as decisions involving Company stock in your 401(k) plan or in the Employee Stock Discount Plan.

"Non-Public" Information

Information is considered non-public until it is released to the public through a press release or filing with the SEC or NYSE, and sufficient time (generally 2-3 business days) has passed so as to enable the market to absorb the information. Material non-public information may be good news, or it may be adverse information.

Examples of "Material" Information

Examples of non-public information that might be deemed material include, but are not limited to:

- Quarterly or annual results;
- Forward looking information, including but not limited to strategic planning, forecasts and budget information;
- Negotiations concerning significant business transactions;
- Significant pending, threatened or actual litigation or strategies with respect to such litigation;
- Internal earnings estimates, especially if significantly different from "street" estimates;
- Sales information; and
- Dividend recommendations, stock splits, stock repurchase programs, tender offers or exchange offers.

Questions Regarding Trading Rules/Regulations

Issues arising under federal and state securities laws, and the rules and regulations of the NYSE can be complex, and this Code does not attempt to deal with issues that might arise or questions you may have.

If you have any questions regarding transactions you may participate in that involve the Company's stock or other securities, you may call the Company's Chief Financial Officer or Treasurer at any time at 1-800-447-8487, extension 7646.

Financial Reporting and Accounting

General Policy

It is our policy to comply with the financial reporting and accounting regulations that apply to the Company. The Company observes stringent standards designed to keep the Company's books and records accurate.

See also "Code of Ethics for Selected Personnel" available on the Company's website.

Maintenance of Financial Records

All of the Company's books, records, accounts and financial statements must:

- be maintained in reasonable detail,
- accurately and fairly represent the Company's transactions, and
- conform to legal requirements and our system of internal controls.

You may not create or participate in the creation of records that are misleading or artificial. No unrecorded or "off the books" funds or assets are to be maintained.

Requests for Information

You may be requested to provide information or otherwise participate in the financial accounting and disclosure process. If you participate in this process, which may require working closely with internal or outside auditors, or if you participate in any other process maintained by the Company, you must provide complete, objective, relevant and accurate information in a timely and understandable manner.

Whether or not requested, you should report to the Chief Financial Officer or any of the other persons listed in *Reporting Violations* above, any information relating to the business or financial condition of the Company that you believe should be included in or should be considered for disclosure in our reports that is not being considered.

In no event, however, should you ever take any action to fraudulently influence, coerce, manipulate or mislead any independent public or certified public accountant engaged in the performance of an audit of Company financial statements, or any other person responsible for creating or communicating information contained in other Company reports.

Reporting Concerns re Accounting Matters

Concern regarding accounting matters also may be reported to the Audit Committee Chairperson, care of Internal Audit Department, The Men's Wearhouse, Inc., 6380 Rogerdale Rd., Houston, TX 77072 or by calling the Company's Compliance Hotline at 1-877-422-5066.

Calls to the Company's Compliance Hotline Line may be left anonymously, and all calls will be kept confidential and only disclosed to those who need to know. As with all other reports of violations, there will be no retaliation for reports made in good faith.

Work Environment

General Policy

You are the Company's most important asset. The Company is committed to providing you with a safe, fun work environment, free of discrimination and harassment.

The Company will not tolerate any behavior in the work environment that creates, in the opinion of Company management, an intimidating, discriminatory or unsafe work environment, and does not expect you to tolerate any such conduct.

The Company expects all employees, officers and directors to fully comply with Company policies and practices, including this Code and the store or office Employee Handbook, as applicable to your situation.

No Discrimination or Harassment

The Company prohibits discrimination and harassment on the basis of race, color, national origin, religion, sex, physical or mental disability, age, sexual orientation, gender identity or expression, veteran status or other characteristics protected by law. Behaviors interpreted as intimidating, hostile, or offensive violate this policy.

Examples of unacceptable behavior include, but are not limited to:

- Using derogatory or discriminatory names, comments, slurs or gestures
- Making threats
- Displaying or showing derogatory, discriminatory or sexually suggestive posters, photographs, cartoons or drawings
- Unwanted physical contact
- Distributing, displaying, or showing written material containing statements which may be offensive or that may be of a sexual nature, in hard copy or via a computer network
- Unwanted pressure for sexual favors or dates
- Repeated unwelcome sexual remarks, innuendoes or joking
- Verbal comments of a sexual nature about a person's physical attributes, dress or sexual activity, obscene gestures or suggestive/insulting sounds

Reporting Discrimination or Harassment

If you are experiencing or have experienced such conduct in your work environment, there are several ways for you to report such activity. One way is to communicate directly with the person whose behavior is making you uncomfortable - let them know that their behavior is unwelcome or makes you feel uncomfortable, and that they must stop. If you do not feel comfortable approaching that person, there are several alternatives available to you, as described below in *Reporting Violations* below.

The Company will respond promptly and thoroughly to complaints of harassment, discrimination or retaliation. At the conclusion of the Company's investigation, the Company will take appropriate disciplinary action, which may include termination.

The Company will not tolerate retaliation and will protect the confidentiality of all complaints of discrimination, harassment, or retaliation to the fullest extent possible and will only disclose complaints to individuals within the Company who have a valid reason for knowing. There will be no discrimination, recrimination or retaliation against you for reporting, in good faith, a violation, for opposing such practices or otherwise participating in an investigation, proceeding or hearing conducted internally or by a state or federal agency.

No Violence

The Company is very concerned about your safety and security, and will not tolerate threats, threatening behavior or acts of violence against employees, customers, or anyone else in the work environment during working hours or otherwise. No potentially dangerous items or weapons of any nature may be brought to the work environment.

You are responsible for promptly reporting any threats you have witnessed or received, or have been told that another person has witnessed or received. Additional information regarding these and other work environment policies are contained in your *Employee Handbook*.

Computer and Communications Systems Policies

General Policy

The Company has invested substantial funds in computer and communications systems, which systems include without limitation, telephone, cell phone, voice mail, facsimile, electronic mail, internet, intranet, word processing, and point of sale systems.

These systems are to be used primarily for business purposes, and the Company reserves the right to access any of these systems for business or security purposes. You must take every precaution to prevent any compromise to any of these systems, and as with any other Company asset, protect these assets, including computer data, software, hardware and networks against alteration, damage, theft or unauthorized access.

Privacy Policy

The Company does not want to unnecessarily or arbitrarily intrude into your communications. You should not, however, have any expectation of privacy when using any of these systems. You are prohibited from sending communications or messages of a harassing, intimidating, slanderous, offensive or discriminatory nature, as well as frivolous e-mail messages such as chain letters.

You also are prohibited from accessing or downloading with Company property, material from any site where the principal content is sexually oriented, discriminatory, defamatory, irresponsible or illegal. Any unauthorized use or reproduction of proprietary or copyrighted software or corporate data is prohibited.

Additional guidelines and policies related to use of these systems are set forth in your *Employee Handbook*.

Other Policies

News and Media Inquiries

Unless you have been specifically authorized by the CEO, Chief Financial Officer, or General Counsel to reply or make statements to reporters, journalists, or any other media personnel, you are not permitted to speak to such persons as a representative of the Company. All media inquiries should be referred to the Chief Financial Officer or to the General Counsel.

Political Contributions with Company Funds

You may not use Company funds or other resources to make direct or indirect political contributions unless you first obtain approval from the CEO and the Legal Department.

Examples of use of Company funds that require prior approval include, but are not limited to:

- Supporting lobbying efforts;
- Purchasing tickets to political fundraisers; and
- Providing merchandise or services to a political cause at a discount.

Reporting Violations

Where to Report Violations

As a director, officer or other employee of the Company, you are responsible for reporting actual or suspected violations of this Code or other Company policies. You can make these reports to any of the following:

- your supervisor or manager,
- your Employee Relations Representative,
- Director of Employee Relations,
- Chief Compliance Officer, or
- General Counsel.

You can make these reports orally (contact information for these persons is contained in the Company's intranet, if any, or in the Company directory) or in writing. Written complaints should be sent to:

6100 Stevenson Blvd.
Fremont, CA 94538
Attention: General Counsel

or

LegalDept@tmw.com

You may also make reports anonymously or not, by calling the Company's toll-free Compliance Hotline at 1-877-422-5066.

The Company will respond promptly to reports. The Company will not hesitate to notify and cooperate with governmental authorities regarding acts that violate the law.

No Retaliation

There will be no discrimination, recrimination, or retaliation against you for making a report in good faith.

The Company will keep reports confidential to the fullest extent possible, and will only disclose information to persons who have a valid reason for knowing.

Disciplinary Action

Individuals who are found to have violated this Code will be appropriately disciplined, which may include separation from the Company. Records of violations will be maintained in an employee's personnel file.

Code Changes, Exceptions, and Administration

Changes to the Code

The most current version of this Code is the one maintained on the Company's website, and will reflect all amendments through the date of posting. As the Code may change from time-to-time, you are advised to periodically visit the website and review the Code.

Exceptions/Waivers

While most Code policies must be strictly followed, limited exceptions may be permitted. For example, a minor conflict of interest situation can sometimes be resolved simply by disclosure of the possible conflict

to all interested parties. All exceptions with respect to a director or executive officer will promptly be disclosed to shareholders.

If you believe that it is appropriate for the Company to make an exception for you to a particular policy contained within this Code, you must seek prior approval from:

- The Board of Directors (or an authorized committee of the Board), if you are a director or executive officer of the Company (for example, the CEO, President, Chief Operating Officer, Chief Financial Officer, Principal Accounting Officer; or
- The Chief Compliance Officer, if you are not a director or executive officer of the Company.

Code Administration

The Company's Legal Department is responsible for interpreting this Code, and responding to your questions. If there is any part of this Code that you do not understand, or if you are unsure how to handle a situation, you can contact any of the resources listed under *Reporting Violations* above of this Code of Business Conduct. If in doubt - ask. All inquiries will be kept confidential to the fullest extent possible.

Nothing in this Code will be deemed to alter any employment-at-will or other status of an employee or to otherwise create an enforceable right for an employee against the Company, its directors, its officers, any other employee or any third party.