

HARTMARX

CONSUMER APPAREL PRODUCTS

CORPORATE GOVERNANCE GUIDELINES
of
HARTMARX CORPORATION

Adopted as of August 8, 2002

HARTMARX CORPORATION CORPORATE GOVERNANCE GUIDELINES

The Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Hartmarx Corporation (the “*Company*”) has developed, and the Board has adopted, the following Corporate Governance Guidelines (the “*Guidelines*”) to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation (as amended), bylaws, and other corporate governance documents. The Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company or as required by applicable laws and regulations.

THE BOARD

Size of the Board

The Board has 10 members in accordance with the Company’s bylaws. This number of directors permits diversity of experience without hindering effective discussion or diminishing individual accountability. The Board will periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

Independence of the Board

The Board shall be comprised of a majority of directors who qualify as independent directors (the “*Independent Directors*”) under the listing standards of the New York Stock Exchange (the “*NYSE*”). No more than three (3) management executives who are employed by the Company may serve on the Board at the same time.

The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the listing standards of the NYSE.

Lead Independent Director

The Chairman of the Executive Committee shall serve as a lead Independent Director (the “**Lead Independent Director**”). The Lead Independent Director’s duties will include coordinating the activities of the Independent Directors, coordinating the agenda for and moderating sessions of the Board’s Independent Directors, and facilitating communications between the other members of the Board.

In performing the duties described above, the Lead Independent Director is expected to consult with the chairmen of the appropriate Board committees and solicit their participation in order to avoid diluting the authority or responsibilities of such committee chairmen.

Selection of New Directors

The entire Board shall stand for election by the stockholders of the Company each year at the Company’s annual meeting. The entire Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Governance Committee is responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

Director Qualification Standards

Nominees for director shall be selected on the basis of, among other things, broad experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company’s business environment, and willingness to devote adequate time to Board duties. The Nominating and Governance Committee shall review and make recommendations to the entire Board concerning the qualification and selection of candidates for the Board. The Board shall be committed to a diversified membership.

Director Responsibilities

The business and affairs of the Company shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, with the understanding that on occasion a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting.

Term Limits

As each director is subject to election by stockholders on an annual basis, the Board does not believe it should establish term limits.

Retirement

It will be the general policy of the Company that no director may stand for election to the Board after his or her 72nd birthday. The Board has determined that it is in the best interest of the Company that this policy be phased-in over a period of three (3) years from the date of adoption of these Guidelines.

Board Compensation

The Company's executive officers shall not receive additional compensation for their service as directors.

Senior management of the Company shall report to the Compensation and Stock Option Committee periodically on the Company's director compensation practices in relation to other U.S. companies of comparable size and the Company's competitors. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes in director compensation, if any, should come upon the recommendation of the Compensation and Stock Option Committee, but with full discussion and concurrence by the Board.

Directors on the Company's Audit and Finance Committee shall not receive any compensation from the Company other than director fees.

Separate Sessions of Non-Employee Directors

The non-employee directors of the Company shall meet in executive session without management on a regularly scheduled basis. The Chairman of the Executive Committee shall preside at such executive sessions, or in such Chairman's absence, another Independent Director designated by the Chairman of the Executive Committee shall preside at such executive sessions.

Evaluation of Board

The Nominating and Governance Committee shall sponsor an annual self-assessment of the Board's performance, the results of which will be discussed with the full Board. The Nominating and Governance Committee shall be responsible for establishing the evaluation criteria, implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board. This should be done following the end of each fiscal year and concurrently with the committee's report on Board membership criteria.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company. The purpose of the review will be to improve the effectiveness of the Board and not to target the performance of any individual Board member.

Board Contact with Senior Management

Board members shall have complete access to management and, as necessary and appropriate, to the Company's outside advisors. Board members shall coordinate such access through the Chief Executive Officer and Board members will use judgment to assure that this access is not distracting to the business operation of the Company.

Attendance of Non-Directors at Board Meetings

The Board encourages the Chief Executive Officer to bring members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the Board which involve the manager; (ii) make presentations to the Board on matters which involve the manager; and (iii) bring managers with significant potential into contact with the Board. Attendance of such non-directors at Board meetings is at the discretion of the Board. Should the Chief Executive Officer desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

Board Interaction with Third Parties

The Board believes that management generally should speak for the Company. It is suggested that each director shall refer all inquiries from institutional investors, the press or customers to management. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman or the Chairman of the Executive Committee.

Conflicts of Interest

If an actual or potential conflict of interest develops, the director should immediately report such matter to the Chairman for evaluation. A significant conflict must be resolved or the director should resign.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the Board, excuse himself or herself from the participation in the discussion and shall not vote on the matter.

Board Orientation and Continuing Education

The Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. Each director is expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director.

BOARD MEETINGS

Frequency of Meetings

The Board shall meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

Meeting Materials

Information and data are important to the Board's understanding of the business and essential to prepare Board members for productive meetings. Presentation materials relevant to each meeting should, to the extent practicable, be distributed in writing to the Board sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice, it is recognized that written materials may not be available in advance of the meeting. Management will make every effort to provide presentation materials that are brief and to the point, yet communicate the essential information.

COMMITTEE MATTERS

Number and Names of Board Committees

The Company shall have at least four standing committees: Audit and Finance, Nominating and Governance, Compensation and Stock Option and Executive. The purpose and responsibilities for each of the Audit and Finance, Nominating and Governance, Compensation and Stock Option committees shall be outlined in the respective committee charters adopted by the Board, which (i) will be publicly disclosed, (ii) include certain specific items as required by applicable law and (iii) provide for annual committee self-assessment. The Board may determine to form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Independence of Board Committees

All standing committees shall be chaired by Independent Directors. The Audit and Finance Committee, Nominating and Governance Committee and Compensation and Option Committee shall be composed entirely of Independent Directors.

Frequency of Committee Meetings

The chairperson of each committee, in accordance with the committee's charter and in consultation with the members of the committee, will determine the frequency of the committee meetings.

Committee Agendas

The chairperson of each committee, in consultation with committee members and appropriate members of management and staff, will develop the committee's agenda.

Evaluation of Committees of the Board

Each committee shall annually review its charter and recommend to the Board any changes it deems necessary.

Use of Consultants

Each committee may hire outside consultants and experts, as the Board or the committee deems necessary, to assist it in evaluating proposals, transactions and information supplied by management. Each committee shall communicate to the Board its intent to hire an outside consultant or expert.

LEADERSHIP DEVELOPMENT

Evaluation of Chief Executive Officer

The Board, with input from the Chief Executive Officer, shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the Chief Executive Officer's annual performance evaluation. Each year, the Chief Executive Officer shall make a presentation to the Board indicating his/her progress against such established performance criteria. Subsequently, the Independent Directors shall meet to evaluate the Chief Executive Officer's performance. The evaluation of the Chief Executive Officer should be communicated to him by the Chairman of the Compensation and Stock Option Committee or the Chairman of the Nominating and Governance Committee.

Succession Planning

The Board shall be responsible for the succession plan for the position of the Chief Executive Officer. To assist the Board, the Chief Executive Officer shall present to the Board an annual report on succession planning for all senior officers of the Company with an assessment of senior managers and their potential to succeed the Chief Executive Officer and other senior management positions. In addition, the Chief Executive Officer shall prepare, on a continuing basis, a short-term succession plan which delineates a temporary delegation of authority to certain officers of the Company, if all or a portion of the senior officers should unexpectedly become unable to perform their duties. The short-term succession plan shall be in effect until the Board has the opportunity to consider the situation and take action, when necessary.

Management Development; Director Orientation and Continuing Education

The Board shall determine that a satisfactory system is in effect for education, development, and orderly succession of senior and mid-level managers throughout the Company. Continuing education shall also be made available to directors in any area determined by the Board to: (i) relate to the membership criteria of the Board, as described above; or (ii) enable the Board, as a unit, to make a better contribution to the governance of the Company.

CODE OF BUSINESS CONDUCT AND ETHICS

The Board shall adopt and disclose publicly a code of business conduct and ethics for directors, officers and employees and promptly disclose any waivers of the code for directors or executive officers. At a minimum the code will address conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of Company assets, compliance with laws, rules and regulations, and encouraging the reporting of any illegal or unethical behavior.