



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Destination XL Group, Inc. (the “Company”) shall be as follows:

1. To assist the Board in identifying individuals qualified to become members of the Board and to recommend for the Board’s selection the individuals to stand for election as directors at the annual meeting of stockholders or, if applicable, a special meeting of stockholders.
2. To oversee and recommend to the Board the selection and composition of committees of the Board.
3. To develop and recommend to the Board a set of corporate governance principles applicable to the Company and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
4. To develop and oversee the continuity planning process relating to the succession of the CEO and such other officers as the Committee shall determine from time to time.

Membership and Organization

Except as otherwise permitted by the rules of the U.S. Securities and Exchange Commission (“SEC”) or The Nasdaq Stock Market, LLC (“Nasdaq”), the Committee shall consist of two or more members of the Board, each of whom is determined by the Board to be “independent” in accordance with the rules of the SEC and Nasdaq.

The members of the Committee and the Chairman of the Committee shall be appointed by the Board. Each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings. The quorum for conducting the business of the Committee shall be a majority of the membership. In the absence of the Chairman, another member of the Committee designated by a vote of the members in attendance at such meeting will chair the meeting and set the agenda.

The Committee shall meet as frequently as circumstances dictate. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities.

Duties and Responsibilities

The Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter. In fulfilling its responsibilities, the Committee shall be entitled to delegate responsibilities to a subcommittee of the Committee.

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority, without seeking Board approval, to retain outside counsel or other advisors for this purpose, including the sole authority to approve the fees payable to such counsel or advisors and any other terms of retention.

Board Selection, Composition, and Evaluation; Stockholder Recommendations

1. Establish criteria for the selection of new directors to serve on the Board, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess. The current criteria for Board membership are set forth on Attachment A hereto, which may be amended by the Committee from time to time.
2. Identify and evaluate individuals, including nominees recommended by stockholders, believed to be qualified as candidates to serve on the Board. The Committee may solicit recommendations from any or all of the following sources: non-management directors, the CEO, other executive officers, third-party search firms or any other source it deems appropriate. The Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate. The Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate. In identifying and evaluating candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board.
3. Establish a policy with regard to the consideration of director candidates recommended by stockholders. The current policy is that the Committee will review and evaluate any director candidates who have been recommended by stockholders in compliance with the procedures

established by this Charter.

4. Establish procedures to be followed by stockholders in submitting recommendations for director candidates to the Committee. The current procedures to be followed by stockholders are set forth in Section 4.15 of the Company's Fourth Amended and Restated By-Laws.
5. Recommend for the Board's selection the candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting, including whether incumbent members of the Board should stand for re-election.
6. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. The Committee shall have sole authority to retain and to terminate any search firm or other advisors to be used to assist in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.
7. Consider questions of independence of the Board and possible conflicts of interest of members of the Board and executive officers.
8. Review and make recommendations to the Board, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with diverse backgrounds, including with respect to Nasdaq's board diversity objectives.
9. Oversee the evaluation, at least annually, and as circumstances otherwise dictate, of the Board and its committees.

Committee Selection and Composition

10. Recommend to the Board the members of the Board to serve on the committees of the Board, giving consideration to the independence requirements of applicable SEC and Nasdaq rules and the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations to the Board regarding the removal of any member of any committee.
11. Recommend to the Board the member of the Board to serve as the Chair of each committee of the Board.
12. Establish, monitor, and recommend to the Board, the purpose, structure, and operations of the various committees of the, the qualifications and criteria for membership on each committee of the Board, and as circumstances dictate, make any recommendations to the Board regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
13. At least annually review the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or elimination of Board

committees.

Continuity / Succession Planning Process

14. Develop and oversee the continuity planning process relating to the succession of the CEO and such other officers as the Committee shall determine from time to time.

Corporate Governance

15. As appropriate, consider the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as conditions dictate, that it adopt amendments to the certificate of incorporation and by-laws and/or propose such amendments for consideration by the stockholders.

16. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and from time to time as it deems appropriate, review and reassess the adequacy of such guidelines and recommend any proposed changes to the Board for approval.

17. Keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.

18. Periodically review the Company's policies, practices and disclosures with respect to sustainability and environmental, social and governance factors.

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20. Establish a process for stockholders to send communications to the Board. The current process is set forth on Attachment B hereto, which may be amended by the Committee from time to time.

21. Recommend to the Board a policy with regard to Board members' attendance at annual meetings.

22. Consider policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas, and procedures for delivery of materials in advance of meetings.

Reports and Other Duties

23. Annually review this charter and recommend any proposed changes to the Board for approval.

24. Report regularly to the Board following meetings of the Committee, (a) with respect to such matters as are relevant to the Committee's discharge of its responsibilities, and (b) with respect to such recommendations as the Committee may deem appropriate. The report to the

Board may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.

25. Maintain minutes or other records of meetings and activities of the Committee.

Attachment A

Board Membership Criteria

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Destination XL Group, Inc. (the “Company”) believes that it is in the best interests of the Company and its stockholders to obtain highly qualified individuals to serve on the Board.

At a minimum, the Nominating Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
- Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
- Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
- Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, regulators, creditors and the general public, and to act in the interests of all stakeholders.
- Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee’s ability to represent the interests of all the Company’s stockholders and to fulfill the responsibilities of a director.

In addition to the minimum qualifications for each nominee set forth above, the Nominating Committee shall recommend that the Board select persons for nomination to help ensure that:

- A majority of the Board shall be “independent” in accordance with the rules of The Nasdaq Stock Market, LLC (“Nasdaq”).
- Each of its Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors and meet the requirements applicable to committee membership under Nasdaq and U.S. Securities and Exchange Commission (“SEC”) rules.

- At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an “audit committee financial expert” as defined by SEC rules.

Finally, in addition to any other standards the Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Nominating Committee may consider the following factors when recommending that the Board select persons for nomination:

- Whether the nominee has direct experience in the retail clothing industry or in the markets in which the Company operates.
- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience and Nasdaq’s board diversity objectives.

Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law.

Attachment B

Process for Stockholders to Send Communications to the Board

The following sets forth the process for stockholders to communicate with the Board of Directors: Stockholders wishing to communicate with the Board should direct their communications to: Secretary, Destination XL Group, Inc., 555 Turnpike Street, Canton, Massachusetts 02021. Any such communication must state the number of shares of common stock of the Company beneficially owned by the stockholder sending the communication. The Secretary will forward such communication to all of the members of the Board of Directors or to any individual director or directors to whom the communication is directed; provided, however, that if the communication is unduly hostile, profane, threatening, illegal or otherwise inappropriate, then the Secretary has the authority to discard the communication or take appropriate legal action in response to the communication.