



CYBERSECURITY AND DATA PRIVACY COMMITTEE CHARTER

A. Purpose

The purpose of the Cybersecurity and Data Privacy Committee (the “Committee”) of the Board of Directors (the “Board”) of Destination XL Group, Inc. (the “Company”) is to:

- assist the Board of Directors in fulfilling its risk oversight responsibilities with respect to the protection of the Company’s assets, including confidential, proprietary and personal information, reputation and goodwill in all forms;
- supervise and monitor the soundness of the Company’s cybersecurity and data protection strategies and practices;
- oversee and monitor the Company’s material compliance with applicable information security, privacy and data protection laws, industry standards and contractual requirements;
- promote and further the integrity, adoption and coordination of the Company’s data security processes across the Company to help ensure that data and system security is a Company-wide business objective and priority; and
- oversee the Company’s cybersecurity and data protection performance and the overall implementation of the Company’s cybersecurity and data protection strategy.

B. Membership and Organization

- Number. The Committee shall consist of at least three members of the Board.
- Independence. Each member of the Committee shall be “independent” in accordance with the rules of The NASDAQ Stock Market, LLC (“Nasdaq”).
- Chair. The Board shall designate one member of the Committee to be Chairperson of the Committee.
- Compensation. The compensation of Committee members shall be as determined by the Board.
- Selection and Removal. Members of the Committee shall be appointed on the recommendation of the Nominating and Corporate Governance Committee to the Board. The Board may remove members of the Committee from time to time, with or without cause.

C. Duties and Responsibilities

General

The Committee shall oversee management's approach to controlling and mitigating the Company's exposure to cybersecurity, privacy and data protection risks. In exercising this oversight function, the Committee shall review and consider information such as the following:

- a) the strength and effectiveness of the Company's cybersecurity, privacy and data protection processes, safeguards, resources and training;
- b) the Company's planning processes, governance structure and resources to support its information security, privacy and data protection objectives;
- c) the Company's focus on critical information security technologies development and replacement planning;
- d) the security and privacy risks associated with the Company's information and operations;
- e) the design, implementation, maintenance and efficacy of administrative, technical and physical safeguards intended to protect the confidentiality, integrity and availability of the Company's information and the resiliency of the Company's operations;
- f) the Company's compliance with applicable information security, privacy and data protection laws, industry standards and contractual requirements; and
- g) the threat landscape facing the Company and the Company's strategy and preparedness to identify and mitigate cybersecurity threats and vulnerabilities.

The Committee shall consult with the full Board and provide guidance and formulate recommendations regarding the Company's management of cybersecurity and privacy risks.

Management is responsible for establishing and maintaining the integrity of the Company's cybersecurity and data protection internal controls, including identifying cybersecurity and privacy risks and vulnerabilities and implementing appropriate safeguards, while this Committee has been formed to assist the Board with respect to its oversight responsibility. In support of this objective, the CIO will update the Committee at the Committee's request, but at least quarterly on the status of the Company's cybersecurity and data protection strategy and practices. Through these briefings, the Committee will receive appropriate information on the status of (1) cybersecurity and data protection projects and initiatives, (2) budgets and resources, (3) assessments, audits and tests conducted by the Company or third parties, and (4) material cybersecurity and privacy incidents, risks, issues and legal developments. As appropriate, the briefings also will present management's recommendations for changes to the Company's cybersecurity and data protection practices.

D. Additional Authorities and Responsibilities

- Independent Advisors. The Committee shall have the authority to retain outside technical consultants or other appropriate advisors as it deems necessary or appropriate to carry out its

responsibilities. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such technical consultants as established by the Committee.

- Additional Authority. The Committee shall have such other authority and responsibilities as may be delegated from time to time by the Board.

E. **Procedures and Administration**

- Meetings. The Committee shall meet as frequently as circumstances dictate. The Chairman or a majority of the members of the Committee may call meetings of the Committee. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of conference call or similar communication device by means of which all persons participating in the meeting can hear each other.

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. The Committee may exclude from its meetings any persons it deems appropriate.

- Quorum. The quorum for conducting the business of the Committee shall be a majority of the membership.

- Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances. Any decision of a subcommittee to pre-approve audit or non-audit services shall be reported to the full Committee at its next scheduled meeting.

- Reports to the Board. The Committee shall regularly report a summary of its actions and the results of its reviews to the Board.

- Charter. Annually, the Committee shall review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.