



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

1. The Committee shall consist of at least two members of the Board. Each member of the Committee shall be “independent” in accordance with the rules of The Nasdaq Stock Market, LLC (“Nasdaq”) and any other applicable laws, rules or regulations, including the rules and regulations of the Securities and Exchange Commission.

2. The members of the Committee and the Chairperson of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Any member of the Committee may be removed, with or without cause, by the Board.

3. The Committee shall meet as frequently as circumstances dictate. The Committee shall meet in executive session at least on an annual basis. The Chairperson of the Committee shall report to the Board regularly regarding the Committee’s activities and actions, including at the first Board meeting following any Committee meeting.

4. The Chairperson or, in the event of his or her absence from any meeting, another member of the Committee designated by vote of the members in attendance at such meeting, will chair all meetings of the Committee and set the agendas for such meetings. Any other member of the Committee shall have the right to submit items to be included on the agenda for any Committee meeting. The quorum for conducting the business of the Committee shall be a majority of the membership. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

5. The Committee may form and delegate authority and duties to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

6. The compensation of Committee members shall be as determined by the Board. The Company shall provide appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

C. Duties and Responsibilities

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

- a) the suitability and effectiveness of the Company's cybersecurity, privacy and data protection processes, safeguards, resources and training;
- b) the Company's planning and risk management processes, governance structure and resources to support its information security, privacy and data protection objectives;
- c) the Company's development, procurement and replacement of information security and privacy tools and technologies;
- 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 cybersecurity threat landscape facing the Company and the Company's strategy, risk management processes and preparedness to identify and mitigate cybersecurity threats and vulnerabilities.

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

3. 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. The Committee has been formed to assist the Board with respect to its oversight responsibility, and shall periodically report to and consult with the Audit Committee of the Board of Directors regarding the Company's internal controls to assess, test and monitor the effectiveness and suitability of the Company's cybersecurity and data protection safeguards and processes. In support of this objective, the CIO will update the Committee at the Committee's request, but at least quarterly and in the event of a material cybersecurity or privacy incident involving the Company, 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 program strategies, projects, initiatives, opportunities, developments and material changes, (2) budgets and resources, (3) information security or privacy assessments, audits and tests conducted by the Company or third parties, (4) the Company's escalation protocols with respect to prompt reporting of cybersecurity incidents to management, the Committee and the Board, and (5) material cybersecurity and privacy incidents, risks, issues and legal developments, as well as the remediation or risk mitigation measures undertaken to address such issues. As appropriate, the briefings also will present management's recommendations for changes to the Company's cybersecurity and data protection practices.

4. 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, including to review and assess the Company's cybersecurity and data protection program and practices. 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.

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

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