DESTINATION XL GROUP, INC.
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "Board") of Destination XL Group, Inc. (the "Company") has adopted the following Corporate Governance Guidelines (the "Guidelines") to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws and The Nasdaq Stock Market, Inc. ("Nasdaq") rules and the Company's Certificate of Incorporation and By-Laws, each as amended and in effect from time to time. The Guidelines are intended to serve as a flexible framework for the conduct of the Board's business and not as a set of legally binding obligations. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

A. Director Responsibilities

1. Oversee Management of the Company. The principal responsibility of the directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its stockholders. This responsibility includes:

   - Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives.
   - Providing advice and assistance to the Company's senior executives.
   - Fostering a corporate environment that promotes timely and effective disclosure, fiscal accountability, high ethical standards and compliance with applicable laws and regulations.
   - Evaluating the Company's processes for assessing and managing risks.
   - Evaluating the performance of the Company and its senior executives and taking appropriate action, including removal, when warranted.
   - The evaluation by only independent directors of the Company's compensation programs on a regular basis and determining the compensation of its senior executives upon the Compensation Committee's recommendations pursuant to the Compensation Committee's Charter and Nasdaq rules.
   - Requiring, approving and implementing senior executive succession plans.

- Reviewing and approving material transactions and commitments not entered into in the ordinary course of business.

- Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.

- Evaluating the overall effectiveness of the Board, its committees and individual directors.

2. Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders.

3. Board, Stockholder and Committee Meetings. Directors are responsible for attending Board meetings, meetings of committees on which they serve and the annual meeting of stockholders, and devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.

4. Reliance on Management and Advisors; Indemnification. The directors are entitled to rely on the Company's senior executives and its outside advisors, auditors and legal counsel, except to the extent that any such person's integrity, honesty or competence is in doubt. The directors are also entitled to Company provided indemnification, statutory exculpation and directors' and officers' liability insurance.

B. Director Qualification Standards

1. Independence. Except as may otherwise be permitted by Nasdaq rules, a majority of the members of the Board shall be independent directors. A director is considered independent based on the definition of "Independent Director" under Nasdaq Rule 5605(a)(2) as follows: Independent Director means a person other than an executive officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company's Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

   In addition, ownership of a significant amount of the Company's stock, by itself, does not constitute a material relationship.

   For relationships not covered by the Guidelines set forth above, the determination of whether a material relationship exists shall be made by the other members of the Board of Directors who are independent as defined above.

2. Size of the Board. The Company's By-Laws provide that the Board shall be comprised of one or more members, the number thereof to be

determined from time to time by resolution of the Board.

3. Other Directorships. A director shall limit the number of other public company boards on which he or she serves so that he or she is able to devote adequate time to his or her duties to the Company, including preparing for and attending meetings. Notwithstanding the foregoing, no director should serve on more than five public company boards. No director who is a named executive officer of a public company should serve on more than one public company board besides that of his/her own company. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board. Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies. The Nominating and Corporate Governance Committee shall determine whether membership on the proposed new board represents a conflict of interest or is otherwise not in the best interest of the Company.

4. Tenure. The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional memory that benefit the entire membership of the Board as well as management. As an alternative to term limits, the Nominating and Corporate Governance Committee shall review each director's continuation on the Board prior to nomination for re-election. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board and allow the Company to conveniently replace directors who are no longer interested or effective.

5. Retirement. The Board does not believe that it should establish age limits for service, for the same reason it does not feel it is appropriate to establish term limits.

6. Selection of New Director Candidates. Except where the Company is legally required by contract, by-law or otherwise to provide third parties with the ability to nominate directors (the procedure for which is Attachment B to the Nominating and Corporate Governance Committee Charter), the Nominating and Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. Director

nominees shall be considered for recommendation by the Nominating and Corporate Governance Committee in accordance with these Guidelines, the policies and principles in its Charter and the criteria set forth in Attachment A to its Charter.

7. Extending the Invitation to a New Director Candidate to Join the Board. The invitation to join the Board should generally be extended by the Chairman of the Board, on behalf of the Board, and/or the Chairman of the Nominating and Corporate Governance Committee, on behalf of such Committee.

8. Majority Vote Standard for Uncontested Director Elections. Under our By-Laws, in an uncontested election, a majority of the votes properly cast is required for the election of our directors. In the case of a contested election, a plurality vote will be required for the election of directors. If a nominee for director does not receive the approval of a majority of the votes properly cast in an uncontested election, our By-Laws provide that the director will promptly tender to the Board his or her offer of resignation. The Nominating and Corporate Governance Committee will then consider the resignation offer and make a recommendation to the Board whether to accept or reject the resignation.

9. Change of Responsibility of Director. The Board believes that any director who retires from his or her principal current employment, or who materially changes his or her current position, should offer to tender his or her resignation to the Board, effective at the next regularly scheduled meeting. It is not the Board's view that directors who retire or change position should necessarily leave the Board. If a director tenders his or her resignation, the Nominating and Corporate Governance Committee shall then recommend to the Board whether the Board should accept the resignation as a result of the changed circumstances.

10. Former Chief Executive Officer's Board Membership. The Board believes that the continuation of a former Chief Executive Officer of the Company on the Board is a matter to be decided in each individual instance by the Board, upon recommendation of the Nominating and Corporate Governance Committee. Accordingly, when the Chief Executive Officer ceases to serve in that position, he or she will be expected to resign from the Board if so requested by the Board, upon recommendation of the Nominating and Corporate Governance Committee.

C. Board Leadership

1. Chairman of the Board. While the positions of Chairman of the Board and Chief Executive Officer are currently separate, the Board believes that the Company and its stockholders are best served by maintaining

flexibility to have any director serve as Chairman of the Board. The Board therefore believes that a permanent policy on whether the Chairman and Chief Executive Officer should be separated or combined or whether the Chairman should be independent is not appropriate.

2. Lead Director. In order to maintain the independent integrity of the Board, however, if the Chairman of the Board is not an independent director, the Board shall appoint a Lead Director who must be independent. The Lead Director's responsibilities shall include the following and any other responsibilities determined by the Board: (i) presiding at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; (ii) serving as liaison between the Chairman and the independent directors; (iii) reviewing and approving materials to be sent to the Board; (iv) approving the meeting agendas for the Board; (v) approving meeting schedules to assure that there is sufficient time for discussion of all agenda items; (vi) having the authority to call meetings of the independent directors; and (vii) if requested by major shareholders, ensuring that he or she is available for consultation and direct communication. If the Chairman of the Board is an independent director, then the foregoing responsibilities will be handled by the Chairman.

D. Board Meetings

1. Selection of Agenda Items. Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

2. Frequency and Length of Meetings. The Chairman of the Board, in consultation with the members of the Board, shall determine the frequency and length of the Board meetings. Special meetings may be called from time to time as determined by the needs of the business.

3. Advance Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable.

4. Independent Director Sessions. The "independent" directors, as defined by Nasdaq rules, shall meet in executive session at least semiannually or more often as needed. The independent directors will meet in executive session at other times at the request of any independent director. Absent unusual circumstances, these sessions shall be held in conjunction with

regular Board meetings. The Chairman of the Board, or the Lead Independent Director (if the Chairman is not independent), shall preside at these meetings. The independent directors may determine that it is in the Company's best interest to invite the other directors to participate in their executive sessions so long as such other directors are not permitted to vote on any matters undertaken by the independent directors.

5. Attendance of Non-Directors at Board Meetings. The Board encourages the senior executives of the Company, from time to time, to bring Company personnel into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas or (ii) appear to be persons with future potential who should be given exposure to the Board.

E. Board Committees

1. Key Committees. The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

2. Assignment of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. Except as otherwise permitted by the applicable Nasdaq rules, each member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be an "independent director" as defined by such rules.

3. Committee Charters. In accordance with the applicable Nasdaq rules, the charters of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

4. Selection of Agenda Items. The chairman of each committee, in consultation with the committee members, shall develop the committee's agenda. The schedule for each committee meeting shall be furnished to all directors.

5. Frequency and Length of Committee Meetings. The chairman of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees.

F. Director Access to Management and Independent Advisors

1. Access to Officers and Employees. Directors have full and free access to officers and employees of the Company. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

2. Access to Independent Advisors. The Board and each committee have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. Such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

G. Director Compensation

1. Role of Board and Compensation Committee. The form and amount of director compensation shall be determined by the Board in accordance with the policies and principles set forth below. The Compensation Committee shall make compensation recommendations to the Board as appropriate pursuant to the Committee's Charter.

2. Form of Compensation and Anti-Hedging Policy. The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity as part of director compensation helps align the interest of directors with those of the Company's stockholders. In this regard, the Company's Insider Trading Policy also prohibits our directors, officers and employees from engaging in various hedging activities with Company securities, including short sales and any transaction involving an option, such as a put, call or other derivative security.

3. Amount of Consideration. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors at least competitively relative to comparable companies. The Company's management shall, from time to time, present a comparison report to the Board, comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chairman of the Board (if not also an employee of the Company) and the chairmen and members of the committees to receive additional compensation for their services in those positions.

4. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

H. Director Orientation and Continuing Education

1. <u>Director Orientation</u>. Upon initial election, the Company will present a director with orientation and reference materials to familiarize him or her with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its General Counsel and outside legal advisors. In addition, the orientation materials shall include a review of the Company's expectations of its directors in terms of time and effort and a review of the directors' fiduciary duties.

2. <u>Continuing Education</u>. The Company will make appropriate opportunities for continuing education available to directors to enable them to maintain the necessary level of expertise to perform their responsibilities. The Company shall pay all reasonable expenses related to continuing director education.

I. Management Evaluation and Succession

1. <u>Selection of Chief Executive Officer</u>. The Board shall select the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company's stockholders.

2. <u>Evaluation of Senior Executives</u>. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives, which includes: determining the nature and frequency of the evaluation and determining the persons subject to the evaluation. When evaluating the Company's senior financial management, the Compensation Committee may solicit the participation of the Audit Committee.

3. <u>Succession of Senior Executives</u>. The Nominating and Corporate Governance Committee shall be responsible for developing and overseeing the continuity planning process relating to the succession of the CEO and such other officers as the Nominating & Corporate Governance Committee shall determine from time to time.

J. Annual Performance Evaluation of the Board

The Nominating and Corporate Governance Committee, using such resources or methods as it determines, shall oversee an annual evaluation of the Board to determine whether it, its committees and the individual directors are functioning effectively. The Nominating and Corporate Governance Committee shall determine the nature of the evaluation. The purpose of this process is to improve the effectiveness of the Board, its committees and the individual directors.

K. Board Interaction with Stockholders, Institutional Investors, the Press, Customers, Etc.

The Board believes that the Chief Executive Officer and his or her designees speak for the Company.

Stockholders wishing to communicate with the Board are directed to the Nominating and Corporate Governance Committee Charter's Attachment C, namely, Process for Stockholders to Send Communications to the Board, as follows:

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.

The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chairman of the Board (if an independent director), or the presiding director, or otherwise the Chairman of the Nominating and Corporate Governance Committee shall, subject to advice and assistance from the General Counsel, (1) be primarily responsible for monitoring communications from shareholders and other interested parties, and (2) provide copies or summaries of such communications to the other directors within a reasonable time.

L. Periodic Review of the Corporate Governance Guidelines

The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.