



COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Destination XL Group, Inc. (the “Company”) is to (i) discharge the Board’s responsibilities relating to executive compensation; (ii) produce an annual report regarding executive compensation; and (iii) discharge any other responsibilities provided for in this Compensation Committee Charter (this “Charter”).

II. Membership and Organization

- A. The Committee shall be comprised of two or more members of the Board, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”). Notwithstanding the foregoing, to the extent the Committee consists of at least three members, one director who is not independent under the rules of Nasdaq may be appointed to the Committee, subject to the following: (i) the director is not a current officer or employee, or an immediate family member of a current officer or employee, of the Company; (ii) the Board of Directors, under exceptional and limited circumstances, determines that such individual’s membership on the Committee is required by the best interests of the Company and its stockholders; (iii) the Company discloses in the proxy statement for the next annual meeting of stockholders subsequent to such determination (or in its Form 10-K if the Company does not file a proxy statement), the nature of the relationship and the reason for that determination; and (iv) such person does not serve under this exception on the Committee for more than two years.
- B. The members of the Committee and the Chairman of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of 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 of Directors.
- C. The Committee shall meet at least two times annually, or more frequently as the Committee may determine. The Committee shall meet in executive session at least on an annual basis. The Chairman 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.
- D. The Chairman or, in the event of his 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.

- E. The Committee may, to the extent consistent with maintaining the confidentiality of compensation discussions, invite the Company's Chief Executive Officer (the "CEO") to participate in all or a portion of any meetings of the Committee, but if present during any deliberations of the Committee, the CEO may not vote. The CEO may not be present during any discussions and deliberations of the Committee regarding the CEO's compensation.
- F. The Committee shall keep regular minutes of its meetings and report the same to the Board from time to time and upon request.

III. Duties and Responsibilities

- A. The Committee shall produce annually a report to be included in the Company's proxy statement disclosing compensation policies for the Company's CEO and other executive officers, including the specific relationship of corporate performance to executive compensation with respect to compensation reported in the last completed fiscal year. This disclosure shall be made over the names of all members of the Committee. If the Board modified or rejected in any material way any action or recommendation by the Committee with respect to decisions in the last completed fiscal year, the disclosure shall so indicate and explain the reasons for the Board's actions, and shall be made over the names of all members of the Board.
- B. The Committee shall on an annual basis discuss its bases for the CEO's compensation reported for the last completed fiscal year, including the factors and criteria upon which the CEO's compensation was based. The Committee shall specifically discuss the relationship of the Company's performance to the CEO's compensation for the last completed fiscal year, describing each measure of the Company's performance, whether qualitative or quantitative, on which the CEO's compensation was based. The Committee shall have the sole authority to set the CEO's compensation level based on this evaluation. The CEO shall not be permitted to participate in any discussions or processes of the Committee concerning his compensation.
- C. The Committee shall on an annual basis review and approve Company goals and objectives relevant to the compensation of each executive officer of the Company, and evaluate the executive officer's performance in light of those goals and objectives, and shall have the sole authority to set the executive officer's compensation level based on this evaluation.
- D. In connection with any shareholder advisory vote on the frequency with which the Company shall hold a shareholder advisory vote on the compensation of the Company's named executive officers, review and recommend for approval by the Board of Directors, or approve, the frequency that should be recommended to the Company's shareholders.

- E. Review and recommend for approval by the Board of Directors, or approve, the frequency with which the Company should submit to the shareholders an advisory vote on the compensation of the Company's named executive officers.
- F. Review the results of any shareholder advisory votes on the compensation of the Company's named executive officers and consider whether to make any adjustments to the Company's executive compensation policies and practices.
- G. To the extent, if any, that the Company may determine, with such shareholder or other approval as may be required for such action, to adjust or amend the exercise price of stock options or stock appreciation rights ("SARs") previously awarded to the CEO or any "named executive officer" (as defined in Item 402(a)(3) of Regulation S-K promulgated by the Securities and Exchange Commission ("Regulation S-K")), whether through amendment, cancellation or replacement grant, or other means (each, a "repricing"), the Committee shall explain in reasonable detail any such repricing of options or SARs held by the CEO or any named executive officer in the last completed fiscal year, as well as the basis for each such repricing.
- H. The Committee shall, in consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- I. The Committee shall review and recommend actions to the Board regarding compensation of directors, as well as director and officer indemnification and insurance matters.
- J. In the event the Company includes comparisons using performance measures in the performance graph required by Rule 402(1) of Regulation S-K, the Committee shall describe the link between that measure and the level of executive compensation in the report of the Committee included in the Company's proxy statement.
- K. The Committee shall approve the establishment or material amendment of any tax qualified, non-discriminatory employee benefit plans or parallel nonqualified plans or other equity compensation arrangements, pursuant to which stock of the Company may be acquired by its officers, directors, employees or consultants. The Committee shall review and make recommendations to the full Board of Directors, or approve, all awards of stock or stock options pursuant to the Company's equity-based plans.
- L. The Committee shall perform any other activities consistent with this Charter, and the Company's By-Laws and Certificate of Incorporation, as may be determined by the Board.

IV. Additional Responsibilities and Authority

- A. The Committee shall have authority to retain, at the expense of the Company, any compensation or similar consultant as it shall deem necessary to carry out its duties, without Board or management approval.

- B. The Committee shall annually review and evaluate the performance of the Committee, including compliance by the Committee with this Charter.
- C. The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.