



CODE OF ETHICS FOR DIRECTORS, OFFICERS AND FINANCIAL PROFESSIONALS

I. Introduction

Destination XL Group, Inc. together with its subsidiaries (“DXLG” or the “Company”) hereby adopts this DXLG Code of Ethics applicable to Directors, the Chief Executive Officer, Executive Vice President, General Counsel, Senior Vice Presidents, and other senior management employees designated by the Company's Board of Directors from time to time and also to the Chief Financial Officer, Chief Accounting Officer, Comptroller or any persons performing similar accounting functions (the “Financial Professionals”). This Code of Ethics is intended to supplement Articles I, II and III of the DXLG Code of Business Conduct and Ethics, which are also applicable to the above parties. This Code of Ethics is not intended to and does not create any rights in any director, officer, employee, customer, supplier, competitor, stockholder or any other person or entity.

The Compliance Officer for purposes of this Code is the General Counsel.

Waivers of this Code of Ethics may be made only by the Company’s Board of Directors (the “Board”) and will be promptly disclosed to stockholders in accordance with applicable law or regulation.

II. General Obligations

You agree to:

- Act honestly and ethically with regard to all topics including potential, apparent or actual conflicts of interest between personal and professional relationships and refrain from using your position for personal gain or competing directly or indirectly with the Company.
- Disclose to the Compliance Officer, the Chief Executive Officer or a member of the Board any material relationship or transaction that may present a conflict of interest.
- Not accept a position on any public or private company’s board of directors, other than non-profit organizations, without first receiving approval from the Board (applies only to the Company’s senior management).
- Produce full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange

Commission or other regulatory organizations, public communications made by the Company or communications within the Company.

- Ensure that all Company financial practices concerning accounting, internal accounting controls and auditing matters meet the highest standards of professionalism, transparency and honesty.
- Safeguard the confidentiality of non-public information about the Company and its customers acquired in the course of your employment.
- Comply with applicable governmental laws, rules and regulations and applicable rules and regulations of self-regulatory organizations.
- Promptly report any possible violation of this Code of Ethics.

III. Compliance with Laws and this Code of Ethics

1. Procedures for Raising Concerns.

You are expected to comply with both the letter and spirit of this Code of Ethics, and to report any possible violation of this Code of Ethics (i) by sending a letter or other writing to the Company's principal executive offices to the attention of the Compliance Officer, and if the report is in regard to a possible violation by the Compliance Officer, to the attention of the Chief Executive Officer, (ii) by sending a letter or other writing to the Company's principal executive offices to the attention of the Board or (ii) by calling the DXLG Business Abuse Hot Line which is available 24 hours a day, seven days a week, at 888-662-5025. You may choose to remain anonymous in reporting any possible violation of this Code of Ethics. No one will be subject to retaliation because of a good faith report of a possible violation of this Code of Ethics. Individuals concerned about matters involving accounting, internal accounting controls and auditing matters should consult the DXLG Policy for Raising and Investigating Concerns Regarding Accounting or Auditing Matters for instructions on how to raise such concerns and the procedures the Company will use to investigate such concerns.

While it is the Company's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

2. Procedures for Investigating and Resolving Concerns.

All reports of possible violations will be forwarded to the Board. The Board may, in its discretion, assume responsibility for evaluating any possible violation and directing or conducting any investigation or may delegate any portion of such responsibility to the Compliance Officer or another person or entity. If the Board chooses to assume responsibility for evaluating any possible violation or directing or conducting any investigation where the investigation concerns a possible violation by a member of the Board, the Board, not including

that member, shall assume such responsibility. The Board shall have the authority to engage independent counsel and other advisers, as it deems necessary, to assist in its investigation and decision process. All reports of possible violations will be handled with the utmost care and receive a thorough review. Generally, investigations of possible violations will include, at a minimum, interviews of all persons believed to have information relating to the issues raised and review of any applicable Company records or filings.

After conducting the investigation, the results will be evaluated and the Company shall authorize such swift response, follow-up and preventive actions, if any, as are deemed necessary and appropriate to address the substance of the reported possible violation. The Company reserves the right to take whatever action it believes appropriate, up to and including discharge of any employee determined to have engaged in improper conduct. The Company will quickly report illegal actions to the appropriate authorities, which may result in civil and criminal penalties for you, your colleagues and/or the Company.

Regardless of whether a possible violation is submitted anonymously, the Company will strive to keep all reports of possible violations and the identity of those who submit them and participate in any investigation as confidential as possible. The Company will not penalize or retaliate against any person or entity for reporting a possible violation in good faith. The Company will not tolerate retaliation against any person or entity for submitting, or for cooperating in the investigation of, a possible violation. Any retaliation will warrant disciplinary action against the person who wrongfully retaliates, up to and including termination of employment.

The Human Resources Department shall retain records of all reports of possible violations, a summary of the matters involved, and the disposition thereof, for five years.

3. Questions.

If you have any questions regarding the best course of action in a particular situation, you should promptly contact the Compliance Officer, or if the Compliance Officer is unavailable or otherwise unable to serve in such capacity, the Chief Executive Officer, the Chief Financial Officer or a member of the Board.

YOUR PERSONAL COMMITMENT TO THE DXLG CODE OF ETHICS FOR DIRECTORS, OFFICERS AND FINANCIAL PROFESSIONALS

I acknowledge that I have received and read the DXLG Code of Ethics for Directors, Officers and Financial Professionals, and understand my obligations as an employee to comply with the Code of Ethics.

I understand that my agreement to comply with the Code of Ethics does not constitute or give rise to a contract of employment.

Please sign here: _____ Date: _____

Please print your name: _____

This signed and completed form must be returned to the Human Resources Department.