



MARKETING STRATEGY COMMITTEE CHARTER

A. Purpose

The purpose of the Marketing Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of Destination XL Group, Inc. (the “Company”) is to assist the Board in its oversight of the strategic goals and objectives of the Company’s marketing and brand development programs, including digital and social media initiatives and the alignment of those initiatives with the Company’s strategic goals.

Management is responsible for the development and implementation of a marketing program that is innovative and builds brand awareness while contributing to revenue and earnings growth and shall receive Board level support and oversight of such programs through the Committee.

B. Membership and Organization

- Number. The Committee shall consist of two or more members of the Board as determined by the Board.
- 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

The Committee shall oversee management’s marketing strategies and approach to growing and protecting the brand asset and building a brand community through its advertising programs, including but not limited to, television, radio, digital and social media strategies, consistent with the Company’s strategic goals. In exercising this oversight function, the Committee shall:

- offer advice and insights regarding strategies and approaches related to marketing strategies, including brand development plans and technological initiatives as it relates to social media strategies and growing the Company’s digital presence;
- review and discuss significant issues and trends in brand growth, brand asset protection and marketing the brand;
- review and discuss the tools used to develop the Company’s marketing initiatives, including market and consumer research;

- review and assess the value of such marketing programs to the overall strategic goals, financial results and growth of the Company;
- receive reports from the Senior Vice President of Marketing and/or the Senior Vice President, Chief Digital and Information Officer at least semi-annually and at the Committee's request on the status of the Company's marketing initiatives, including, but not limited to, information on the status of: (1) past marketing initiatives, (2) current marketing projects and initiatives with projected cost/benefit analyses, (3) future marketing initiatives, with projected cost/benefit analyses, (4) marketing budgets and resources, (5) marketing assessments, surveys or studies conducted by the Company or third parties, if any, and (6) growth and protection of the brand asset and the risks to the Brand associated with execution of initiatives; and
- conduct an annual review of the Committee's performance and periodically assess the adequacy of its charter and recommend changes to the Board as needed.

D. Additional Authorities and Responsibilities

- Independent Advisors. The Committee shall have the authority to retain outside marketing 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 consultants or advisors as established by the Committee.

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

E. Procedures and Administration

- Meetings. The Committee shall meet as frequently as circumstances dictate. The Chairperson 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 of the Committee.

- 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.

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