

HARTMARX CORPORATION

**NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

**CHARTER OF SCOPE,
RESPONSIBILITIES, STRUCTURE AND PROCESSES**

As adopted by the Board of Directors on August 13, 2008

This Charter sets forth the functions of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Hartmarx Corporation (the "Company") and also specifies the membership, qualifications and responsibilities of the Committee.

I. Mission Statement

The Committee's responsibility is to oversee the Company's corporate governance practices and policies, review and make recommendations to the Board concerning the qualifications and selection of candidates for election as directors and officers of the Company. The Committee will also advise and make recommendations to the Board on all matters pertaining to directorship and corporate governance practices and the Company's position and practices on significant issues of corporate public responsibility; and shall sponsor an annual self-assessment of the Board's performance, including self-assessment by the committees of the Board.

II. Organization

- A.** The Committee will consist of three or more directors as determined by the Board in accordance with the By-Laws of the Company. Members of the Committee as designated by the Board shall serve until their successors are duly designated. One of the members will be designated by the Board to serve as Committee Chair. Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by a majority vote of the Board.
- B.** Each member of the Committee shall be a director whom the Board has determined has no material relationship with the Company and each of whom is "independent" under the listing standards of the New York Stock Exchange (the "NYSE") and otherwise qualified to serve on the Committee pursuant to the requirements of the NYSE.
- C.** The meetings, procedures, actions of the Committee, and other procedural matters shall be consistent with and as provided in the By-Laws of the Company, unless otherwise required by applicable law, regulation or NYSE rule. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. The Committee shall keep written minutes of its meetings which shall be maintained with the books and records of the Company.

- D.** The Committee shall meet periodically, as circumstances dictate and as may be necessary or advisable to carry out its duties and responsibilities, but not less frequently than twice each fiscal year. The Committee, in its discretion, may ask members of management, other directors or others to attend or participate in its meetings (or portions thereof) and to provide pertinent information as necessary or as requested by the Committee. The Committee shall also meet in executive session at such times and with such frequency as the Committee deems necessary or appropriate.

III. Roles and Responsibilities

In carrying out its duties and responsibilities, the Committee's policies and procedures shall remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions. While there is no "blueprint" to be followed by the Committee in carrying out its duties and responsibilities, the Committee shall have the following duties and responsibilities:

A. Board Candidates and Nominees

- Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for board candidates.
- Review the background and qualifications of individuals being considered as director candidates;
- Recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the By-Laws of the Company, which recommendations shall be consistent with the Board's criteria for selecting new directors. Such criteria include, among other things, broad experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties, so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or NYSE listing requirement; and
- Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, such review to consider each director's contributions to the Board, and to recommend whether or not the director should be re-nominated.

B. Board Composition and Procedures

- Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required

for the Board as a whole and consists of not less than the minimum number of independent directors required by the NYSE;

- Review periodically the size of the Board and recommend to the Board any appropriate changes;
- Make recommendations on the frequency and structure of Board meetings; and
- Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers appropriate, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

- Make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee;
- Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees;
- Review annually committee assignments and the policy with respect to the rotation of committee memberships and/or committee chairs, and report any recommendations to the Board; and
- Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

- Develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with applicable laws, regulations and listing standards. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:
 - Director qualification standards, which shall reflect at a minimum the independence requirements of the NYSE. The Committee shall also develop policies regarding director tenure, retirement, removal and succession, and shall consider whether it is in the best interest of the Company to limit the number of corporate boards on which a director may serve;
 - Director responsibilities;

- Director access to management and, as necessary and appropriate, independent advisors;
 - Director orientation and continuing education; and
 - Management succession, including policies and principles for the selection and performance review of the chief executive officer, as well as policies regarding succession in the event of an emergency or the retirement of the chief executive officer.
- Review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company, and comply with the requirements of the NYSE, and recommend any desirable changes to the Board; and
 - Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

E. Evaluation of the Board, Board Committees and Management

- Oversee the evaluation of the Board as a whole, the committees of the Board and management;
- Sponsor an annual self-assessment of the Board's performance and the performance of each of the committees of the Board, the results of which will be discussed with the full Board, which shall include:
 - Establishing the self-assessment evaluation criteria;
 - Implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board; and
 - Reviewing any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company.
- The Chair of the Committee, together with the Lead Independent Director (as defined in the Company's Corporate Governance Guidelines) and/or the Chair of the Compensation and Stock Option Committee, shall meet to evaluate the Chief Executive Officer's performance;
- Assist the Board in its responsibilities for succession planning for the position of Chief Executive Officer and with the assistance of the Chief Executive Officer present to the Board a report on succession planning for all senior officers of the Company with an assessment of senior managers and their potential to succeed the Chief Executive Officer; and

- Prepare, on a continuing basis, with the assistance of the Chief Executive Officer, a short-term succession plan which delineates a temporary delegation of authority to certain officers of the Company, if all or a portion of the senior officers should unexpectedly become unable to perform their duties.

F. Reporting Responsibilities and Recommendations

- Deliver a report (which may be written or oral) to the Board which includes a description of all actions taken by the Committee at its most recent meeting, regularly update the Board about Committee activities, and make appropriate recommendations and periodic reports to the Board on such matters as the Committee or the Board may specify;
- Make such reports or other disclosures, including any recommendation of the Committee, as required by the rules of the SEC, NYSE or other applicable rules to be included in the Company's proxy statement or other SEC filing, or as determined to be appropriate by the Board; and
- Prepare and review with the Board an annual performance evaluation of the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make such report.

G. Other Responsibilities

- If deemed appropriate, initiate special investigations into matters within the Committee's scope of responsibilities or as delegated by the Board;
- Perform other oversight functions as requested by the Board; and
- Review and reassess the adequacy of this Charter at least annually, and recommend any changes to the Board for adoption.

IV. Resources

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain (at the Company's expense), terminate and approve the fees and other retention terms of special or independent counsel, or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management. The Committee shall have the sole authority to select, retain (at the Company's expense), terminate and approve the fees and other retention terms of any search firm to be used to identify director candidates.