PERRY ELLIS
INTERNATIONAL

Stock Ownership Guidelines

Perry Ellis International, Inc.'s Board of Directors has adopted Stock Ownership Guidelines to further align the financial interests of the company's executives and non-management directors with the interests of its stockholders.

STOCK OWNERSHIP GUIDELINES FOR EXECUTIVE OFFICERS AND NON-MANAGEMENT DIRECTORS:

The guidelines for executive officers are expressed as a multiple of base salary as follows:

POSITION	MINIMUM OWNERSHIP REQUIREMENTS
Chief Executive Officer, Executive Chairman	5x
Chief Operating Officer	3x
President's, EVP's, CFO, CMO, CIO	1x
All other Executive Officers who participate in LTI	.5x

Executive officers are expected to retain 50% of the after-tax profit of shares acquired upon exercise of their stock options/SARs, vesting of restricted stock and earnout of performance shares until they meet the stock ownership guideline.

The stock ownership guidelines for non-management directors are expressed as a multiple of their annual Board cash retainer. Non-management directors' minimum stock ownership guideline is 3x their annual Board cash retainer. Non-management directors are expected to retain 100% of the after-tax profit shares acquired upon vesting or exercise of all equity grants until they meet the stock ownership guideline.

The equity retention ratio ensures that executive officers and non-management directors are making progress towards meeting their stock ownership guideline.

SHARES COUNTED:

For the purpose of determining stock ownership levels, the following forms of equity interests in the company are included:

- Shares owned directly (including through open market purchases, vesting of restricted stock/unit awards, earnout of performance shares or exercise of stock options/SARs);
- Shares held by immediate family members residing in the same household or through trusts for the benefit of the person or his or her immediate family members; and
- Restricted stock/units unvested, which are time vesting.

ADMINISTRATION AND EXCEPTIONS:

To determine compliance with the guidelines, a calculation will be made in February of each year based on the current salary or annual retainer and the value of the equity interests using the average closing price of the company's stock for the prior fiscal year.

The Compensation Committee of the Board of Directors shall be responsible for monitoring the application of these stock ownership guidelines. Executives and directors who are subject to the stock ownership guidelines will confirm the status of their compliance each fiscal year.

Failure to meet, or in unique circumstances, to show sustained progress toward meeting these stock ownership guidelines may be a factor considered by the Compensation Committee of the Board of Directors in determining future long-term incentive equity grants and/or appropriate levels of compensation.

The Compensation Committee of the Board of Directors will evaluate whether exceptions should be made to any participant who, due to unique financial circumstances, would incur a hardship by complying with these guidelines.

Last Update March 17, 2016