

**PERRY ELLIS INTERNATIONAL, INC.**

**NOMINATING COMMITTEE CHARTER**

**PURPOSE AND GOAL:**

The purpose and goal of the Nominating Committee (the "Committee") shall be to identify individuals qualified to become members of the Board of Directors (the "Board") of Perry Ellis International, Inc. (the "Company"), to recommend the director nominees to the Board, and to develop and assist in the implementation of director education programs.

**COMMITTEE MEMBERSHIP:**

The Committee shall consist of two or more independent directors, who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise "independent" under the applicable rules of The Nasdaq Stock Market ("Nasdaq") and the Securities and Exchange Commission (the "SEC").

**APPOINTMENT AND REMOVAL:**

The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly appointed 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. The Board may fill any vacancies on the Committee.

**COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

The Committee shall have the following responsibilities and authority:

1. Conduct a search for, identify individuals and make recommendations to the Board as a result thereof concerning individuals believed to be qualified to become Board members, consistent with criteria approved by the Board and as set forth in the Company's corporate governance guidelines, and select, or recommend to the Board, the nominees to stand for election or re-election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy on the Board of Directors (including a vacancy created by an increase in the size of the Board), the Committee shall conduct a search for, and recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders.

In selecting or recommending Board candidates, the Committee shall apply the criteria approved by the Board and as set forth in the Company's corporate governance guidelines, and shall consider such other factors as it deems appropriate.

The Committee shall consider all candidates recommended by the Company's shareholders in accordance with the procedures then-required by the SEC or Nasdaq and as described from time to time in the Company's annual proxy statement or as otherwise set forth in the Company's corporate governance guidelines. The Committee may consider candidates proposed by management.

2. Review director resignations provided in accordance with the Company's corporate governance guidelines or otherwise, and recommend to the Board whether or not to accept such resignations or to request that such directors continue to serve as members of the Board.
3. Develop and assist in the implementation of director education programs, both for newly elected members of the Board and for the continuing members of the Board and its committees.
4. Assist management in the preparation and review of the disclosures in the Company's annual proxy statement, including the disclosures regarding the operations of the Committee.
5. Report to the Board on a regular basis, but not less than once per year, and propose any necessary actions.
6. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

#### **MEETINGS:**

The Committee shall designate one member of the Committee as its chairperson. The chairperson shall chair all meetings of the Committee and set the agendas for Committee meetings. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet in person or telephonically at least once a year, and more frequently as may be necessary, in conjunction with regularly scheduled meetings of the Board or at regularly scheduled times and places determined by the Committee chairperson. Committee actions may also be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

The Committee may invite to its meetings any director, member of management or other person as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

#### **ADVISORS:**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

#### **MINUTES:**

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Committee chair shall report the highlights of any Committee meeting to the full Board.

**COMPENSATION:**

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

**ANNUAL REVIEW AND AMENDMENT OF CHARTER:**

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. This Charter may be amended by a majority vote of the independent directors of the Board of Directors.