

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14a INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

<TABLE>	
<S>	<C>
<input type="checkbox"/> Preliminary Proxy Statement	<input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input checked="" type="checkbox"/> Definitive Proxy Statement	
<input type="checkbox"/> Definitive Additional Materials	
<input type="checkbox"/> Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12	
</TABLE>	

The Men's Wearhouse, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

THE MEN'S WEARHOUSE, INC.
5803 GLENMONT DRIVE
HOUSTON, TEXAS 77081-1701

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD JULY 1, 1999

Notice is hereby given that the Annual Meeting of the Shareholders of The Men's Wearhouse, Inc., a Texas corporation (the "Company"), will be held at 4:00 p.m., central daylight time, on Thursday, July 1, 1999, at The Houstonian Hotel, 111 N. Post Oak Lane, Houston, Texas, for the following purposes:

- (1) To elect ten directors of the Company to hold office until the next Annual Meeting of Shareholders or until their respective successors are duly elected and qualified;
- (2) To approve an amendment to the Company's Restated Articles of Incorporation that would increase the number of authorized shares of the Company's common stock, \$.01 par value, from 50,000,000 shares to 100,000,000 shares;
- (3) To ratify the appointment by the Board of Directors of the firm of Deloitte & Touche LLP as independent auditors for the Company for 1999; and
- (4) To transact such other business as may properly come before the meeting or any adjournment thereof.

The holders of record of the Company's common stock, \$.01 par value, and the holder of record of the Company's one share of Series A Special Voting Preferred Stock at the close of business on May 11, 1999, will be entitled to vote at the meeting and any adjournment(s) thereof.

By Order of the Board of Directors
/s/ MICHAEL W. CONLON

Michael W. Conlon
Secretary

June 2, 1999

IMPORTANT

YOU ARE CORDIALLY INVITED TO ATTEND THE MEETING IN PERSON. EVEN IF YOU PLAN TO BE PRESENT, YOU ARE URGED TO SIGN, DATE AND MAIL THE ENCLOSED PROXY PROMPTLY. IF YOU ATTEND THE MEETING YOU CAN VOTE EITHER IN PERSON OR BY YOUR PROXY.

THE MEN'S WEARHOUSE, INC.

PROXY STATEMENT
FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD JULY 1, 1999

This proxy statement is furnished to the shareholders of The Men's Wearhouse, Inc. (the "Company"), whose principal executive offices are located at 5803 Glenmont Drive, Houston, Texas 77081-1701, and at 40650 Encyclopedia Circle, Fremont, California 94538-2453, in connection with the solicitation by the Board of Directors of the Company of proxies to be used at the Annual Meeting of Shareholders to be held at 4:00 p.m., on Thursday, July 1, 1999, at The Houstonian Hotel, 111 N. Post Oak Lane, Houston, Texas, or any adjournment(s) thereof (the "Annual Meeting").

Proxies in the form enclosed, properly executed by shareholders and received in time for the meeting, will be voted as specified therein. If a shareholder does not specify otherwise, the shares represented by his or her proxy will be voted "FOR" the nominees for director listed therein, "FOR" the proposal to amend the Company's Restated Articles of Incorporation to increase the number of authorized shares of the Company's common stock, \$.01 par value ("Common Stock"), from 50,000,000 shares to 100,000,000 shares and "FOR" ratification of the appointment of the Company's independent auditors. The giving of a proxy does not preclude the right to vote in person should the person giving the proxy so desire, and the proxy may be revoked at any time before it is exercised by written notice delivered to the Company at or prior to the meeting.

This Proxy Statement is being mailed on or about June 2, 1999, to the holders of record of the Company's Common Stock and the holder of record of the Company's one share of Series A Special Voting Preferred Stock ("Series A Preferred Stock") on May 11, 1999 (the "Record Date"). At the close of business on the Record Date, there were outstanding and entitled to vote 35,084,158 shares of Common Stock, and only the holders of record on such date shall be entitled to vote at the Annual Meeting. Such holders will be entitled to one vote per share on each matter presented at the Annual Meeting. As of the Record Date, the one share of Series A Preferred Stock is entitled to an aggregate of 2,375,579 votes and votes together with the Common Stock as a single class. Accordingly, the Common Stock and the Series A Preferred Stock constitute a class with an aggregate of 37,459,737 votes (the "Aggregate Vote"). The trustee who holds the share of Series A Preferred Stock must vote such share in accordance with instructions from the holders of the Exchangeable Shares ("Exchangeable Shares") issued by Moores Retail Group Inc. ("Moores").

The enclosed form of proxy provides a means for shareholders to vote for all of the nominees listed therein, to withhold authority to vote for one or

more of such nominees or to withhold authority to vote for all of such nominees. The withholding of authority by a shareholder will have no effect on the results of the election of those directors for whom authority to vote is withheld because the Company's bylaws provide that directors are elected by a plurality of the votes cast.

The affirmative vote of the holders of a majority of the Aggregate Vote represented in person or by proxy at the Annual Meeting is required to approve the proposal to ratify the appointment of the Company's independent auditors, and the affirmative vote of the holders of at least two-thirds of the Aggregate Vote is required to approve the proposal to amend the Company's Restated Articles of Incorporation to increase the number of authorized shares of the Company's Common Stock from 50,000,000 shares to 100,000,000 shares.

The holders of a majority of the Aggregate Vote, whether present in person or represented by proxy, will constitute a quorum for the transaction of business at the Annual Meeting. Abstentions are counted toward the calculation of a quorum, but are not treated as either a vote for or against a proposal. An abstention has the same effect as a vote against a proposal or, in the case of the election of directors or the proposal to amend the Company's Restated Articles of Incorporation, as shares to which voting power has been withheld. Under Texas law, any unvoted position in a brokerage account with respect to any matter will be considered as not voted and will not be counted toward fulfillment of quorum requirements as to that matter. The shares held by each shareholder who signs and returns the enclosed form of proxy will be counted for purposes of determining the presence of a quorum at the meeting.

ELECTION OF DIRECTORS

At the Annual Meeting, ten directors constituting the entire Board of Directors are to be elected. All directors of the Company hold office until the next annual meeting of shareholders or until their respective successors are elected and qualified or their earlier resignation or removal.

The following persons have been nominated to fill the ten positions to be elected by the shareholders. It is the intention of the persons named in the enclosed proxy to vote the proxies for the election of the nominees named below, unless otherwise specified. Management of the Company does not contemplate that any of the nominees will become unavailable for any reason, but if that should occur before the meeting, proxies will be voted for another nominee, or other nominees, to be selected by management.

<TABLE>
<CAPTION>

NAME	AGE	POSITION WITH THE COMPANY	DIRECTOR SINCE
<S>	<C>	<C>	<C>
George Zimmer.....	50	Chairman of the Board and Chief Executive Officer	1974
David Edwab.....	44	President and Director	1991
Richard E. Goldman.....	48	Executive Vice President and Director	1975
Harry M. Levy.....	50	Executive Vice President -- Planning and Systems and Director	1991
Robert E. Zimmer.....	75	Senior Vice President -- Real Estate and Director	1974
James E. Zimmer.....	47	Senior Vice President -- Merchandising and Director	1975
Stephen H. Greenspan...	58	Chief Executive Officer -- Value Priced Clothing Division and Director	1999
Rinaldo Brutoco.....	52	Director	1992
Michael L. Ray.....	60	Director	1992
Sheldon I. Stein.....	45	Director	1995

George Zimmer, together with Robert E. Zimmer and Harry M. Levy, founded The Men's Wearhouse as a partnership in 1973 and has served as Chairman of the Board of the Company since its incorporation in 1974. George Zimmer served as President from 1974 until February 1997 and has served as Chief Executive Officer of the Company since 1991.

David Edwab joined the Company in February 1991 and was elected Senior Vice President, Treasurer and Chief Financial Officer of the Company. In February 1993, he was elected Chief Operating Officer of the Company. In February 1997, Mr. Edwab was elected President of the Company. He was elected a director of the Company in 1991.

Richard E. Goldman joined The Men's Wearhouse in 1973 shortly after its inception and has served as Executive Vice President and a director of the Company since 1975. Mr. Goldman is responsible for the overall marketing and advertising for the Company.

Harry M. Levy served as a Vice President of the Company from December 1979 to February 1992, at which time he was elected Senior Vice President and Chief Information Officer of the Company. In May 1998, Mr. Levy was named Executive Vice President. He was elected a director of the Company in November 1991.

Robert E. Zimmer has served as Senior Vice President and a director of the Company since its incorporation in 1974 and is primarily responsible for new store site selection and arrangements.

James E. Zimmer has served as Senior Vice President and a director of the Company since 1975 and works primarily with the Chief Operating Officer in

coordinating the Company's merchandising function.

Stephen H. Greenspan joined the Company in June 1999 and was appointed the Chief Executive Officer -- Value Priced Clothing Division and a director of the Company following the closing of the merger (the "K&G Merger") of a wholly owned subsidiary of the Company with K&G Men's Center, Inc. ("K&G") on June 1, 1999. Mr. Greenspan founded K&G in December 1989, and served as the Chairman of the Board, President and Chief Executive Officer of K&G since its incorporation. Pursuant to the terms of the K&G

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Merger, the Company agreed that the Board of Directors of the Company would increase its number of directors by one and elect Mr. Greenspan to serve as a director. In addition, through October 1998, Mr. Brutoco served as the Chief Executive Officer and a director of Red Rose Collection, Inc., a San Francisco-based mail order catalog and retail company.

Rinaldo Brutoco is and has been since 1981, President and Chief Executive Officer of Dorason Corporation, a privately held consulting and merchant banking concern. In addition, through October 1998, Mr. Brutoco served as the Chief Executive Officer and a director of Red Rose Collection, Inc., a San Francisco-based mail order catalog and retail company.

Michael L. Ray has been on the faculty at Stanford University since 1967 and is currently the John G. McCoy -- Banc One Corporation Professor of Creativity and Innovation and of Marketing at Stanford University's Graduate School of Business. Professor Ray is a social psychologist with training and extensive experience in advertising and marketing management and has served as a private consultant to numerous companies since 1967. He is also a director of Gardenburger, Inc.

Sheldon I. Stein is a Senior Managing Director of Bear, Stearns & Co. Inc. ("Bear Stearns") and oversees its United States regional investment banking offices. Mr. Stein joined Bear Stearns in August 1986. He is a director of CellStar Corporation, Home Interiors & Gifts, Inc., Fresh America Corp., Precept Business Services, Inc. and Tandycrafts, Inc.

George Zimmer and James E. Zimmer are brothers, and Robert E. Zimmer is their father.

COMMITTEES OF THE BOARD OF DIRECTORS AND MEETING ATTENDANCE

During the fiscal year ended January 30, 1999, the Board of Directors held seven meetings.

The Board of Directors has an audit committee that is comprised of Messrs. Stein (Chairman), Brutoco and Ray. It is the duty of the audit committee to review the Company's financial information and internal controls, review with the Company's independent public accountants the plan, scope and results of the annual audit of the Company's financial statements, and to make recommendations to the Board of Directors as to the selection of independent public accountants. During the fiscal year ended January 30, 1999, the audit committee held one meeting.

The Company has a compensation committee comprised solely of non-employee directors, Messrs. Stein (Chairman) and Ray. It is the duty of the compensation committee to consider and approve, on behalf of the Board of Directors, adjustments to the compensation of the executive officers of the Company and the implementation of any compensation program for the benefit of any executive officer of the Company. During the fiscal year ended January 30, 1999, the compensation committee held one meeting.

During the fiscal year ended January 30, 1999, no director attended fewer than 75% of all of the meetings of the Board of Directors and of any committee of which such director was a member, except for Michael L. Ray who attended six of nine meetings.

The Board of Directors has no executive or nominating committee. Director nominees are determined by the Board of Directors, and nominees proposed by shareholders will not be considered.

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APPROVAL OF AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK

The Board of Directors has recommended the adoption of an amendment to the Company's Restated Articles of Incorporation that will increase the authorized shares of Common Stock from 50,000,000 shares to 100,000,000 shares. Of the 50,000,000 shares of Common Stock currently authorized, at the Record Date there were 35,084,158 shares of Common Stock outstanding. In addition, an aggregate of 11,029,344 shares of Common Stock are reserved for future issuance, of which (i) 642,262 shares are reserved for issuance upon the exercise of options granted

under the The Men's Wearhouse, Inc. 1992 Stock Option Plan, (ii) 1,098,129 shares are reserved for issuance upon the exercise of options granted under the The Men's Wearhouse's, Inc. 1996 Stock Option Plan, (iii) 745,425 shares are reserved for issuance upon the exercise of options granted under the The Men's Wearhouse, Inc. 1998 Key Employee Stock Option Plan, (iv) 1,393,449 shares are reserved for issuance under the The Men's Wearhouse, Inc. Employee Stock Discount Plan, (v) 67,500 shares are reserved for issuance upon the exercise of options granted under the The Men's Wearhouse, Inc. Non-Employee Director Stock Option Plan, (vi) 57,000 shares are reserved for issuance upon the exercise of options granted under miscellaneous employee stock option agreements, (vii) 2,375,579 shares are reserved for issuance upon the exchange of Exchangeable Shares issued by Moores and (viii) 4,650,000 shares are reserved for issuance upon completion of the merger with K&G Men's Center, Inc. This leaves a total of 3,886,498 shares of Common Stock authorized and available for future issuances for corporate purposes, including acquisitions and employee benefit plans.

The purpose of the amendment to increase the authorized number of shares of Common Stock is to provide the Company with greater flexibility in effecting acquisitions and financings, as well as assuring that the Company has shares of Common Stock available for future employee benefit plans and arrangements. The Company expects that future growth of the Company may require the use of its Common Stock from time to time either as consideration for acquisitions or as part of a financing for the Company either through the use of Common Stock or securities convertible into Common Stock. The proposed amendment would provide the Company with additional flexibility to effect these acquisitions and financings without the delay and expense associated with obtaining the approval or consent of shareholders at the same time the shares are needed. Such shares may be issued in conjunction with either a public offering or a private placement of shares of Common Stock.

The increase in the authorized number of shares of Common Stock will be effected through an amendment to the first paragraph of Article Four of the Company's Restated Articles of Incorporation. As amended, such paragraph would read as follows:

"The total number of shares of all classes of stock that the corporation shall be authorized to issue is 102,000,000, comprising 2,000,000 shares of preferred stock, of the par value of \$.01 per share (hereinafter called "Preferred Stock"), and 100,000,000 shares of common stock, of the par value of \$.01 per share (hereinafter called "Common Stock")."

The Company does not have any current plans, proposals or understandings that would require the use of the additional shares of Common Stock to be authorized. The Company, however, anticipates that some portion of the additional shares would be utilized by the Company in the future for acquisitions as well as for public offerings of Common Stock or securities convertible or exchangeable into shares of Common Stock. Such shares would also be used for the Company's stock based benefit or compensation plans. Unless required by law, regulatory authorities or applicable rules of the Nasdaq National Market System, it is not anticipated that any future authorization by a vote of shareholders will be sought for the issuance of any shares of Common Stock. Shareholders of the Company do not have any preemptive rights to purchase additional shares of Common Stock, whether now or hereafter authorized.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" APPROVAL OF THE AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information, as of the Record Date, except as noted in notes (1)-(2) below, with respect to the beneficial ownership of Common Stock by (i) each director, which includes each executive officer named in the Summary Compensation Table below, (ii) each shareholder known by the Company to be the beneficial owner of more than 5% of the Common Stock and (iii) all executive officers and directors of the Company as a group. Unless otherwise indicated, each person has sole voting power and investment power with respect to the shares attributed to him or her.

<TABLE>
<CAPTION>

NAME	NUMBER OF SHARES	% OF OUTSTANDING SHARES
<S>	<C>	<C>
AMVESCAP PLC..... 11 Devonshire Square London, England EC2M 4YR -or- 1315 Peachtree Street, N.E. Atlanta, Georgia 30309	3,504,337 (1)	10.5
State Street Research & Management Company..... One Financial Center, 30th Floor Boston, Massachusetts 02111-2690	1,889,874 (2)	5.1
George Zimmer(3).....	4,141,542 (4) (5) (14)	11.0 (15)
Robert E. Zimmer.....	1,331,034 (5) (6) (14)	3.5 (15)
Richard E. Goldman(3).....	1,973,243 (14)	5.2 (15)

James E. Zimmer.....	1,157,682(5)(7)(14)	3.1(15)
David Edwab.....	94,062(5)(8)(14)	*(15)
Harry M. Levy.....	112,511(9)(14)	*(15)
Stephen H. Greenspan.....	0(10)	*(15)
Rinaldo Brutoco.....	21,750(11)	*(15)
Michael L. Ray.....	7,500(11)	*(15)
Sheldon I. Stein.....	18,561(12)	*(15)
All executive officers and directors as a group (16 persons).....	8,992,660(5)(13)(14)	23.9(15)

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* Less than 1%

- (1) Based on a Schedule 13G filed February 11, 1999, AMVESCAP PLC, a parent holding company, and certain of its subsidiaries, AVZ, Inc., AIM Management Group, Inc., AMVESCAP Group Services, Inc., INVESCO, Inc., INVESCO North American Holdings, Inc., INVESCO Capital Management, Inc., INVESCO Funds Group, Inc., INVESCO Management and Research, Inc., INVESCO Realty Advisers, Inc., and INVESCO (NY) Asset Management, Inc., have shared voting and dispositive powers with respect to these shares and hold these shares on behalf of other persons who have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such shares.
 - (2) Based on a Schedule 13G filed February 8, 1999, State Street Research & Management Company, an investment advisor, has sole voting and dispositive power with respect to these shares owned by its clients and disclaims any beneficial interest in such shares.
 - (3) The business address of the shareholder is 40650 Encyclopedia Circle, Fremont, California 94538-2453.
 - (4) All such shares are held by George Zimmer in his capacity as trustee for the George Zimmer 1988 Living Trust.
 - (5) Excludes 231,724 shares held by The Zimmer Family Foundation with respect to which this officer and director has shared voting and dispositive power.
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- (6) Does not include the 31,666 shares of Common Stock held by Robert Zimmer's wife.
 - (7) Includes 1,117,899 shares held by James Zimmer in his capacity as trustee for the James Edward Zimmer 1989 Living Trust and 8,199 shares held by Mr. Zimmer's wife and minor children.
 - (8) Includes 47,662 shares held by David Edwab in his capacity as trustee of the David H. Edwab and Mary Margaret Edwab Family Trust. Also includes 45,000 shares that may be acquired within 60 days upon exercise of stock options.
 - (9) Includes 43,437 shares that may be acquired within 60 days upon the exercise of stock options and includes 300 shares held by Mr. Levy's minor daughter.
 - (10) As of the Record Date, Mr. Greenspan did not own any shares of Common Stock. Pursuant to the merger of a wholly owned subsidiary of the Company with K&G on June 1, 1999, Mr. Greenspan became the beneficial owner of approximately 0.5 million shares of Common Stock, representing approximately 1.2% of the outstanding shares of Common Stock on June 1, 1999.
 - (11) Represents shares that may be acquired within 60 days upon the exercise of stock options.
 - (12) Includes 13,500 shares that may be acquired within 60 days upon the exercise of stock options and includes 3,561 shares held by Mr. Stein's minor sons.
 - (13) Includes 236,815 shares that may be acquired within 60 days upon the exercise of stock options.
 - (14) Includes 43,759 shares, 2,696 shares, 39,942 shares, 31,584 shares, 1,400 shares, 17,172 shares and 156,983 shares, respectively, allocated to the Employee Stock Plan (the "ESP") accounts of Messrs. George Zimmer, Robert Zimmer, Goldman, James Zimmer, Edwab and Levy and to all executive officers and directors of the Company as a group, under The Men's Wearhouse ESP. The ESP provides that participants have voting power with respect to these shares but do not have investment power over these shares.
 - (15) The number of total outstanding shares used in calculating the percentage includes the 2,375,579 shares to be issued in connection with the Exchangeable Shares. The total outstanding shares does not include the

George Zimmer,.....	1998	420,000	87,500(1)	--	--	66,489(7)
Chairman of the Board and	1997	420,000	87,500(2)	--	--	62,038(7)
Chief Executive Officer	1996	420,000	50,000(3)	--	--	69,403(7)
David Edwab,.....	1998	410,000	87,500(1)	--	--	9,619(8)
President	1997	350,000	332,575(4)	--	150,000	8,617(8)
	1996	298,000	313,825(4)	--	75,000	8,908(8)
Eric Lane,.....	1998	260,000	43,750(1)	--	--	933
Chief Operating Officer	1997	247,553	35,000(2)	--	7,500	506
	1996	164,000	18,000(3)	--	26,250	1,338
Richard E. Goldman,.....	1998	270,000	35,000(1)	--	--	933
Executive Vice President	1997	270,000	35,000(2)	--	--	506
	1996	281,000	24,000(3)	--	--	1,338
James E. Zimmer,.....	1998	360,000	52,500(1)	--	--	933
Senior Vice President --	1997	356,000	52,500(2)	--	--	506
Merchandising	1996	336,000	30,000(3)	--	--	1,338

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- (1) Represents bonus paid in April 1999 relating to services performed in 1998.
 - (2) Represents bonus paid in April 1998 relating to services performed in 1997.
 - (3) Represents bonus paid in April 1997 relating to services performed in 1996.
 - (4) Represents (i) the cash amount of \$288,825 and \$288,825 paid to Mr. Edwab during 1997 and 1996, respectively, pursuant to his Employment Agreement with the Company upon the exercise of his option to acquire 110,654 shares and 110,652 shares, respectively, of Common Stock, which amounts were used to fund the purchase price thereof (see "-- Employment Agreement and Stock Options") and (ii) a bonus of \$43,750 and \$25,000 paid in April 1998 and 1997, respectively, relating to services performed in the preceding fiscal year.
 - (5) Excludes perquisites and other benefits because the aggregate amount of such compensation was the lesser of \$50,000 or 10% of the total annual salary and bonus reported for the named executive officer.
 - (6) Represents the amount of the Company's contribution to the ESP allocated in the indicated year to the account of the named executive officer.
 - (7) Also includes \$65,556, \$61,532, and \$68,065 in 1998, 1997 and 1996, respectively, for the allocated dollar value of the benefits to Mr. George Zimmer of life insurance premiums paid on his behalf, subject to certain split-dollar provisions in favor of the Company.
 - (8) Also includes \$8,683, \$8,111, and \$7,570, in 1998, 1997, and 1996, respectively, for the allocated dollar value of the benefit to Mr. Edwab of life insurance premiums paid on his behalf, subject to certain split-dollar provisions in favor of the Company.
 - (9) All share amounts have been adjusted to reflect a 50% stock dividend effected in June 1998.

EMPLOYMENT AGREEMENT AND STOCK OPTIONS

To induce David Edwab to leave his employment and join the Company, the Company entered into an Employment Agreement with Mr. Edwab effective January 31, 1991 (as amended, the "Employment Agreement") for an initial term beginning February 25, 1991 and extending through February 24, 1999. Under the Employment Agreement the Company agreed, among other things, to:

- pay Mr. Edwab an annual base salary of \$226,000, plus \$12,000 per year for reimbursement of automobile and club membership expenses;
- pay Mr. Edwab a cash amount (net of state and federal taxes) sufficient to fund the payment of the purchase price for any option shares acquired upon any exercise of the option granted to Mr. Edwab under his Employment Agreement;
- pay the premiums on \$3,000,000 in life insurance policies to be owned by a trust established by Mr. Edwab and payable to beneficiaries designated by him (subject to certain split-dollar provisions in favor of the Company). To secure the repayment of the premiums, the Trust has assigned the policies to the Company as collateral; and
- provide disability and medical insurance coverage and certain other benefits provided to other employees (other than participation in stock option plans).

Pursuant to the Employment Agreement, the Company granted Mr. Edwab an option to purchase 796,705 shares of Common Stock at \$1.57 per share until the later of the termination of Mr. Edwab's employment and January 31, 2011. The option was immediately exercisable with respect to 33.3% of the option shares. Since that time the remaining 66.7% of the option shares have become fully exercisable and the option has been exercised as to all of the option shares.

The Company may terminate Mr. Edwab's employment under the Employment Agreement for "cause" (as defined in the Employment Agreement), in which event

the Company will pay all compensation and benefits due Mr. Edwab under the Employment Agreement to the date of termination, which will satisfy all of the Company's obligations under the Employment Agreement.

Effective September 30, 1991, the Company entered into an Option Issuance Agreement with Mr. Edwab pursuant to which he was granted the right to purchase additional shares of Common Stock on the same basis and subject to the same terms as the option shares under the Employment Agreement in the event the Company issues any shares of Common Stock or any warrants, options, convertible securities or other rights to acquire Common Stock (collectively, "Rights") during the term of the Option Issuance Agreement. At the same time, the Employment Agreement was amended to eliminate certain anti-dilution provisions that provided him with protection in the event of future issuances of Common Stock by the Company. Should the Company issue any such shares or Rights, excluding the option shares issuable under the Employment Agreement, Mr. Edwab would automatically have the right to purchase a number of shares of Common Stock equal to .030928 times the number of shares so issued or issuable upon exercise of the Rights. The purchase price would be equal to the price per share paid to the Company for the Common Stock so issued or, in the case of Rights, for the Rights plus the exercise price per share of the Common Stock issuable thereunder.

Mr. Edwab waived his right to receive additional options under the Option Issuance Agreement in connection with:

- options granted under the Company's option plans;
- the issuance of 2,531,250 shares of Common Stock pursuant to a public offering consummated in April 1992;
- the issuance of 1,423,125 shares of Common Stock pursuant to a public offering consummated in April 1993; and
- the issuance of Common Stock upon conversion of the Company's 5 1/4% Convertible Subordinated Notes due 2003.

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In April 1994, the Option Issuance Agreement was amended to provide that no options would be granted to Mr. Edwab thereunder in connection with underwritten public offerings of equity securities by the Company. As amended, both the Employment Agreement and the Option Issuance Agreement provide that Mr. Edwab may satisfy his obligation to pay withholding tax relating to his exercise of any options thereunder by having the Company withhold a number of shares of Common Stock that would have been issued upon such exercise equal in value to the amount of such tax owed.

SPLIT-DOLLAR LIFE INSURANCE AGREEMENT

The George Zimmer 1988 Living Trust is presently the owner of 4,097,783 shares of Common Stock. The Company has been advised that on the demise of George Zimmer, his estate may be required to publicly sell all or substantially all of such shares to satisfy estate tax obligations. The public sale of such number of shares in all probability would destabilize the market for the Company's publicly traded stock. Accordingly, in November 1994, an agreement was entered into (commonly known as split-dollar life insurance agreement) under the terms of which the Company makes advances of a portion of the premiums for certain life insurance policies on the life of George Zimmer with an aggregate face value of \$25,500,000 purchased by a trust established by Mr. Zimmer. To secure the repayment of the advances, the trust has assigned the policies to the Company as collateral. Further, a second split-dollar life insurance agreement with essentially the same terms as the existing agreement was entered into relating to a life insurance policy on the life of George Zimmer with a face value of \$1,000,000 purchased by a second trust established by Mr. Zimmer. The trusts have assigned the additional policies to the Company as collateral.

EMPLOYEE STOCK OPTION PLANS

The Company maintains The Men's Wearhouse, Inc. 1992 Stock Option Plan (the "1992 Option Plan"), 1996 Stock Option Plan (the "1996 Option Plan"), and 1998 Key Employee Stock Option Plan (the "1998 Option Plan") (collectively, the "Plans") for the benefit of its full-time key employees. Under the 1992 Option Plan, options to purchase up to 1,071,507 shares of Common Stock may be granted. Under the 1996 Option Plan, options to purchase up to 1,125,000 shares of Common Stock may be granted. Subsequent to the Record Date, the Board of Directors amended the 1998 Option Plan to increase the number of shares which may be covered by options granted pursuant to the 1998 Option Plan to 1,500,000 shares.

The Plans are administered by the Stock Option Committee of the Company's Board of Directors which consists of George Zimmer and Richard Goldman. The individuals eligible to participate in the Plans are such full-time key employees, including officers and employee directors, of the Company as the Stock Option Committee may determine from time to time. However:

- George Zimmer, Richard E. Goldman, Robert E. Zimmer and James E. Zimmer are not eligible to participate in any of the Plans;
- David Edwab may not participate in the 1992 Option Plan; and
- no executive officers of the Company may participate in the 1998 Option Plan.

The Stock Option Committee may grant either (i) incentive stock options within the meaning of section 422 of the Internal Revenue Code of 1986, as amended, or (ii) non-statutory stock options. 500,000 shares of Common Stock is the maximum number of shares subject to options that may be awarded under the 1996 Option Plan or the 1998 Option Plan to any employee during any consecutive three-year period. The purchase price of shares subject to an option granted under the Plans is determined by the Stock Option Committee at the date of grant. The purchase price may not be less than 50% of the fair market value of the shares of Common Stock on the date of grant. Options granted under the Plans must be exercised within ten years from the date of grant. Unless otherwise provided by the Stock Option Committee, the options vest with respect to one-third of the shares covered thereby on each of the first three anniversaries of the date of grant. In the case of any eligible employee who owns or is deemed to own stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or its parent or subsidiaries, (i) the option price of any

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incentive stock option granted may not be less than 110% of the fair market value of the Common Stock on the date of grant, and (ii) the exercisable period may not exceed five years from date of grant.

Options granted under the Plans terminate on the earlier of (i) the expiration date of the option or (ii) one day less than one month after the date the holder of the option terminated his or her employment with the Company for any reason other than the death, disability or retirement of such holder. During such one-month period, the holder may exercise the option in respect of the number of shares that were vested on the date of such severance of employment. In the event of severance because of the disability of a holder before the expiration date of the option, the option terminates on the earlier of such (i) expiration date or (ii) one year following the date of severance. During this period the holder may exercise the option in respect of the number of shares that were vested on the date of severance because of disability. In the event of the death or retirement of a holder, the option terminates on the earlier of (i) the expiration date of the option or (ii) one year following the date of death or retirement.

OPTION GRANTS

No options were granted to the named executive officers during the fiscal year ended January 30, 1999.

OPTION EXERCISES

The following table sets forth the aggregate option exercises during the last fiscal year and the value of outstanding options at year-end held by the named executive officers:

AGGREGATE OPTION EXERCISES IN FISCAL 1998 AND OPTION VALUES AT JANUARY 30, 1999

<TABLE>
<CAPTION>

NAME	SHARES		NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT YEAR END (#) EXERCISABLE/UNEXERCISABLE	VALUE REALIZED (\$)	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT YEAR END (\$) EXERCISABLE/UNEXERCISABLE
	ACQUIRED ON EXERCISE (#)	REALIZED (\$)			
<S>	<C>	<C>	<C>	<C>	<C>
George Zimmer.....	--	--	--	--	--
David Edwab.....	--	--	45,000/180,000	--	538,000/1,721,000
Richard E. Goldman.....	--	--	--	--	--
Eric Lane(1).....	5,000	128,000	28,751/48,750	--	506,000/712,000
James E. Zimmer.....	--	--	--	--	--

</TABLE>

(1) The options exercised were granted under the 1992 Option Plan.

COMPENSATION OF DIRECTORS

All employee directors of the Company do not receive fees for attending meetings of the Board of Directors. Each non-employee director of the Company receives a quarterly retainer of \$2,500. In addition, under the Company's 1992 Non-Employee Director Stock Option Plan (the "Director Plan"), each person who is a non-employee director on the last business day of each fiscal year of the Company is granted an option to acquire 2,000 shares of Common Stock. All options granted permit the non-employee director to purchase the option shares at the closing price on the date of grant and become exercisable one year after the date of grant. All options granted under the Director Plan must be exercised within 10 years of the date of grant. Such options terminate on the earlier of the date of the expiration of the option or one day less than one month after the date the director ceases to serve as a director of the Company for any reason other than death, disability or retirement as a director.

On January 29, 1999, the Company granted each of Messrs. Brutoco, Stein and Ray an option to purchase 2,000 shares of Common Stock at \$29.625 per share pursuant to the Director Plan.

PERFORMANCE GRAPH

The following graph compares, as of each of the dates indicated, the percentage change in the Company's cumulative total shareholder return on the Common Stock with the cumulative total return of the NASDAQ Composite Index and the Retail Specialty Apparel Index. The graph assumes that the value of the investment in the Common Stock and each index was \$100 at April 15, 1992 (the date the Common Stock was first publicly traded) and that all dividends paid by those companies included in the indices were reinvested.

<TABLE>
<CAPTION>

Measurement Period (Fiscal Year Covered)	Company	Retail Specialty Apparel	Nasdaq Composite Index
<S>	<C>	<C>	<C>
04/15/92	1.000	1.000	1.000
01/30/93	1.423	1.083	1.167
01/29/94	3.043	1.012	1.327
01/28/95	2.567	0.903	1.287
02/03/96	4.889	1.065	1.863
02/01/97	4.608	1.251	2.416
01/31/98	6.209	2.048	2.854
01/30/99	7.691	3.798	4.455

</TABLE>

The foregoing graph is based on historical data and is not necessarily indicative of future performance. This graph shall not be deemed to be "soliciting material" or to be "filed" with the Commission or subject to Regulations 14A and 14C under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or to the liabilities of section 18 under the Exchange Act.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee of the Board of Directors of the Company was, during fiscal 1998, an officer or employee of the Company or any of its subsidiaries, or was formerly an officer of the Company or any of its subsidiaries, or had any relationships requiring disclosure by the Company under Item 404 of Regulation S-K, except as described below:

- In February 1998, Insight Out Collaborations LLC provided consulting and training services to the Company for consideration of \$69,000. Mr. Ray is an officer and director of Insight Out Collaborations LLC and owns 10.8% of the outstanding shares of stock of such company.
- Under the terms of an Engagement Letter dated September 9, 1998, Bear Stearns served as the Company's financial advisor in connection with the Moores transaction. Mr. Stein, a director of the Company, is a Senior Managing Director of Bear Stearns and oversees its United States regional investment banking offices.

During fiscal 1998, no executive officer of the Company served as (i) a member of the compensation committee (or other board committee performing equivalent functions) of another entity, one of whose executive officers served on the Compensation Committee of the Board of Directors, (ii) a director of another entity, one of whose executive officers served on the Compensation Committee, or (iii) a member of the

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compensation committee (or other board committee performing equivalent functions) of another entity, one of whose executive officers served as a director of the Company.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee (the "Committee") of the Board of Directors of The Men's Wearhouse, Inc. (the "Company") is pleased to present its 1998 report on executive compensation. This Committee report documents components of the Company's executive officer compensation programs and describes the basis on which 1998 compensation determinations were made by the Committee with respect to the executive officers of the Company, including the executive officers that are named in the compensation tables. The Committee is comprised entirely of non-employee directors.

Compensation Philosophy and Overall Objectives of Executive Compensation Programs

It is the philosophy of the Company to ensure that executive compensation be directly linked to continuous improvements in corporate financial performance and increases in shareholder value. The following objectives, which were adopted by the Committee, serve as the guiding principles for all compensation decisions:

- Provide a competitive total compensation package that enables the Company to retain key executives.
- Integrate pay programs with the Company's annual and long-term business objectives and strategy, and focus executive behavior on the fulfillment

of those objectives.

- Provide variable compensation opportunities that are directly linked with the performance of the Company and that align executive remuneration with the interests of shareholders.

The Committee believes that the Company's current executive compensation program has been designed and is administered in a manner consistent with these objectives.

Executive Compensation Program Components

The Company uses cash-and equity-based compensation to achieve its pay-for-performance philosophy and to reward short-and long-term performance.

Base Salary. The Company's compensation philosophy is to control compensation costs and to place greater emphasis on incentive compensation based on results. Accordingly, the Committee believes that the Company's base salaries are well within the industry norms for companies of similar size. Salaries for executives are reviewed periodically and revised, if appropriate, based on a variety of factors, including individual performance, level of responsibility, prior experience, breadth of knowledge, external pay practices and overall financial results.

Incentive Compensation. The Company's philosophy is to use a combination of annual and long-term compensation methods for the majority of the Company's management. The Committee understands that the majority of executive officers named in the compensation table hold significant ownership interests in the Company. Accordingly, it is the belief of the Committee that incentives through stock option participation at this time for the majority of these individuals would not significantly affect the long-term or short-term perspective of these individuals.

The Committee has adopted a bonus program for 1999 in which executive officers will participate. A maximum bonus has been set for each of the named executive officers based upon the total compensation package of the officer relative to his duties, which bonuses range from \$40,000 to \$100,000.

The criteria for determining the amount of bonus participation is based on: (i) the Company attaining sales goals, (ii) the Company attaining net income goals, (iii) the Company attaining shrinkage goals, and (iv) the officer attaining personal goals. Each of the first three criteria are quantitative, while the fourth criterion is subjective. The Company's bonus program for the majority of the work force is based on attaining similar sales and shrinkage goals.

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Discussion of 1998 Compensation for the Chief Executive Officer

George Zimmer, Chairman of the Board and Chief Executive Officer of the Company, is a significant shareholder in the Company, as well as one of the Company's founders.

In determining Mr. Zimmer's compensation for 1998, the Committee considered the Company's financial performance and corporate accomplishments, individual performance and salary data for chief executive officers of other publicly held apparel companies having a size and focus that the Committee believed comparable to the Company's. The Committee also reviewed more subjective factors, such as development and implementation of the corporate strategies to enhance shareholder value and the Company's overall corporate philosophy. The Committee feels that Mr. Zimmer's compensation program for 1998 and 1999 is conservative.

Base Salary. Mr. Zimmer's base salary during fiscal 1998 was \$35,000 per month. While the Committee believes that the performance of Mr. Zimmer and the Company would justify a substantial increase in Mr. Zimmer's base salary, Mr. Zimmer has advised the Committee that he is satisfied with his current base salary and therefore no change has been approved for fiscal 1999.

Annual Incentive. Mr. Zimmer was paid an \$87,500 bonus under the 1998 bonus program. Mr. Zimmer will be eligible for a bonus of up to \$100,000 in 1999 based on the criteria discussed under "Incentive Compensation".

Summary. The Company's 1998 financial results exceeded management's expectations. It is the opinion of the Compensation Committee that the total compensation program for 1998 for the executive officers relative to the Company's performance was reasonable and that the compensation to George Zimmer remains modest in light of management's achievements and the total compensation packages provided to chief executive officers by other publicly held clothing retailers.

COMPENSATION COMMITTEE

Sheldon I. Stein, Chairman
Michael L. Ray

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company leases a warehouse facility in Houston, Texas from Zig Zag, a

Texas joint venture, in which George Zimmer, James E. Zimmer and Richard E. Goldman are the sole and equal joint venturers. During 1998, the Company paid rentals of \$78,000 to Zig Zag. The lease expires on August 31, 2005.

The Company also leases the land underlying a store in Dallas, Texas (which building is owned by the Company) from 8239 Preston Road, Inc., a Texas corporation of which George Zimmer, James E. Zimmer and Richard E. Goldman each own 20% of the outstanding common stock, and Laurie Zimmer, sister of George and James Zimmer and daughter of Robert E. Zimmer, owns 40% of the outstanding common stock. The Company paid aggregate rentals on such property to such corporation of \$49,200 in 1998. The lease expires April 30, 2004.

K&G leases its Irving, Texas store from 3S Corporation, a corporation of which Mr. Greenspan owns 25%. Pursuant to this arrangement, K&G made lease payments of \$66,000 in fiscal 1998. The lease for this store currently provides that K&G pay rent of \$5,500 per month.

Ellsworth Realty, LLC, a limited liability company of which Mr. Greenspan beneficially owns 50%, leases office space and a warehouse in Atlanta, Georgia to K&G. The lease provides for K&G to pay Ellsworth Realty a specified amount for the warehouse and office space and a specified amount for the retail space plus 1% of the net sales of the store in excess of a certain threshold amount. Pursuant to this arrangement, K&G paid or accrued to Ellsworth Realty approximately \$280,713 in fiscal 1998.

Management believes that the terms of the foregoing leasing arrangements are comparable to what would have been available to the Company from unaffiliated third parties at the time such leases were entered into.

8239 Preston Road, Inc. and Zig Zag each have loans with Bank of America and have agreed that a default by the Company under the Company's Credit Agreement with Bank of America will constitute a default under the loan agreements of such partnership or corporation with Bank of America. If for any reason the Company's loan with Bank of America becomes due and payable or is paid, the loans to such partnership or corporation from Bank of America will become automatically due and payable. The loans from Bank of America to Zig Zag and 8239 Preston Road, Inc. mature in June 2000. The maximum principal amount outstanding under the loans to Zig Zag and 8239 Preston Road, Inc. during 1998 was \$548,000 and \$365,000, respectively. With the exception of Laurie Zimmer, each of the partners and shareholders of such partnership or corporation has personally guaranteed the obligations of the respective entity under the loan agreements.

The Company has engaged Dorason Corporation to provide consulting services, on a non-exclusive basis, to the Company with respect to general business matters including, specifically, internet commerce for a fee of \$20,000 per month plus reimbursement of certain expenses. This engagement is cancellable by either party on 60 days notice. Mr. Brutoco is the chairman and chief executive officer, and, together with his wife, owns 100% of Dorason Corporation.

In addition, the Company has utilized the services of Regal Aviation LLC ("Regal Aviation"), which operates a private air charter service, to provide air transportation from time to time for employees of the Company. To date, the Company has paid approximately \$100,000 to Regal Aviation for such services. Regal Aviation is a limited liability company of which George Zimmer, Robert Zimmer, James Zimmer and Richard Goldman own an aggregate of approximately 98% of the membership interest. The charter rates charged by Regal Aviation are at least as favorable as can be obtained from independent air charter services.

The Company's Board of Directors has authorized a corporate joint venture to develop and implement certain retail store systems software to be used by the Company and to be marketed to third parties. The Company will own a 50% interest in the joint venture and Blue Water Resources LLC ("Blue Water") will own 50%. Harry Levy, an officer and director of the Company, will own a one-third interest in Blue Water. The Company will pay the actual costs incurred by the joint venture to develop and implement the software in the Company's operations. After development and implementation of the software for the Company, the joint venture will attempt to market the software to third parties.

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In December 1996, the Company advanced \$166,000 to Mr. Lane to enable him to purchase a residence. In 1998, Mr. Lane paid the Company \$9,097 in interest on this advance at an average rate of 5.5% per annum.

See "Compensation Committee Interlocks and Insider Participation" for additional information regarding certain relationships and related transactions with Messrs. Ray and Stein.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

To the Company's knowledge, and except as set forth below, based solely on a review of the copies of the reports required pursuant to Section 16(a) of the Exchange Act that have been furnished to the Company and written representations that no other reports were required, during the fiscal year ended January 30, 1999, all Section 16(a) filing requirements applicable to its directors, executive officers and greater than 10% beneficial owners have been met, except for Mr. Brutoco. In January 1999, Mr. Brutoco purchased an aggregate of 300 shares which were inadvertently omitted from his Form 5 filed on February 8, 1999. His Form 5 was amended on April 8, 1999. In February of 1999, Mr. Brutoco purchased 200 shares and these shares were reported with his March 1999 Form 4

filed on April 8, 1999.

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

The Board of Directors has appointed the firm of Deloitte & Touche LLP as independent auditors for the fiscal year ending January 29, 2000, subject to ratification by the shareholders at the Annual Meeting. Representatives of Deloitte & Touche LLP are expected to attend the Annual Meeting, will be afforded an opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions by shareholders.

PROPOSALS FOR NEXT ANNUAL MEETING

Any proposals of shareholders intended to be presented at the annual meeting of shareholders of the Company to be held in 2000 must be received by the Company at its corporate offices, 5803 Glenmont Drive, Houston, Texas 77081, no later than February 3, 2000, in order to be considered for inclusion in the proxy statement and form of proxy relating to that meeting.

OTHER MATTERS

The management of the Company knows of no other matters which may come before the meeting. However, if any matters other than those referred to above should properly come before the meeting, it is the intention of the persons named in the enclosed proxy to vote such proxy in accordance with their best judgment.

The cost of solicitation of proxies in the accompanying form will be paid by the Company. In addition to solicitation by use of the mails, certain directors, officers or employees of the Company may solicit the return of proxies by telephone, telegram or personal interview.

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PROXY THE MEN'S WEARHOUSE, INC. PROXY
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS FOR THE
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 1, 1999

The undersigned shareholder of The Men's Wearhouse, Inc. (the "Company") hereby appoints George Zimmer and David Edwab, or either of them, attorneys and proxies of the undersigned, with full power of substitution to vote, as designated below, the number of votes which the undersigned would be entitled to cast if personally present at the Annual Meeting of Shareholders of the Company to be held at 4:00 PM, central daylight time, on Thursday, July 1, 1999, at The Houstonian Hotel, 111 N. Post Oak Lane, Houston, Texas, and at any adjournment or adjournments thereof.

1. Election of Directors:

<TABLE>
<S> <C>
[] FOR all nominees listed, except as indicated to the [] WITHHOLD AUTHORITY to vote for election of all
contrary below nominees
</TABLE>

Nominees: George Zimmer, David Edwab, Richard E. Goldman, Robert E. Zimmer,
James E. Zimmer,
Harry M. Levy, Stephen H. Greenspan, Rinaldo Brutoco, Michael L. Ray and
Sheldon I. Stein.

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, WRITE THAT PERSON'S NAME IN THE SPACE PROVIDED AT RIGHT.)

2. Proposal to amend the Company's Restated Articles of Incorporation to increase the number of authorized shares of Common Stock.

[] FOR [] AGAINST [] ABSTAIN

3. Proposal to ratify the appointment of Deloitte & Touche LLP as independent auditors.

[] FOR [] AGAINST [] ABSTAIN

(Continued, and to be signed on reverse side)

4. In their discretion, the above-named proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournment thereof and upon matters incident to the conduct of the meeting.

This Proxy will be voted as directed. IF NOT OTHERWISE SPECIFIED, THE SHARES WILL BE VOTED FOR EACH OF THE NOMINEES LISTED HEREIN AND FOR PROPOSAL 2 AND 3. As noted in the accompanying proxy statement, receipt of which is hereby acknowledged, if any of the listed nominees becomes unavailable for any reason and authority to vote for election of directors is not withheld, the shares will be voted for another nominee or other nominees to be selected by the Board of Directors.

Dated -----, 1999

Signature of Shareholder

Your signature should correspond with your name as it appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please set forth your full title as it appears hereon.

PLEASE MARK, SIGN, DATE AND RETURN IMMEDIATELY

THE MEN'S WEARHOUSE, INC.

PROXY VOTING INSTRUCTIONS
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 1, 1999

The Board of Directors of The Men's Wearhouse, Inc. (the "Company") recommends a vote "FOR" each of the following proposals. Please provide voting instructions by marking your choices below.

1. Election of Directors:

<TABLE>
<S> [] FOR all nominees listed, except as indicated to the contrary below
<C> [] WITHHOLD AUTHORITY to vote for election of all nominees
</TABLE>

Nominees: George Zimmer, David Edwab, Richard E. Goldman, Robert E. Zimmer, James E. Zimmer, Harry M. Levy, Stephen H. Greenspan, Rinaldo Brutoco, Michael L. Ray and Sheldon I. Stein.

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, WRITE THAT PERSON'S NAME IN THE SPACE PROVIDED AT RIGHT.)

2. Proposal to amend the Company's Restated Articles of Incorporation to increase the number of authorized shares of Common Stock.

[] FOR [] AGAINST [] ABSTAIN

(Continued, and to be signed on reverse side)

3. Proposal to ratify the appointment of Deloitte & Touche LLP as independent auditors.

[] FOR [] AGAINST [] ABSTAIN

The shares allocated to your account in the Company's 401(k) Savings Plan will be voted as directed. IF NOT OTHERWISE SPECIFIED, THE SHARES WILL BE VOTED FOR EACH OF THE NOMINEES LISTED HEREIN AND FOR PROPOSALS 2 AND 3. As noted in the accompanying proxy statement, receipt of which is hereby acknowledged, if any of the listed nominees becomes unavailable for any reason and authority to vote for election of directors is not withheld, the shares will be voted for another nominee or other nominees to be selected by the Board of Directors.

Dated -----, 1999

Signature of Shareholder

PLEASE MARK, SIGN, DATE AND RETURN IMMEDIATELY

THE MEN'S WEARHOUSE, INC.

PROXY VOTING INSTRUCTIONS
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 1, 1999

The Board of Directors of The Men's Wearhouse, Inc. (the "Company") recommends a vote "FOR" each of the following proposals. Please provide voting instructions by marking your choices below.

1. Election of Directors:

<TABLE>
<S> [] FOR all nominees listed, except as indicated to the contrary below
<C> [] WITHHOLD AUTHORITY to vote for election of all nominees
</TABLE>

Nominees: George Zimmer, David Edwab, Richard E. Goldman, Robert E. Zimmer,
James E. Zimmer,
Harry M. Levy, Stephen H. Greenspan, Rinaldo Brutoco, Michael L. Ray
and Sheldon I. Stein.

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, WRITE
THAT PERSON'S NAME IN THE SPACE PROVIDED AT RIGHT.)

2. Proposal to amend the Company's Restated Articles of Incorporation to
increase the number of authorized shares of Common Stock.

FOR AGAINST ABSTAIN

(Continued, and to be signed on reverse side)

3. Proposal to ratify the appointment of Deloitte & Touche LLP as independent
auditors.

FOR AGAINST ABSTAIN

The shares allocated to your account in the Company's Employee Stock Plan
will be voted as directed. IF NOT OTHERWISE SPECIFIED, THE SHARES WILL BE VOTED
FOR EACH OF THE NOMINEES LISTED HEREIN AND FOR PROPOSALS 2 AND 3. As noted in
the accompanying proxy statement, receipt of which is hereby acknowledged, if
any of the listed nominees becomes unavailable for any reason and authority to
vote for election of directors is not withheld, the shares will be voted for
another nominee or other nominees to be selected by the Board of Directors.

Dated -----, 1999

Signature of Shareholder

PLEASE MARK, SIGN, DATE AND
RETURN IMMEDIATELY

THE MEN'S WEARHOUSE, INC.

PROXY VOTING INSTRUCTIONS
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 1, 1999

The Board of Directors of The Men's Wearhouse, Inc. (the "Company")
recommends a vote "FOR" each of the following proposals. Please provide voting
instructions by marking your choices below.

1. Election of Directors:

<TABLE>

<S>

<C>

FOR all nominees listed, except as indicated to WITHHOLD AUTHORITY to vote for election of all
the contrary below WITHHOLD AUTHORITY to vote for election of all
nominees

</TABLE>

Nominees: George Zimmer, David Edwab, Richard E. Goldman, Robert E. Zimmer,
James E. Zimmer,
Harry M. Levy, Stephen H. Greenspan, Rinaldo Brutoco, Michael L. Ray
and Sheldon I. Stein.

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, WRITE
THAT PERSON'S NAME IN THE SPACE PROVIDED AT RIGHT.)

2. Proposal to amend the Company's Restated Articles of Incorporation to
increase the number of authorized shares of Common Stock.

FOR AGAINST ABSTAIN

(Continued, and to be signed on reverse side)

3. Proposal to ratify the appointment of Deloitte & Touche LLP as independent
auditors.

FOR AGAINST ABSTAIN

The shares allocated to your account in the Company's Employee Stock
Discount Plan will be voted as directed. IF NOT OTHERWISE SPECIFIED, THE SHARES
WILL BE VOTED FOR EACH OF THE NOMINEES LISTED HEREIN AND FOR PROPOSALS 2 AND 3.
As noted in the accompanying proxy statement, receipt of which is hereby
acknowledged, if any of the listed nominees becomes unavailable for any reason
and authority to vote for election of directors is not withheld, the shares will
be voted for another nominee or other nominees to be selected by the Board of
Directors.

Dated -----, 1999

Signature of Shareholder

PLEASE MARK, SIGN, DATE AND
RETURN IMMEDIATELY

THE MEN'S WEARHOUSE, INC.

PROXY VOTING INSTRUCTIONS
TO THE HOLDER OF THE COMPANY'S SERIES A SPECIAL VOTING PREFERRED STOCK
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 1, 1999

The Board of Directors of The Men's Wearhouse, Inc. (the "Company") recommends a vote "FOR" each of the following proposals. Please provide voting instructions by marking your choices below.

(Please indicate which of the two options outlined below you are choosing by checking the box appearing at the beginning of such option)

Please attend the meeting in person or by proxy and exercise such votes as follows:

1. Election of Directors:

<TABLE>

<S>	<C>
<input type="checkbox"/> FOR all nominees listed, except as indicated to the contrary below	<input type="checkbox"/> WITHHOLD AUTHORITY to vote for election of all nominees

</TABLE>

Nominees: George Zimmer, David Edwab, Richard E. Goldman, Robert E. Zimmer, James E. Zimmer, Harry M. Levy, Stephen H. Greenspan, Rinaldo Brutoco, Michael L. Ray and Sheldon I. Stein.

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, WRITE THAT PERSON'S NAME IN THE SPACE PROVIDED AT RIGHT.)

2. Proposal to amend the Company's Restated Articles of Incorporation to increase the number of authorized shares of Common Stock.

FOR AGAINST ABSTAIN

(Continued, and to be signed on reverse side)

3. Proposal to ratify the appointment of Deloitte & Touche LLP as independent auditors.

FOR AGAINST ABSTAIN

You have the right to instruct the Trustee which holds of record the Company's Series A Special Voting Preferred Stock how to vote such stock with respect to the Exchangeable Shares of Moores Retail Group Inc. ("Moores") held by you. Unless otherwise instructed below, by executing this Proxy Voting Instructions you authorize and direct the Trustee to vote the votes of the Preferred Stock represented by all of your Exchangeable Shares in accordance with this Proxy Voting Instructions. IF NOT OTHERWISE SPECIFIED HEREIN, THE UNDERSIGNED DIRECTS THE TRUSTEE TO VOTE FOR EACH OF THE NOMINEES LISTED HEREIN AND FOR PROPOSALS 2 AND 3. As noted in the accompanying proxy statement, receipt of which is hereby acknowledged, if any of the listed nominees becomes unavailable for any reason and authority to vote for election of directors is not withheld, the shares will be voted for another nominee or other nominees to be selected by the Board of Directors.

-- or --

Please provide the undersigned Shareholder with a proxy entitling the Shareholder to attend the meeting personally and exercise the votes to which he is entitled pursuant to the Voting Trust Agreement dated as of February 10, 1999.

<TABLE>

<S>
I hereby withhold instructions with respect to _____ shares of Exchangeable Shares of Moores.

<C>
Dated _____, 1999

</TABLE>

PROXY THE MEN'S WEARHOUSE, INC. PROXY
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 1, 1999

Signature of Shareholder
PLEASE MARK, SIGN, DATE AND RETURN TO THE TRUSTEE BY FACSIMILE (416-867-6264) AT OR PRIOR TO THE CLOSE OF BUSINESS ON JUNE 29, 1999

The undersigned shareholder of the one share of The Men's Wearhouse, Inc. (the "Company") Series A Special Voting Preferred Stock hereby appoints George Zimmer and David Edwab, or either of them, attorneys and proxies of the undersigned, with full power of substitution to vote, as designated below, the number of votes which the undersigned would be entitled to cast if personally present at the Annual Meeting of Shareholders of the Company to be held at 4:00 PM, central daylight time, on Thursday, July 1, 1999, at The Houstonian Hotel, 111 N. Post Oak Lane, Houston, Texas, and at any adjournment or adjournments thereof.

1. Election of Directors:

<TABLE>

<S>

____ Votes FOR all nominees listed, except as indicated to the contrary below

<C>

____ Votes WITHHOLD AUTHORITY to vote for election of all nominees

</TABLE>

Nominees: George Zimmer, David Edwab, Richard E. Goldman, Robert E. Zimmer, James E. Zimmer, Harry M. Levy, Stephen H. Greenspan, Rinaldo Brutoco, Michael L. Ray and Sheldon I. Stein.

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, WRITE THAT PERSON'S NAME AND THE NUMBER OF VOTES AS TO WHICH SUCH AUTHORITY IS WITHHELD IN THE SPACE PROVIDED AT RIGHT.)

2. Proposal to amend the Company's Restated Articles of Incorporation to increase the number of authorized shares of Common Stock.

____ Votes FOR

____ Votes AGAINST
ABSTAIN

____ Votes

3. Proposal to ratify the appointment of Deloitte & Touche LLP as independent auditors.

____ Votes FOR

____ Votes AGAINST
ABSTAIN

____ Votes

(Continued, and to be signed on reverse side)

This Proxy will be voted as directed. As noted in the accompanying proxy statement, receipt of which is hereby acknowledged, if any of the listed nominees becomes unavailable for any reason and authority to vote for election of directors is not withheld, the shares will be voted for another nominee or other nominees to be selected by the Board of Directors.

Dated _____, 1999

Signature of Shareholder

PLEASE MARK, SIGN, DATE AND
RETURN IMMEDIATELY