



CODE OF CONDUCT FOR MERCHANDISE SUPPLIERS

At ascena Retail Group, Inc., we are committed to providing superior quality merchandise and service to our clients through socially responsible and sustainable business practices. We are committed to working with manufacturers that provide merchandise produced under safe, lawful, humane, and ethical conditions. We have adopted this Code of Conduct as the foundation of our approach to transparent, ethical and responsible sourcing.

This Code of Conduct applies to all ascena and/or its subsidiaries, brands and affiliates (collectively, "ascena") merchandise vendors/Suppliers throughout the merchandise supply chain, including their manufacturing sites ("Supplier(s)"). ascena expects Suppliers to annually commit to this Code of Conduct and permit periodic monitoring to assess adherence to the standards.

This Code of Conduct is influenced by various internationally agreed upon standards, including the eight fundamental ILO Conventions and Recommendations, which are covered in the [ILO's Declaration on Fundamental Principles and Rights at Work \(1998\)](#), and grounded in key principles included in the [UN Guiding Principles on Business and Human Rights](#). In line with the [UN's Sustainable Development Goal 5](#), ascena is committed to working with its Suppliers to empower women workers, enabling them to thrive in the workplace and reach their full potential.

While ascena recognizes the different legal and cultural environments in which our Suppliers operate throughout the world, this Code of Conduct sets forth the minimum requirements that must be met to do business with us. ascena's ambition is for its Suppliers to also work towards exceeding the requirements of the law and to promote best practices in our global supply chain.

Mutual trust and transparent dialogue are central to ascena's ambition to engage with Suppliers. ascena expects Suppliers to provide full transparency into their operations, policies, procedures and records. ascena engages in a continuous improvement model with Suppliers that demonstrate transparency in their business practices.

LAWS AND REGULATIONS

Suppliers shall operate in full compliance with the laws of their respective countries and with all other applicable laws and requirements as outlined in our agreements, as a condition of doing business with ascena. Where there is a difference in the requirements set out by law and those in this Code of Conduct, the more stringent requirement shall apply.

BUSINESS INTEGRITY AND CORRUPTION

Suppliers must not tolerate, permit, or engage in bribery, corruption, fraud or any other unethical business practices. This means that Suppliers must not, directly or indirectly, offer, promise, give, authorize, request, agree to receive, or accept any improper financial or other advantage. This prohibition includes the receipt of anything else of value, such as gifts or services, to or from any person, for the purpose of securing any improper advantage for the Supplier, ascena, or their representatives. Further, it includes any attempt to impact the objectivity of third-party representatives appointed by ascena to carry out inspections, testing, and audits, as well as the objectivity of public officials. Suppliers must comply with all applicable laws related to bribery and corruption, including the US Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

DISCRIMINATION

Suppliers must not discriminate against its workers on the basis of age, race, color, social, ethnic or national origin, caste, religion, gender, gender identity or expression, sexual orientation, marital status, pregnancy and maternal status, disability, union membership, or political affiliation at any stage of the employment relationship including hiring, promotion, access to training, termination, retirement or in any other employment practices such as compensation, benefits and discipline. In particular, pregnancy tests must not be used as a condition of employment, and pregnancy testing – to the extent provided – must be voluntary and the option of the worker. In addition, workers must not be forced to use contraception.

ascena expects its Suppliers to especially recognize women workers' right to equal opportunities in all aspects of training and professional development. Suppliers should protect workers and those workers with family responsibilities against discrimination with regard to dismissal.

Suppliers that employ or recruit foreign workers must ensure those workers are treated fairly and on equal basis with local workers.



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HARASSMENT

Suppliers must treat all workers with respect and dignity. All forms of violence and harassment in the workplace, as well as threats of violence and abuse, including corporal punishment, verbal, physical, sexual or psychological abuse, are prohibited.

Sexual Harassment includes unwelcome, unsolicited conduct of a sexual nature which creates an intimidating, hostile or offensive work environment, or which is otherwise unlawful under local law.

Sexual, or any other kind of harassment is not acceptable in the workplace, nor in transportation facilities, dormitories or toilets. For all these factories, special consideration should be given to the privacy and gender of workers.

All workers must be protected from retaliation for complaining about harassment.

FORCED LABOR

Involuntary or forced labor must not be used, whether indentured, bonded, or prison labor; or labor obtained through slavery, or labor defined as forced labor as a matter of any US law, or human trafficking.

Practices that restrict workers' freedom of movement or workers' ability to voluntarily terminate his or her written employment terms are prohibited. Suppliers must not confiscate or withhold worker identity documents, financial guarantees or other valuable items, as a means to bind them to employment.

CHILD LABOR

Suppliers must not use child labor and must have verification processes in place to ensure no recruitment of child labor. In all circumstances, workers must meet the local legal minimum age for employment, the age for completing compulsory education, or be at least 15 years old – whichever is higher. Suppliers must comply with all legal requirements for young workers, particularly those pertaining to working hours, wages, and hazardous working conditions.

WAGES AND BENEFITS

As a minimum, Suppliers must provide wages and benefits to workers as required by local law, the local industry standard or as stated in the written employment terms – whichever is higher. Suppliers are encouraged to provide fair wages and benefits that are sufficient to cover workers' basic needs. Hourly wage rates for overtime should follow local law, but if no such law exists, workers must be compensated at a premium rate, which is no less than 125% of the regular rate of pay, as recommended by ILO Conventions no. 1 and 30.

Suppliers must ensure that all workers are covered by health benefits, including parental and child care benefits, as prescribed by law.

Deductions from wages as a disciplinary measure shall not be permitted, nor shall any deductions from wages not provided for by national law be permitted without the expressed permission of the worker concerned.

Suppliers must have documentation to support workers' consent to make voluntary deductions from their pay, including diversions of pay to a person other than the worker.

WORKING HOURS

Workers should not be required to work more than 48 hours regular work hours plus 12 hours overtime, in any seven-day period, on a regularly scheduled basis unless a lower limit is required by local laws or by written employment terms – in which case the lower limit applies. Workers are entitled to at least one day off in every seven-day period. ascena expects Suppliers to be fully transparent with their working hours practices and maintain accurate time records.

All overtime must be voluntary. Suppliers must ensure their workers are not penalized, punished or dismissed for refusing to work more than the regular work limits.



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REGULAR EMPLOYMENT

Suppliers are required to adopt and adhere to rules and conditions of employment that respect workers and, at a minimum, safeguard their rights under applicable national and law and social security laws and regulations.

When recruitment agencies are used, Suppliers should pay all fees and costs payable to these, including any levies, fees for work permit and fees for renewing work documents.

HEALTH AND SAFETY

Suppliers must provide workers with a safe, healthy and clean workplace, in conjunction with all applicable local laws and regulations. The workplace should be designed to prevent accidents and injuries arising out of, or occurring during, the course of work, bearing in mind the prevailing knowledge of the industry and of any specific hazards. In particular, this means:

Health

- Adequate ventilation and temperature is provided.
- Access to clean drinking water and clean toilet facilities.
- Where provided, accommodation must be clean, safe, and meet the basic needs of the workers.
- Suppliers should comply with applicable national laws regarding child care facilities, nursing rooms, on-site clinics, health care professionals and external health providers. All workers should have equal access to these services, where relevant and required by local law, and health services should serve the distinctive concerns and needs of both men and women.
- Flexible working arrangements should be offered to women who are pregnant or nursing.

Safety

- Take necessary steps to ensure manufacturing sites are structurally safe and well-maintained.
- Maintained fire safety through the provision of adequate equipment, evacuation plans, regular evacuation drills and prevention of fire hazards.
- Safe equipment and processes in place to handle hazardous machines and substances.

FREEDOM OF ASSOCIATION

Workers, without distinction and irrespective of gender, should be free to establish and join organizations/committees of their own choosing, and to refrain from joining organizations if that is their wish. Suppliers must not threaten or penalize workers for their efforts to organize or bargain collectively nor may they discriminate against workers as a result of any such organization affiliation. When the right to freedom of association and collective bargaining is restricted under law, Suppliers must not obstruct alternative means for workers to join or form associations.

Employers must not use any form of physical or psychological violence, threats, intimidation, retaliation, harassment, or abuse against union representatives and workers, irrespective of their gender, seeking to form or join an organization of their own choosing. Where possible, union or committee meetings should be organized in such a way that allows women worker participation.

ENVIRONMENT

ascena strives to do business with Suppliers that share our concern for and commitment to preserving the environment. At a minimum, Suppliers must comply with all applicable local environmental laws and regulations. Suppliers must be in conformance with environmental standards established by ascena, including but not limited to water usage and quality, waste management, and chemicals management. Suppliers must also ensure that all wastewater discharged from manufacturing factories is treated prior to discharge to public bodies.

UNAUTHORIZED SUB-CONTRACTING

Suppliers must not engage any sub-contractor to perform any work for ascena without prior written approval of ascena, and only after the sub-contractor has agreed to comply with this Code of Conduct. ascena expects Suppliers, and any ascena authorized sub-contractor of a Supplier, to have systems in place that ensure compliance with this Code of Conduct.



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BRAND PROTECTION

Suppliers must protect the reputation of ascena and its brands and avoid the possibility of illegal activities such as counterfeiting, diversion, trademark infringement, copyright infringement, and other infringement of intellectual property rights. Suppliers must not sell or otherwise dispose of goods that bear or incorporate the brand's trademarks, copyrights, patents, or other intellectual property except as specifically directed in writing by ascena and must not reveal the confidential intellectual property of ascena or its brands to third parties except as permitted by ascena.

CODE OF CONDUCT IMPLEMENTATION

ascena expects Suppliers to allocate appropriate resources, and to establish management systems designed with appropriate operational control, to ensure compliance with this Code of Conduct. Suppliers are required to ensure that the requirements contained herein are consistently implemented, adequately monitored, and clearly communicated to workers and supervisors in a language that they understand.

Such management systems should include, but should not be limited to, human resources policies and procedures, documented worker training efforts and capacity building with a focus on the gender aspect of this Code of Conduct. As part of these systems, Supplier management teams are expected to set up worker engagement channels to collect feedback that facilitates the continuous improvement of workplace conditions. Suppliers should specifically collate gender performance indicators in order to measure and evaluate the impact of their policies and practices on women workers.

Suppliers must establish a confidential, unbiased, non-retaliatory complaint procedure that enables workers to raise concerns, including gender-related issues, pertaining to this Code of Conduct without fear of intimidation. Suppliers must not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought advice or reported questionable behavior or a possible violation of this Code of Conduct.

MONITORING AND COMPLIANCE

ascena expects Suppliers to provide transparency into their operations, policies, procedures and records. ascena also expects Suppliers to permit periodic monitoring to assess and ensure compliance with this Code of Conduct. In particular, this includes:

- Allowing the inspection of all records, including accurate and complete payroll and timecard records.
- Ensuring that no retribution or retaliation is taken against any individual who has, in good faith, reported questionable behavior or a possible violation of this Code of Conduct.
- Allowing access to factories by ascena representatives and appointed monitoring partners, including on an unannounced basis.
- Disclosing the identity and location of all entities that produce goods for ascena.
- Taking the necessary steps and corrective actions to promptly remediate any noncompliance with this Code of Conduct.

ascena reserves the right to terminate its business relationship with any Supplier who is unwilling to comply with this Code of Conduct.



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