

C&A Code of Ethics

for Employees

C&A

- April 2015 -



Introduction

C&A embraces and is committed to a company culture with strong ethical values.

Since the creation of the family business in 1841, C&A has always endeavoured to conduct business in an ethical manner, in line with our family and company values, such as integrity and respect for others, passion for 'HER' (our core customer), responsibility and trust.

This has brought us where we are today: an international company sharing the same global brand that serves millions of customers with high quality fashion products at affordable prices. We work daily to ensure that these products are made in a sustainable way, with respect for people and the environment, while adhering to high standards of business integrity.

Living up to our reputation and to high ethical standards is what our customers demand and expect from us every day, and this is absolutely critical for continued success.

We are active in many different countries and cultures, each of which comes with a complex set of expectations regarding appropriate corporate behaviour. Consequently, we view it

as critically important to establish a global Code of Ethics that outlines the appropriate standards we must all live by and comply with.

The global C&A Code of Ethics ('the Code') describes the most important principles and standards that all C&A employees must adhere to, in order to protect the integrity of C&A's brand and business, and to promote respect for the human rights of our associates and co-workers, customers, business partners and other stakeholders.

The Code applies to all employees, including leaders and managers, who work for C&A and its related entities. C&A leaders are responsible for creating a working environment that encourages appropriate conduct, and should lead by example in terms of ethical behaviour.

C&A also expects its business partners to adhere to high standards of business ethics. Supplier requirements are described in the Code of Conduct for the Supply of Merchandise.

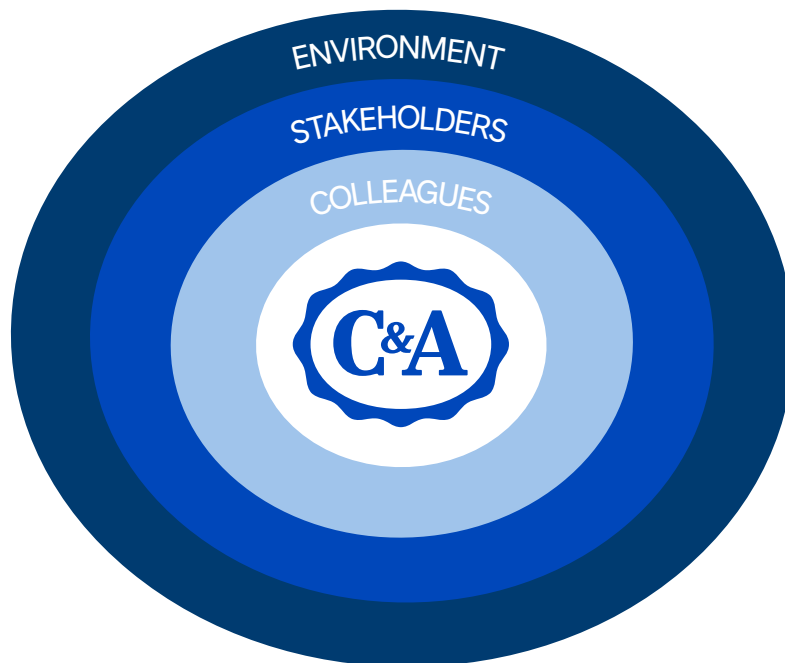


Standards of Conduct

What we do and the way we do it has a potential impact on many different groups of people and entities:

C&A itself, our colleagues, external stakeholders such as our customers, suppliers, competitors, governments, and finally, the communities and the environment we are a part of.

The standards are structured by the entities or groups of people that we interact with, or have an impact on.



1. The C&A Company

The standards in this section should be adhered to in order to protect the C&A brand, its assets and privileged information.

1.1. The C&A Brand

- Employees must ensure that their actions, both during and outside of work, do not harm the interests, brand & reputation of C&A. This includes the use of social media, blogs and similar publications.
- Employees who represent C&A at meetings and events must act as ambassadors for the C&A brand.



1.2. Company Assets & Intellectual Property

- Employees must avoid any behaviour not coherent with our values and must use company assets, including computers, software and internet access, exclusively to conduct work-related activities.
- C&A maintains ownership rights on all information contained in its electronic resources, including files and emails, and reserves the right to access this information at any time.
- All inventions, innovations, products and processes created by employees during work activities are considered the intellectual property of C&A.

1.3. Outside Employment

- Full-time employees must not be employed or contracted by any person, company or institution other than C&A, if such activity would interfere with the employee's ability to perform his or her job well.

1.4. Confidentiality

- Employees are required to actively protect corporate information and must treat C&A proprietary information with utmost confidentiality.
- Without prior authorisation of management, employees must not divulge or make use of any C&A intellectual property and/or privileged, confidential or proprietary information outside the C&A network of companies, neither during nor after termination of employment.
- Employees must not disclose company information to the media or external stakeholders, without prior authorisation from management.

1.5. Communication

- C&A management must ensure that all internal and external communication is truthful, respectful and concise.

1.6. Fraud

- C&A management must ensure that records and accounts are kept, maintained and audited in accordance with recognised professional standards.
- C&A management must ensure sufficient internal controls to prevent and detect fraud.
- Employees must not purposely misstate information, either by falsifying, omitting, adding or removing data, to obtain illegal or unfair gain for themselves or C&A.



2. Colleagues

The standards in this section should be adhered to in order to create a positive work environment, where each employee can feel safe, appreciated, and properly supported to perform his or her job well.

2.1 Child and Forced Labour

- C&A does not support nor use any form of forced, bonded, indentured or prison labour.
- C&A does not support nor use any form of child labour, defined as employment of persons under the age of 16 years.

2.2. Equal Opportunity & Diversity

- Employees must not engage in, support or tolerate discrimination in employment, including recruitment, hiring, training, working conditions, job assignments, compensation, promotions, discipline, termination and retirement.
- The sole basis for differentiating between employees must be the individual's capability, performance and willingness to do the job. C&A does not tolerate discrimination of any kind, including, but not limited to: gender, age, religion, marital status, race, caste, social background, diseases, disability, pregnancy, ethnic and national origin, nationality, membership in unions, political affiliation, and sexual orientation.

2.3. Harassment and Bullying

- Employees must treat all people with dignity and respect, and refrain from bullying, humiliation, (sexual) harassment, intimidation, abuse and (threats of) physical violence, at all times.

2.4. Freedom of Association & Affiliation

- C&A respects the right of employees to join or form, or not to join a union (or co-worker association), according to local labor law and best practices.
- C&A respects employees' free will to participate, outside of working hours and C&A facilities, in any group of their choice, such as political parties, religious or charitable organisations, as long as such groups comply with all national laws, and as long as employees' views are not seen as those of C&A.
- Employees must not promote political, religious or other groups within the company.

2.5. Privacy

- C&A respects the right to privacy of employees and others, including suppliers and customers, and is committed to handling personal information responsibly and in compliance with privacy laws.



2.6. Health & Safety

- C&A management must provide healthy and safe working conditions for employees in all offices, stores, distribution centres and other places of work.
- Employees must take necessary precautions to protect themselves and others in the workplace, and immediately report accidents and unsafe working practices and conditions to C&A.

2.7. Alcohol & Drugs

- Employees must not possess, consume or distribute alcohol or illegal drugs in the workplace, or while engaged in any work-related activity. A potential exemption is made for occasional company events where limited alcohol consumption might be allowed.
- Employees must not work under the influence of any substance that could prevent them from performing their job safely and effectively or put others at harm.

2.8. Relationships

- Employees are required to proactively disclose any personally close or in-family relationship within the company to HR and line management in order to preserve transparency and professional objectivity.
- For the same reasons, employees may not have a direct reporting relationship with a relative or a person with whom they are romantically engaged.

3. Stakeholders

The standards in this section should be adhered to in order to comply with the law and high standards of business ethics, when dealing with customers, suppliers, competitors, governments, and other external stakeholders.

3.1. Legal Compliance

- Employees must comply with all applicable laws and regulations at all times.
- Employees must respect the intellectual property of other companies, and ensure that inventions, designs and products are original and authentic to C&A.

3.2. Conflict of Interest

- Employees must avoid activities or situations that would create a conflict or an appearance of a conflict, between private and company interests.
- Employees must disclose any possible conflict of interest immediately and fully to C&A.
- Employees must not have any financial or supervisory involvement with suppliers or service providers (excluding regulated financial institutions, such as banks or insurance companies).



3.3. Bribery

- Employees must not offer, pay, solicit or accept any (potential) bribes, including facilitation payments, regardless of the prevailing cultural norms.
- Employees must not abuse their position in the company to obtain a benefit from a third party for themselves or any other individual.

3.4. Gifts, Meals & Entertainment

- In principle, employees must not solicit or accept gifts, hospitality, meals and/or any form of entertainment from any person or organisation that has a (potential) business relationship with C&A.
- Exemptions may apply to modest gifts of little commercial value, as long as they are reported to C&A, and comply with criteria specified in local Human Resources guidelines.
- Exemptions may also apply to working meals at the premises of a supplier or business partner or at networking events with the objective for additional learning, as long as they are reasonable and comply with local Human Resources guidelines.

3.5. Customers

- Employees must treat customers with courtesy and respect at all times.
- C&A management must ensure that C&A products are safe for use by customers, and meet all applicable regulations and C&A product safety standards.

3.6. Suppliers

- Employees must treat suppliers with respect and negotiate prices, terms & conditions in good faith.
- Employees must select suppliers purely on the basis of objective and factual criteria for business need, excluding any type of favouritism throughout the process, which specifically also applies to any dealings with suppliers that are represented by former C&A employees.
- Employees involved with supplier relationships must ensure that the C&A Code of Conduct for the Supply of Merchandise is upheld.

3.7. Competitors

- Employees must comply with all applicable antitrust and competition laws.
- Employees must not speak of competitors disrespectfully, and not engage in activities which may harm their reputation.
- Employees must not make use of illegally obtained information about competitors.



3.8. Governments

- C&A does not support any particular political party, and does not make donations to political organisations or candidates.
- C&A may choose to communicate with governments on public policy issues that might affect the company. Only designated C&A leaders are authorised to engage in these activities.

4. Environment

The standards in this section should be adhered to with the perspective not to harm the communities and the environment we are part of.

- C&A management must ensure that, at a minimum, C&A complies with all relevant local and national environmental protection laws and regulations at all times and aims to meet international environmental protection standards.
- Employees are required to support the implementation of C&A's sustainability strategy, in pursuit of sustainable raw materials, conservation of natural resources, clean production, and decent working conditions.
- When taking business decisions, employees must avoid negative impact on communities and the environment, both in own operations and in the supply chain.



Ensuring Adherence

C&A management must make every effort to ensure that employees adhere to the standards described in this Code.

Ultimately, it is the responsibility of each and every employee to display appropriate behaviour and to report any issues, doubts and concerns proactively to C&A.

A. Implementation

- Managers are responsible for making employees aware of the standards of the Code, including regular training of employees.
- All new employees must sign the Code of Ethics upon joining C&A, and all employees must sign the Code on a regular basis (e.g. at year-end interviews).
- Employees must act responsibly and aim to comply with the Code at all times.
- In case of doubt, employees must ask their managers or Human Resources for guidance.

B. Fairness Channel

- Employees who become aware of any behaviour that is in conflict with the Code have a responsibility to report it immediately to their manager, to Human Resources, or to the Fairness (whistleblowing) Channel: CSA@c-and-a.com for C&A Europe [reference details to be confirmed for BR, Mex, CN].
- The person who raised the concern will be informed of the outcomes of the investigation and any corrective actions taken, if applicable.
- C&A guarantees that all reports to the Fairness Channel will be treated confidentially and within local privacy and data protection laws.
- C&A does not retaliate against any employee who reports a violation of the Code in good faith, or who cooperates in any investigation of a suspected violation.

C. Sanctions

- Violations of the Code may lead to disciplinary actions such as verbal or written warnings, temporary suspension with or without pay, or termination of employment.
- Sanctions administered by C&A must be proportional to the nature and severity of the violation.
- Violations of laws & regulations, if detected by C&A, will be reported to the relevant authorities.

Note: The standards of this global C&A Code of Ethics are minimum standards, which may be further detailed and specified in local Business Principles or Human Resources policies and company guidelines.

