

SUPPLIER CODE OF CONDUCT

The Talbots, Inc. is committed to conducting its business in accordance with the highest ethical standards, a commitment that includes treating the workers who make our products with dignity and respect. Our Code of Conduct is grounded in internationally recognized labor and human rights standards. Adherence to the standards established in this Code is a prerequisite to doing business with our company.

As part of the Talbots compliance program, Talbots representatives and designated third parties regularly visit suppliers to monitor and verify compliance. Violations of our Code are reported to the supplier for follow up and corrective action. The aim of Talbots evaluations is to identify problems, establish root causes, and outline appropriate steps to achieve legal compliance and sustainable improvement. We expect full transparency from our suppliers with respect to working conditions, including providing access to supplier facilities, workers, and records. Where there are serious or repeated violations of our Code, and/or the supplier does not demonstrate a willingness to comply, Talbots reserves the right to terminate the business relationship.

No Child Labor

Suppliers must comply with the minimum employment age and minimum compulsory education level defined by national law or the International Labor Organization (not less than 15 years of age, subject to exceptions allowed by the ILO and national law), whichever is higher. Suppliers must obey all legal requirements for work of authorized minors, particularly those pertaining to hours of work, wages, minimum education, and working conditions.

No Forced Labor

Suppliers must not use any type of forced or involuntary labor, whether prison, indentured, bonded, or other compulsory labor, and must ensure there is no forced labor or human trafficking in their supply chains.

No Discrimination

Discrimination in employment, including hiring, pay, benefits, job assignments, working conditions, training, recruitment, promotion, discipline, termination, and retirement, on the basis of gender, race, religion, age, disability, sexual orientation, gender identity, parental status, pregnancy, nationality, political opinion, and social or ethnic origin is prohibited.

Respect for Freedom of Association

Suppliers must recognize and respect the rights of employees to lawfully associate and to bargain collectively. Suppliers may not interfere with, obstruct, or prevent legitimate related activities, and must ensure workers are not intimidated, harassed, or penalized for the non-violent exercise of their right to join or refrain from joining any organization.

Working Hours

All work must be voluntary, without threat of penalty, punishment, or dismissal. Workers must not be required to work more than 60 hours per week (inclusive of overtime), or more than the regular and overtime hours allowed under local law, on a regularly scheduled basis. Workers are entitled to at least one day off in every seven-day period.

No Harassment or Abuse

All workers must be treated with dignity and respect. No worker may be subjected to physical, sexual, psychological, or other forms of mental or physical coercion, harassment, abuse or intimidation. Suppliers are expected to implement reasonable procedures for disciplining and/or terminating workers and maintain documentation to demonstrate compliance. The use of fines as a disciplinary practice is prohibited.

No Unauthorized Subcontracting

Suppliers may not subcontract any operation in the manufacturing process without prior written consent from Talbots, and only after the subcontractor has agreed to comply with the Talbots Code of Conduct.

Health and Safety

Conditions in all production facilities must be safe, clean, healthy, and consistent with all applicable laws, regulations, and supplemental guidelines of this Code, to avoid preventable work-related accidents and injuries. Supplier-provided employee housing, bathing, and toilet facilities must be safe, clean, and adequate to the number of employees. Where higher than the law or the Code requirement, suppliers should implement industry best practices.

Environmental Practices

Suppliers, at a minimum, must meet all relevant local and national environmental protection laws, and must strive to comply with international environmental protection standards.

Transparency

We expect full transparency from our suppliers. During audits, suppliers must provide full access to the facility, workers, and records, as well as dormitories. Documents and records provided must represent actual working conditions, and employees must not be coached on how to answer questions or respond to inquiries.

Wages and Benefits

Suppliers must comply with the minimum wages and benefits required by local law or the local industry standard, whichever is higher. Workers must be paid for overtime hours at the premium rate legally required in the country of manufacture. In those countries where overtime compensation laws do not exist, employees must be compensated at least equal to their hourly compensation rate.

Sanctions

Suppliers must not cause Talbots to violate applicable economic sanction laws and regulations, which are laws and regulations that restrict business with certain countries, individuals, and entities in order to advance specific foreign policy and national security priorities.

Business Integrity

Suppliers must comply fully with the applicable laws and regulations of the countries in which they operate. In addition, business must be carried out ethically, honestly, and fairly. Suppliers must not, directly or indirectly, make any improper or unlawful gifts or payments to any person, entity, or government official in connection with accepting or performing orders for Talbots, or in an attempt to impact the objectivity of third party representatives appointed by Talbots to carry out inspections and compliance audits.

Anti-Money Laundering

Suppliers must not cause Talbots to violate applicable anti-money laundering laws and regulations, including the Currency and Foreign Reporting Act of 1970 (commonly referred to as the "Bank Secrecy Act"), as amended by the Uniting and Strengthening America by Providing Tools Required to Intercept and Obstruct Terrorism Act of 2001 (commonly referred to as the USAPATRIOT ACT").

