

# VINCE.

VINCE HOLDING CORP.

## CODE OF CONDUCT AND ETHICS

*The underlying message of our Code of Conduct and Ethics (the “Code”) is quite simple – do the right thing. This applies to our customers, to our interactions with each other and with any outside partner or community.*

### RESPONSIBILITIES UNDER THE CODE

*All employees* have the responsibility to read the Code; to comply with the letter and the spirit of the policies in it; and to seek guidance or report any possible violations following the procedures described at the end of the Code.

*Managers and supervisors* have the additional responsibility to lead by example; ensure that other employees understand and comply with this Code; foster an environment that promotes compliance; and ensure that other employees understand how to report concerns and understand that there will be no retaliation for doing so.

*Members of the Board of Directors* promote ethical behavior and are expected to lead our company according to this Code. This Code applies to each director that serves on our Board of Directors to the extent relevant or not otherwise covered by our other corporate documents.

### OUR RESPONSIBILITY TO OUR CUSTOMERS AND TO EACH OTHER

#### Respecting Customers

All of our customers are entitled to excellent customer service. All customers are to be treated with respect and courtesy. We will not tolerate inferior treatment of our customers based on race, color, religion, gender, national origin, citizenship, age, disability, sexual orientation, military or veteran status, marital status or any other characteristic protected by law. In our retail stores, we also are committed to providing accessible facilities and services for our customers with disabilities. We must never use information about our customers for any unauthorized purposes.

#### Safety and the Work Environment

Employees and our retail customers are entitled to a safe and healthy place in which to work and shop. We strive to sell product that complies with all applicable product safety laws. We are committed to acting responsibly with respect to the environment.

## **Honest Communications**

We are committed to the truthful and accurate communication of information about our merchandise. Advertising and other promotional materials will be honest and factual, not misleading or deceptive.

## **Equal Opportunity**

We are an Equal Opportunity Employer, and it is the duty and responsibility of every employee to create and maintain an environment free of discriminatory acts or behavior. It is our policy to recruit, hire, train, promote, assign, compensate and in all ways treat persons in compliance with all applicable local, state and Federal laws and without regard to race, color, religion, gender, national origin, citizenship, age, disability, sexual orientation, military or veteran status, marital status or any other characteristic protected by law.

## **No Harassment**

We are committed to maintaining a workplace entirely free of discrimination or harassment. We will not tolerate harassment related to any individual's race, color, religion, gender, national origin, citizenship, age, disability, sexual orientation, military or veteran status, marital status or any other characteristic protected by law.

The term "harassment" may include unwelcome slurs and other offensive remarks, jokes and other verbal, graphic or unwelcome physical conduct. Harassment may also include unwelcome sexual advances, requests for sexual favors or unwelcome or offensive touching and other verbal, written, pictorial, graphic or physical conduct of a sexual nature (such as obscene or lewd jokes, comments or displays or any inappropriate body contact).

## **Accommodating Disabilities**

We accommodate employees with disabilities in many ways. We will attempt to provide reasonable accommodations, as needed, to qualified employees with legally recognized disabilities.

If you are an employee with a disability and believe that you need a special accommodation to perform your job, you should inform your manager and/or the Senior Vice President, Human Resources who will work with you to respond to your request.

## **Drug- and Alcohol-free Workplace**

We are committed to providing a safe, drug-free workplace. Possession, use or being under the influence of alcohol or illegal drugs during work hours subjects the Company and our employees to unacceptable health and safety risks. We insist that our employees work entirely free of the effects of alcohol and illegal drugs, as well as the adverse effects of any other legal substance.

## **Privacy**

We endeavor to respect employees' privacy. However, the Company retains the right to search any and all Company property at any time, including but not limited to offices, desks, lockers, email, voice mail and Company vehicles. In addition, the Company reserves the right to inspect

records of calls made and received on, information stored on, and text messages sent from Company-provided cell phones, regardless of where stored. By accepting or using a Company-provided cell phone, you consent to disclosure of such information to the Company. An employee's private conduct off the job is not the Company's concern, unless it impairs an employee's performance on the job, or potentially affects the reputation or business interests of the Company.

## **OUR RESPONSIBILITY TO THE PUBLIC**

As a Company, we strive to be a good public citizen. All employees must obey all applicable local, state and Federal laws and regulations here and in any country in which we transact business. Also, employees should not assist others in taking, and should not allow others to take, actions that would be in violation of law, this Code or the policies of any other organization. If you have a legal question, it should be directed to the General Counsel.

### **Inside Information and Stock Tipping**

Employees are prohibited from trading, or recommending that others trade, the securities of the Company (or any other company) while in possession of material nonpublic information. Information is material if a reasonable investor would consider it important in deciding whether to buy, sell or hold stock. Examples of material information could include significant gains or losses of business; comparable store sales and related information; changes in, or the health of, management; plans for acquisition, divestiture or other strategic measures; or information about earnings, projections or dividends. Trading could include shifting account balances or changing allotments or investment directions through Company plans. Insider trading and tipping can be punishable by prison terms and large fines. To help ensure that employees do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which may be accessed on the Company's internal website. A violation of the Company's Insider Trading Policy is also a violation of this Code.

Employees who are uncertain about the constraints on their purchase or sale of any securities of the Company or the securities of any other company that they are familiar with by virtue of their relationship with the Company, must consult with the General Counsel before making any such purchase or sale.

### **Communications with the Press, Investors and the Public**

Third parties may ask you for information concerning the Company. Employees (other than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisors, brokers and dealers) and investors. Securities laws require fair public disclosure of information concerning publicly traded companies, such as the Company, with serious penalties for companies

and individuals who violate these requirements. The Company's finance department ensures that requests for information are handled properly and consistently. Requests for interviews or comments to the media, market professionals, investors or other third parties must be referred to the General Counsel.

### **Unfair Competition**

We have full confidence in our ability to succeed and prosper in a free marketplace. Our competitive advantage is the superior quality of our employees, merchandise, stores and services.

We do not tolerate illegal restraints of trade or unfair competition. Employees should not enter into any discussions or arrangements with competitors that affect pricing, marketing or labor practices.

### **Audits, Investigations and Legal Proceedings**

Employees must cooperate fully with any audit, inquiry or investigation undertaken at the Company's direction by its attorneys, investigators, internal auditors or independent public accountants. In addition, the Chief Financial Officer must be immediately notified of any investigation or other legal proceedings in which the Company becomes or might become involved. This policy also covers situations where an employee becomes involved as a third party (for example, as a witness) if the matter concerns the employee's duties for the Company. While it is Company policy and practice to cooperate with all government investigations, no information, whether oral or written, or records or files of any nature, should be furnished to any outside party in connection with a lawsuit or government investigation except upon prior approval of the General Counsel or an attorney designated by the Company. Also, outside counsel may not be hired to represent the Company without prior permission by the General Counsel.

In addition, employees should never, under any circumstances:

- Destroy or alter any documents in anticipation of a request for those documents from any government agency or a court;
- Lie or make any misleading statements to any government investigator;
- Attempt to cause any other employee, or any other person, to fail to provide information to any government investigator or to provide any false or misleading information; or
- In any way mislead an auditor by providing or causing others to provide false, incomplete or non-responsive information.

### **Dealings with Foreign Officials and Foreign Transactions**

As a United States based company, many domestic laws apply to our business inside and outside the United States. The Company must comply with certain trade and financial transaction restrictions, prohibit dealings that could aid terrorists or organizations that support terrorists, and ensure that transactions are not used for money laundering.

Further, employees and anyone else acting on behalf of the Company are prohibited from giving anything of value, directly or indirectly, to any employee or official of a foreign government, foreign political party, or a candidate for political office to obtain or retain business (including

non-government business) or to obtain an improper business advantage. Employees and third parties acting on the Company's behalf must comply with the Foreign Corrupt Practices Act ("FCPA"). The FCPA prohibits any corrupt payment intended for the following: (1) to influence any act or decision of a foreign official in an official capacity, (2) to induce the official to do or to not act in violation of lawful duty, or (3) to induce the official to use the official's influence to improperly affect or influence any act or decision.

Among other things, prohibited conduct can include paying for meals or entertainment, and making gifts. Please contact the General Counsel with questions or concerns about conduct or transactions that may be restricted or prohibited by law.

### **Customs Laws**

We have a strict policy of complying with all legal requirements associated with the importation of goods into the United States.

### **Gifts and Entertainment**

Gifts and entertainment may be offered to employees by parties who have, or want to have, a business relationship with the Company. In order to ensure that such offers do not influence, or appear to influence, our business decisions, the following policies apply:

#### *Gifts*

Employees may not solicit gifts of any value. An employee may occasionally accept an unsolicited gift if it has a value of less than \$50. For these purposes, a "gift" means anything of value, including cash, loans, personal or household items, merchandise, services and travel or vacation accommodations or expenses of any kind. Discounts or rebates on goods and services also fall into this category unless they are offered generally to all employees.

All nonperishable gifts valued at \$50 or more should be returned with a note explaining the Company's policy. Perishable gifts, such as food, flowers or candy should be shared with other employees or donated to a charitable organization.

#### *Entertainment*

Employees may accept an occasional invitation to a business meal, sporting, theatrical or other recreational event for business building purposes. However, the expense associated with such meals and entertainment must be reasonable and customary, or the employee must pay their own way.

### **Political Activity**

Although we encourage the participation of our employees in the democratic process, the Company's political activities are strictly regulated by Federal, state and local laws. The Company's resources should never be used for, or committed to, any political activity without prior consultation with the General Counsel. Nor should any employee ever be pressured to donate funds or time to a political candidate.

## **OUR RESPONSIBILITY TO THE COMPANY**

The relationship between the Company and an employee is one of trust. Each employee is entrusted by the Company to perform his or her duties faithfully, efficiently, and with the best interests of his or her colleagues and the Company in mind. The Company expects that employees will not waste the Company's resources, or use them for personal gain, and expects that employees will be diligent in protecting the Company's interests.

### **Company Assets**

Employees are expected to use their work time for the benefit of the Company. Our premises, information, equipment, documents, data, software, supplies and support services are furnished to our employees to further the Company's business and interests.

### **Confidential Information**

Information is one of our most valuable assets and that information that is not generally disclosed and is helpful to the Company (or to competitors) must be protected. employees must safeguard confidential or sensitive information and trade secrets by keeping it secure, limiting access to those who have a need to know in order to do their job and avoiding discussion of confidential information in public areas such as planes, elevators and restaurants, and on mobile telephones. Trade secrets and confidential or sensitive information must not be disclosed to any person (either inside or outside the Company) without a legitimate business reason and on a need-to-know basis. In no event should any confidential or sensitive information or trade secrets be used by an employee for personal benefit or for the benefit of any competitor, other person, or organization. Employees with access to personal information about other employees are required to safeguard the confidentiality of such information and provide that information to others only when based upon a business need to do so, or when required by law as directed by the Senior Vice President, Human Resources and the office of the General Counsel. This includes, for example, customer information, comparable store sales and other earnings related information, current and closed company investigations, and private information employees may learn about another employee in the course of their employment (such as a medical issue). Unauthorized access to and/or misuse of confidential information are serious violations of our Code and could be grounds for separation from the Company.

### **Conflicts of Interest**

Except as set forth in Article 9 of the Company's Amended and Restated Certificate of Incorporation (as may be further amended from time to time in accordance with the terms thereof), directors, officers, employees and agents of the Company will not:

1. Use their positions with the Company or use Company information or property for personal gain;
2. Appropriate business opportunities presented to the Company; or
3. Compete with the Company.

## **Company Trademarks**

Our trademarks are valuable assets of the Company. We all have a responsibility to protect these assets, including reporting counterfeit merchandise or the improper distribution of our products to third parties.

## **Other Intellectual Property**

Inventions, designs, know-how and innovations that an employee conceives or devises are assets of the Company when they:

1. arise out of, or are suggested by the Company's confidential information or trade secrets or any work the employee performed for the Company;
2. result from the employee's use of the Company's time, facilities or assets; or
3. otherwise arise from the employee's relationship with the Company.

## **Continuing Responsibility**

Employees are expected to take due care in safeguarding the Company's tangible and intangible assets against loss or unauthorized use, and to report promptly any misuse by others. Employees are also legally required to protect the confidentiality of our information and trade secrets — even when they are no longer an employee.

## **Keep Accurate Records**

Our accounting and records must be accurate, complete and fairly reflect any underlying transactions. No document, record or report should contain misrepresentations or material omissions. Each employee is responsible for the accuracy of his or her records and reports. Employees must also be accurate in recording the time that they worked, and in entering other data into Company records.

The Company's management, creditors and shareholders are entitled to financial statements that fairly present the Company's financial condition and results of operations. It is the policy of the Company to provide full, fair, timely and understandable disclosure in reports and documents that it files with, or submits to, the Securities and Exchange Commission, and in all the Company's other public communications as well. All accounting entries must comply with Generally Accepted Accounting Principles and all other accounting policies of the Company. Employees should immediately follow the reporting procedure set forth in this Code if they become aware of any violations of this policy or of any attempt to avoid standard review and control processes. The Company's financial staff is expected not only to perform its duties in an entirely lawful and ethical way, but also to remain abreast of applicable regulatory and professional standards and be honest regarding both unfavorable and favorable information and professional judgments or opinions.

## **Avoid Conflicts of Interest**

Employees should not use their position with the Company to obtain a personal benefit of any kind. All business decisions must be based on and promote the best interests of the Company. Employees should avoid any action or relationship that creates, or has the appearance of creating, a conflict

between the Company's interests and their (the employee's) personal or immediate family's interest or the interests of any third party. (An example: having an interest in a non-public company that competes or does business with our Company.) In addition, employees must not appropriate to themselves, or to any other person or organization, the benefit of any actual or potential business opportunity that relates to the Company's business without first obtaining the consent of the General Counsel.

While the Company respects your privacy, as well as your right to conduct your personal affairs without interference, you must make prompt, complete and continuing disclosure of all facts relating to any actual or potential conflict in accordance with the procedures for compliance. The situation may be allowed to continue, but only if it is determined not to be detrimental to the interests of the Company.

## **LIVING UP TO OUR CODE**

### **Open Door Policy**

Employees are encouraged to discuss work-related ideas, questions, problems and concerns with their manager. If there is something about an employee's job or the Company that is of concern, employees should communicate it openly and honestly with their manager. All input will be given careful consideration.

An important part of every manager's responsibility is to listen and help resolve any work-related problems or issues. We are concerned about each individual employee, and we encourage everyone to talk openly with us so problems and complaints can be resolved. If, for any reason, an employee feels that their questions have not been answered to their satisfaction, or their problem has not been resolved, or if it seems like it is taking too long, employees always have the option to speak with the person at the next level of supervision. If they are still not satisfied, they may continue on to the next level of management or to the Senior Vice President, Human Resources.

### **Concerns Regarding Accounting or Auditing Matters**

employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing in the manner provided above, or to the Senior Vice President, Human Resources. All such concerns and complaints will be forwarded to the Audit Committee of the Board of Directors, unless they are determined to be without merit by the Senior Vice President, Human Resources. In any event, a record of all complaints and concerns received will be provided to the Audit Committee each fiscal quarter. Any such concerns or complaints may also be communicated confidentially and, if you desire, anonymously, directly to any member of the Audit Committee of the Board of Directors.



## **Speak Up!**

The Company offers many ways to ask a question relating to the Code or to report a possible violation. If an employee sees something that they believe is wrong, they should not worry about the repercussions of sharing it. In no event will any employee be subject to retaliation, punishment, or any career disadvantage for complying with the reporting or other requirements of this Code. Company policy strictly prohibits any retaliation for reporting under this Code. Of course, false reporting of violations — when done knowingly or recklessly — will not be tolerated; but if an employee has actual knowledge of, or a reasonable basis for suspecting, a violation, they should err on the side of making the report.

- Know that we have an Open-door Policy that encourages employees to take all problems to their manager, higher level of management, or to the Senior Vice President, Human Resources for a full and frank discussion.
- If for any reason an employee is uncomfortable taking the matter to their manager or higher level of management, or if they are not satisfied with the resolution of the matter through the Open-door Policy, contact the Senior Vice President, Human Resources.
- If an employee has any questions concerning our Code, please contact the Senior Vice President, Human Resources. The Senior Vice President, Human Resources can also provide employees with information and assistance on any matter in this Code. The Senior Vice President, Human Resources can be reached at:

Vince  
500 Fifth Avenue, 20<sup>th</sup> Floor  
New York, NY 10110  
Attn: Human Resources Department  
or by email: [hr@vince.com](mailto:hr@vince.com)

If an employee has a concern that this Code has been violated or may be violated or otherwise have concrete ethics or compliance concern that they do not feel comfortable discussing with their supervisor or manager, the Senior Vice President, Human Resources or the General Counsel, they may call the confidential hotline at the number listed on the intranet. The Company strives to ensure that all ethics and compliance questions are handled fairly, discretely and thoroughly. An employee calling the hotline need not identify themselves.

## **CONSEQUENCES FOR VIOLATION OF OUR CODE**

All violations of our Code — no matter how trivial they may seem at the time — are harmful to the interests of the Company and will be treated accordingly. Employees who violate the Code are subject to disciplinary action up to and including separation from the Company. The following are examples of conduct that may result in discipline under this Code:

- Actions that violate a Company policy.
- Requesting or permitting others to violate a Company policy.
- Failure to promptly report a known or suspected violation of a Company policy.

- Failure to cooperate with Company investigators or auditors.
- Retaliation against another employee or third party for reporting a policy violation or cooperating with a Company investigation.
- For managers and supervisors, failing to use reasonable care to prevent or detect a violation or otherwise failing to demonstrate the leadership and diligence necessary to ensure compliance with Company policies.

The Company will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver. Waivers of the Code for executive officers and members of the Board of Directors may be made only by the Board of Directors as a whole or the Audit Committee of the Board of Directors and will be disclosed as required by law or regulation.

This Code and the policies discussed in it are not an employment contract. No contractual rights are created by issuing the Code or any other Company policies.