

DAVID'S BRIDAL®
VENDOR COMPLIANCE MANUAL
APPENDIX B
CONTRACTORS CODE OF CONDUCT

David's Bridal strongly encourages Contractors to exceed this Code of Conduct and promote best practices and compliance by Contractors with the Code of Conduct in all factories in which they manufacture merchandise. For questions or for information about this Code of Conduct please e-mail the Vendor Compliance department at DavidsStandards@dbi.com

While David's Bridal recognizes that there are different legal and cultural environments in which Contractors operate throughout the world, this Code of Conduct sets forth the basic minimum requirements Contractors must meet in order to do business with David's Bridal. The Code of Conduct also provides the foundation for David's Bridal ongoing evaluation of compliance by Contractors with the Code of Conduct.

Contractors are defined as any manufacturer, contractor, sub-contractor, supplier or vendor retained in connection with the production of products for David's Bridal; provided, however, that the definition of Contractor shall not include any vendor or supplier to the extent such vendor or supplier provides raw materials or components used in the production of such products which are stock-offered raw materials or components carried by the particular vendor or supplier.

**LAWS &
REGULATIONS**

All David's Bridal Contractors must operate in full compliance with all applicable local and national laws, rules and regulations pertaining to all aspects of factory operations in the jurisdiction of which they conduct business.

**EMPLOYMENT
PRACTICES**

David's Bridal will only do business with Contractors whose workers are treated fairly and who in all cases are present voluntarily, not put at risk of physical harm, fairly compensated, and allowed the right of free association and not exploited in any way. Contractors shall ensure procedures are in place by which workers, alleging violations of this Code of Conduct, may do so without fear of negative repercussions.

In addition, David's Bridal Contractors must adhere to the following:

- **Wages and Benefits:** David's Bridal Contractors must pay workers wages and legally mandated benefits that comply with the higher of
 - (a) any applicable law, or (b) to match the prevailing local manufacturing or industry practices. In addition to their compensation for regular hours of work, workers shall be compensated for overtime hours at such premium rates as are legally required, or in those countries where such laws do not exist, at least equal to their regular hourly wage rate. David's Bridal recognizes that wages are essential to meet workers' basic needs. David's Bridal will seek and favor Contractors who are committed to the betterment of wages and benefits within their facilities.

- **Working Hours:**

David's Bridal expects its Contractors to operate based on prevailing local work hours. Except in extraordinary circumstances, Contractors shall limit the number of hours that workers may work on a regularly scheduled basis to the legal limit on regular and overtime hours established by local laws and regulations in the jurisdiction in which they manufacture. Subject to the requirements of local law, a regularly scheduled workweek of no more than sixty (60) hours and one day off in every seven (7) day period are encouraged. Contractors will comply with applicable laws that entitle workers to vacation time, leave periods and holidays. Contractors must regularly provide reasonable rest periods and one day off within a seven-day period.

Any time worked over the norm for the area should be compensated as prescribed by the local laws. Whenever a worker is present in a facility, the worker's time must be recorded and the worker properly compensated. This applies to both regular and overtime hours and any time used for work preparations or repairs.

- **Child Labor:**

USE OF CHILD LABOR IS STRICTLY PROHIBITED. Contractors must: observe all legal requirements for the work of authorized minors, particularly those relating to - hours of work, wages, minimum education and working conditions. David's Bridal supports the development of legitimate, workplace apprenticeship programs and Contractors will be expected to comply with all laws and regulations applicable to such apprenticeship programs.

"Child" is defined as a person who is younger than 15 or younger than the age for completing compulsory education in the country where such age is higher than 15. David's Bridal will not utilize Contractors who use or permit the use of child labor in any of their facilities.

- **Prison Labor / Forced Labor:**

Contractors will not use or permit the use of bonded labor, indentured labor, prison labor, or Forced Labor in the manufacture or finishing of products ordered by David's Bridal. Nor will David's Bridal knowingly purchase materials from Contractors utilizing bonded labor, indentured labor, prison labor or Forced Labor. "Forced Labor" is defined as any work or service which is extracted from any person under the threat of penalty for its non-performance and for which the worker does not offer himself voluntarily. An employer involuntarily keeping workers identification documents is prohibited.

- **Discrimination:** While David's Bridal recognizes and respects cultural differences, employment (hiring, wages, benefits, advancement, termination, and retirement) shall be based on the workers ability and not on personal characteristics. David's Bridal believes that workers should be employed on the basis of their ability to do the job, rather than on the basis of gender, age, disability, .sexual orientation, racial characteristics, cultural or religious beliefs or similar factors. David's Bridal will not utilize Contractors who discriminate against workers on the basis of gender, age, disability, sexual orientation, racial characteristics, cultural or religious beliefs or similar factors.
- **Free Association:** Workers must be free to join organizations of their own choice. Contractors shall recognize and respect the rights of workers to freedom of association and collective bargaining. Workers shall not be subject to intimidation or harassment in the peaceful exercise of their legal right to join or to refrain from joining an Organization.
- **Disciplinary Practices:** All Contractors must treat all workers with respect and dignity. David's Bridal will not utilize Contractors who use, or permit the use of corporal punishment, physical, sexual, psychological or verbal harassment or other forms of mental or physical coercion, abuse or intimidation. Contractors shall not use, or permit the use of fines as a disciplinary practice.
- **Women's Rights:** All Contractors will ensure that workers who are women receive equal treatment in all aspects of employment. Pregnancy tests will not be a condition of employment or continuation thereof and pregnancy testing, to the extent it is provided, will be voluntary and at the option of the worker. Workers will not be exposed to hazards that may endanger their reproductive health and Contractors will not force workers to use contraception.
- **Health & Safety:** David's Bridal will only utilize Contractors who provide workers with a clean, safe and healthful work environment designated to prevent accidents and injuries arising out of or occurring while in the course of work or as a result of the operation of a Contractor's facility. All Contractors must comply with all applicable, legally mandated standards for workplace health and safety. Where applicable, Contractors who provide residential facilities for their workers must provide safe and healthy facilities, separate from production facilities that comply with legally mandated standards for health and safety.

ETHICAL STANDARDS

David's Bridal will seek to identify and work with Contractors who aspire as individuals and in the conduct of their business to a set of ethical standards which are compatible with David's Bridal standards. Bribes, kickbacks or other similar unlawful or improper payments are strictly prohibited to be given to any person or entity to obtain or retain business.

ENVIRONMENTAL REQUIREMENTS

David's Bridal will only do business with Contractors who comply with all applicable government laws and regulations, International standards, U.S. regulations prohibiting the use of ozone depleting chemicals (hydrochlorofluorocarbons) and the International Trade in Endangered Species of Wild Fauna and Flora, as listed in the United States Endangered Species Act of 1973.

LEGAL REQUIREMENTS

David's Bridal's policy is to obey the laws of each country in which merchandise is manufactured for David's Bridal. Contractors will comply with all applicable local and national laws, rules and regulations pertaining to all aspects of factory operations. This includes compliance with this Code of Conduct and the terms and conditions of purchase orders issued by David's Bridal or on David's Bridal behalf and also requires attention to U.S. country of origin regulations which govern quota classification and the marking of products. Contractors manufacturing facilities will comply with US Customs-Trade Partnership Against Terrorism (C-TPAT) requirements.

COMMUNICATION

All Contractors must post the Code of Conduct in places in their factories readily accessible to workers, translated into the language of the workers and supervisors and communicate these provisions to all workers. Contractors shall take appropriate steps to ensure the provisions of this Code of Conduct are communicated to all workers. Upon employment, as part of worker orientation, the Code of Conduct shall be presented to workers and explained to them. From time to time Contractors shall periodically review this Code of Conduct with workers.

MONITORING COMPLIANCE

David's Bridal takes affirmative measures to monitor compliance with David's Bridal's Code of Conduct and David's Bridal Purchase Order Terms and Conditions. Such measures include prescreening Contractors, scheduled or random, announced and unannounced on-site inspections of factories by representatives or certification by Contractors that the provisions of the David's Bridal's Code of Conduct have been complied with.

David's Bridal associates and representatives have been asked to be watchful for violations of David's Bridal's Code of Conduct on visits to factories or manufacturing facilities and to report questionable conduct to management for follow up and when appropriate, for corrective action.

RECORD KEEPING

All Contractors must maintain in the factories producing merchandise for David's Bridal all documentation necessary to demonstrate compliance with David's Bridal's Code of Conduct. Contractors must furnish David's Bridal representatives reasonable access to production facilities, employment records, and workers for confidential interviews in connection with monitoring factory or inspection visits. Contractors must promptly respond to reasonable inquiries and requests for documentation by representatives concerning the operations of factories with respect to this Code of Conduct.

SUBCONTRACTING

Contractors shall not utilize subcontractors for the production of Vera Wang merchandise, or components thereof, without David's Bridal's prior written approval and only after the subcontractor has agreed to comply with David's Bridal's Code of Conduct. Contractors shall require each approved subcontractor to abide by the Code of Conduct. Contractors shall be held accountable for a subcontractor's failure to abide by David's Bridal's Code of Conduct.

**CORRECTIVE
ACTION**

If a Contractor is in violation of David's Bridal's Code of Conduct, David's Bridal will work with the Contractors to remediate the violation if at all possible. If this effort is unsuccessful or not possible, David's Bridal shall reevaluate its business relationship with the Contractors and shall take appropriate corrective action. Corrective action may include cancellation of the affected order, prohibition of subsequent use of a factory or termination of David's Bridal's business relationship with any Contractors found to be in violation of this Code of Conduct, or exercising any other rights and remedies to which David's Bridal may be entitled under Purchase Orders issued by David's Bridal or on behalf of David's Bridal, at law or otherwise.

**COUNTRY
EXCEPTIONS**

Contractors will not produce merchandise for David's Bridal, in countries which are considered by David's Bridal to deny basic human rights, David's Bridal will not initiate or continue its business relationship with Contractors that produce merchandise for David's Bridal where there are gross and systematic violations of human rights and when there is a recognized movement from within the country calling for withdrawal.