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# **ANTI-CORRUPTION POLICY**

As approved February 2023

## I. Policy Summary

The Children's Place ("**TCP**" or the "**Company**") is committed to acting with integrity in everything we do, and conducting our business in compliance with all applicable laws and regulations of the countries where TCP operates and where TCP products are manufactured. This includes compliance with all laws, domestic and foreign, prohibiting improper payments or inducements to any person, including government officials. To ensure compliance with these laws, and promote ethical conduct, TCP has adopted this Anti-Corruption Policy (the "**Policy**").

The purpose of this Policy is: (i) to set out the principles that govern the actions of all associates conducting business on behalf of TCP, and (ii) to provide information and guidance on how to recognize and deal with corruption, bribery, and other unethical conduct.

## II. Scope

This Policy applies to all associates of The Children's Place and its subsidiaries, and to the Board of Directors. In addition, this Policy applies to anyone working for or on behalf of The Children's Place, including agents and independent consultants (collectively, "**TCP Associates**").

## III. Policy Details

The Children's Place does not tolerate bribery or corruption, in any form. It is a requirement of this Policy that all TCP Associates comply with both the letter and the spirit of this Policy and all applicable anti-corruption laws.

Accordingly, all TCP Associates must adhere to the following principles:

### 1. TCP only engages in ethical business practices

Consistent with operating with the highest ethical standards, TCP Associates are prohibited from directly or indirectly offering, giving, promising, authorizing, soliciting or receiving any form of bribe, kickback or other corrupt payment, or anything of value (each, an "**Improper Payment**"), to or from any person or organization, including government agencies, individual government officials, companies and associates of those companies, employees of those companies, and any agents or representatives acting on behalf of such government agency or company, for the purpose of improperly influencing any act or decision or to secure an improper advantage under any circumstances.

An "Improper Payment" includes any cash or non-cash payment.

A "cash payment" includes:

- Cash equivalents (e.g. checks, money orders, or gift cards)

- Commissions, rebates, or kickbacks
- Offers of employment or other benefits (stock options or shares in a company)

**All cash payments, regardless of value, are strictly prohibited.**

A “non-cash payment” includes:

- Gifts, favors, entertainment, or services
- Gifts, favors, entertainment, or services for any immediate family member
- Any type of gift, favor, entertainment, or services solicited or requested

Non-cash payments are generally prohibited, subject to the following limited exceptions:

- The gift has a nominal value, is of a promotional nature and complies with local law and custom
- A lunch or dinner that reasonably complements a business relationship and is scheduled to occur over the course of conducting business, provided (i) the cost is modest, (ii) the activity is permitted under local law and custom, and (iii) the activity is in line with guidelines provided to you by your vice president.

Non-cash payments that do not meet the limited exceptions above are considered an Improper Payment, and violate this Policy.

## **2. TCP complies with all applicable anti-corruption laws**

TCP Associates must comply with all applicable anti-corruption laws in the United States, including the Foreign Corrupt Practices Act (“**FCPA**”), and the applicable anti-corruption laws of the countries where TCP conducts business.

***Anti-corruption laws in the United States.*** The United States has passed numerous laws which prohibit bribery and other corrupt practices, including the FCPA. The FCPA imposes both criminal and civil penalties for offering, paying, promising to pay, or authorizing the payment of money or anything else of value to a non-U.S. government official, whether directly or through an agent or other intermediary, for the purpose of influencing an act or decision or securing an improper advantage. Furthermore, the U.S. International Anti-Bribery Act of 1998 criminalizes bribery, corruption and related offenses in both the public and private sectors. Additionally, the U.S. Travel Act prohibits the use of foreign or interstate commerce, including interstate or international travel or communications (such as facsimile, email or phone calls) in furtherance of unlawful conduct, including commercial bribery. Believing that “that’s the way business is done there” is not going to protect TCP or TCP Associates from severe legal penalties that can apply to such conduct.

***Anti-corruption laws in other countries.*** Other countries where TCP conducts business have also enacted similar anti-corruption laws. For example, Canada passed the

Corruption of Foreign Public Officials Act (“**CFPOA**”). The CFPOA established criminal penalties for payments made by Canadian companies or individuals, to foreign public officials that could be considered a bribe to obtain an improper advantage. China also recently amended its Anti-Unfair Competition Law of the People’s Republic of China (the “**AUCL 2018**”), amending the AUCL promulgated in 1993. The AUCL 2018 addresses both the bribery of government officials and the bribery of representatives of a private organization (“**commercial bribery**”). Among other things, the AUCL 2018 broadens the definition of commercial bribery, imposes vicarious liability on employers, and imposes more severe penalties for commercial bribery.

TCP Associates are prohibited from paying, offering, making, or providing, or authorizing another person to pay, offer, make, or provide on TCP’s behalf, Improper Payments or other things of value, to a government official in order, for example, to influence the creation, application, enforcement, non-enforcement, or repeal of laws that apply or may apply to our business activities, to facilitate the movement of goods, to obtain or facilitate obtaining any necessary government permits, or to obtain any other thing of value. TCP does not have an exception for small, facilitating payments (so-called “grease” payments), nor does TCP condone “small violations” of local law, or corruption in any form.

For the purpose of this Policy, government officials include:

- associates of government agencies at any level (e.g. customs officials)
- associates of state-owned or state-controlled business enterprises
- officials of political parties
- associates of public international organizations like the United Nations and the World Bank; other persons who act in an official capacity on behalf of such agencies, enterprises, parties, or organizations
- candidates for political office

### **3. TCP keeps accurate books and records and maintains adequate internal controls**

As a publicly traded company, TCP is subject to the accounting provisions of the FCPA, as well as other U.S. Securities and Exchange Commission regulations on books and records and internal controls. Accordingly, it is our policy to keep accurate books and records and maintain adequate internal controls, for example, by:

- making and keeping books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of The Children’s Place; and
- devising and maintaining a system of internal accounting controls sufficient to provide reasonable assurances that:

- i. transactions are executed in accordance with management's general or specific authorization;
- ii. transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for assets;
- iii. access to assets is permitted only in accordance with management's general or specific authorization; and
- iv. recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

As with receipts and expenditures generally, any expenditure of TCP's funds or other use of our resources in connection with any of the activities covered by this Policy must be accurately described in supporting documents and accurately entered in our books and records. No such expenditure may be handled "off the books," nor may it be buried in some nondescript account like "miscellaneous expenses."

#### **4. TCP makes no company-sponsored political contributions**

Business donations to political parties are also prohibited or tightly restricted in many jurisdictions and, where not prohibited outright, can raise corruption problems or concerns. Therefore, it is TCP's policy to refrain from contributing any company funds and other resources to any political party in any international or domestic location.

#### **5. TCP demands ethical conduct from its agents and business partners**

Agents, consultants, distributors, joint venture and consortium partners, franchisees and other persons who will conduct business on behalf of TCP or whose conduct will reflect on TCP will be selected or retained after appropriate due diligence.

Due diligence of potential business partners is important because payments made by a third party on behalf of TCP may subject TCP to the same liability as if TCP had made the payment itself. Accordingly, it is our policy to conduct sufficient due diligence, for example, by confirming that:

- a prospective business partner is a legitimate organization with the skills, talent, resources and competencies to perform its obligations;
- neither the business partner, nor any of its employees or affiliates, has made or is likely to make improper payments; and

- a prospective business partner does not have any ties with a government or government official.

The Legal Department can assist in guiding TCP Associates through your due diligence efforts and assessing the results of your due diligence.

## **6. TCP does not ignore “Red Flags”**

It is important not only to avoid bribery, kickbacks and other forms of corruption but also to avoid *ignoring signs* of bribery, kickbacks and other forms of corruption. If something about a proposed transaction or business arrangement “looks bad” or “smells funny,” and the transaction or arrangement is inconsistent with our culture of integrity, ask questions, discuss the matter with your manager, and where reassuring answers are not forthcoming, take appropriate steps to escalate the transaction or business arrangement. Ignoring “red flags” can easily create significant legal and business risks for TCP, and, depending on the seriousness and consequences of what was ignored, can subject a TCP Associate to personal liability and company disciplinary measures.

Examples of “red flags” include:

- unusual payments or financial arrangements such as payments to an offshore or numbered bank account or payments in cash or by check made payable to “cash” or “bearer”;
- refusal by an agent, consultant, vendor or business partner to agree in writing to comply with anticorruption laws;
- media accounts relating that an agent, consultant, vendor or business partner has been associated with bribes, kickbacks or fraud;
- unusually high commissions;
- refusal or inability of an agent, consultant, vendor or business partner to provide appropriate documentation to support an expenditure or claim for reimbursement;
- apparent lack of qualifications, experience, or resources on the part of the agent, consultant, vendor or business partner to perform the services offered; and
- recommendation by a government official or government customer of a particular agent, consultant, vendor or business partner.

## **7. TCP Associates are expected to report violations and ask questions through appropriate channels**

TCP Associates who observe conduct that violate, or may violate this Policy, or any applicable anti-corruption or anti-bribery law, must immediately report the matter via any

of the following channels: (i) to the Legal Department, (ii) via TCP's Hotline or (iii) via The Children's Place web-based reporting tool at [www.reportlineweb.com/thechildrensplace](http://www.reportlineweb.com/thechildrensplace).

TCP Associates may use the following TCP Hotline numbers available in their country:

**North America (U.S. / Canada)**

Country	Phone	Language
U.S.	1-844-543-8357 1-866-666-1129	English Spanish
Canada	1-800-963-5437	English Spanish French
Collect	770-776-5613	English Spanish

**International**

Country	Carrier	Access Code	Phone	Language
Cambodia	-	-	1-800-20-9435	Cambodian French English
China	China Unicom	-	10-800-711-0637	Mandarin
	China Telecom	-	10-800-110-0612	Mandarin
Egypt	Cairo	2510-0200	8445438357	Arabic English
	Outside Cairo	02-2510-0200	8445438357	Arabic English
Hong Kong	-	-	800-968527	Mandarin
India	-	-	00-800-100-1076	Hindi
Indonesia	-	001-801-10	8445438357	Indonesian English
Jordan	-	1-800-0000	8445438357	Arabic English
Vietnam	Viettel	1-228-0288	8445438357	Vietnamese
	VNPT	1-201-0288	8445438357	English

Any such reporting will be treated as confidential to the extent permitted by law. TCP strictly prohibits retaliation for good faith reports of suspected misconduct. Failure to report a violation of this Policy constitutes an independent violation of this Policy.

#### **IV. Consequence of Non-Compliance**

Violations of this Policy may subject both the TCP Associate and TCP to severe criminal and civil penalties under both U.S. and local laws. Violations of laws prohibiting bribery, kickbacks and other forms of corruption, including but not limited to the FCPA, may result in criminal and civil liability, leading to substantial fines and even imprisonment. In addition, depending on the circumstances, violations of this Policy may cause substantial collateral harm to TCP in other areas, including our ability to import and export goods, and our ability to access a variety of U.S. government programs that support international business activities. As a consequence, any violation of this Policy will be taken seriously and may lead to appropriate disciplinary measures.

Furthermore, any TCP Associate who misleads or hinders investigators inquiring into potential violations of this Policy may also be subject to disciplinary action. In all cases, disciplinary action may include termination of employment.

Any third party agent or consultants who violate the terms of this Policy, who knows of, and fails to report potential violations of this Policy, or who misleads or hinders investigators making inquiries into potential violations of this Policy, may have their contracts re-evaluated or terminated.

#### **V. Questions**

Questions concerning application of this Policy should be directed to the Legal Department. Associates and other persons acting on behalf of TCP are also encouraged to discuss questions and concerns about our business practices or policies with their management.

#### **VI. Related Policies**

The Company's Code of Business Conduct also addresses situations which may be deemed to involve Improper Payments and anti-bribery laws, and should be read alongside this Policy.