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# **Related Person Transactions Policy**

(Approved February 2020)

## Introduction

The Board of Directors (the “Board”) of The Children’s Place, Inc. (the “Company”) recognizes that transactions with certain persons who are related to the Company can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company. As such, the Board has adopted the following policy governing the Nominating and Corporate Governance Committee’s review and approval or ratification of such transactions.

## Definitions:

A “**Related Person**” means any of the following:

- Any person who is, or at any time since the beginning of the Company’s last fiscal year was, a member of the Company’s Board of Directors (“director”), a Senior Vice President or more senior officer of the Company (“SVP”) or a nominee to become a director of the Company (“director nominee”);
- Any person who is known to be the beneficial owner of more than five percent (5%) of any class of the Company’s voting securities (“5% beneficial owner”); and
- Any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, SVP, director nominee or 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such Related Person.

A “**Related Person Transaction**” is any transaction:

- In which the Company was or is to be a participant;
- In which a Related Person had, has or will have a direct or indirect material interest;
- Where the amount involved exceeds or may be expected to exceed \$120,000 in the fiscal year; and
- Any material amendment or modification to the foregoing regardless of whether such transaction has previously been approved in accordance with this policy.

## Policy Statement

The Nominating and Corporate Governance Committee approves all Related Person Transactions, including Related Person compensation arrangements. In addition, the Nominating and Corporate Governance Committee reviews all on-going Related Person Transactions on at least an annual basis to ensure that such transactions are being pursued in accordance with the understandings made at the time such transactions were originally approved and if any changes should be pursued.

No Related Person Transaction shall be approved or ratified if such transaction is contrary to the best interests of the Company. Unless different terms are specifically approved or ratified by the Nominating and Corporate Governance Committee, any approved or ratified transaction must be on terms that are no less favorable to the Company than would be obtained in a similar transaction with an unaffiliated third party under the same or similar circumstances. All Related Person Transactions or series of similar transactions must be presented to the Nominating and Corporate Governance Committee for review and pre-approval or ratification pursuant to the procedures set forth below.

#### Review and Approval Procedures

Each Related Person shall be responsible for notifying the Senior Corporate Counsel of any potential Related Person Transaction in which such person, or any member of his or her immediate family, may be directly or indirectly involved as soon he or she becomes aware of such a transaction. Such notification should be made prior to the time that the transaction is entered into and such notice shall provide the Senior Corporate Counsel and the Nominating and Corporate Governance Committee a reasonable opportunity for the required review of such transaction to be conducted before execution.

At each of its regularly scheduled meetings, the Nominating and Corporate Governance Committee will be provided with the details of each new, existing or proposed Related Person Transaction, including:

- The terms of the transaction, including the aggregate value;
- The business purpose of the transaction; and
- The benefits to the Company and to the relevant Related Person.

In determining whether to approve a Related Person Transaction, the Nominating and Corporate Governance Committee will consider, among other things, the following factors to the extent relevant to the transaction:

- Whether the terms of the Related Person Transaction are fair to the Company and are comparable to the terms that would exist in a similar transaction with an unaffiliated third party;
- Whether there are business reasons for the Company to enter into the Related Person Transaction;
- Whether the Related Person Transaction would impair the independence of a non-management director; and
- Whether the Related Person Transaction would present or create the appearance of an improper conflict of interest for any Related Person, taking into account the size of the transaction and the direct or indirect nature of the interest of such Related Person in the transaction.

Any member of the Nominating and Corporate Governance Committee who has an interest in the transaction under discussion will abstain from voting on the approval of the Related Person Transaction, but may, if so requested by the Chairman of the Nominating and Corporate Governance Committee, participate in some or all of the Nominating and Corporate Governance Committee's discussions of the Related Person Transaction.

The Nominating and Corporate Governance Committee may impose conditions or guidelines on any approved Related Person Transaction, including, but not limited to: (i) conditions relating to on-going reporting to the Nominating and Corporate Governance Committee and other internal reporting; (ii) limitations on the dollar amount of the transaction; (iii) limitations on the duration of the transaction or the Nominating and Corporate Governance Committee's approval of the transaction; or (iv) other conditions for the protection of the Company and to avoid conferring an improper benefit, or creating the appearance of a conflict of interest.

#### Annual Review and Communication

The Nominating and Corporate Governance Committee shall review and assess the adequacy of this policy annually and adopt any changes it deems necessary. The Senior Corporate Counsel shall communicate this policy by posting it on the Company's website.

#### Application

This Policy shall in no way be deemed to supersede or otherwise modify or contradict the Board's existing policy on conflicts of interest which is included in the Company's Code of Business Conduct. Approval or ratification of a Related Person Transaction pursuant to this policy shall not constitute final approval of such transaction if the standard governance practices or procedure of the Company require otherwise, or relieve the Related Person from providing full disclosure of the material facts regarding the nature of the transaction and the Related Person's relationship to the transaction as requested from time to time.