

# Burlington

## CODE OF CONDUCT



LIVING OUR

CORE  
**VALUES**

- DEVELOPS TRUST AND RESPECT
- BUILDS TEAMS AND PARTNERSHIPS
- DRIVES RESULTS

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# A Message From Our President, CEO and Chairman

Dear Colleague:

Each year the Legal Department receives many questions regarding Burlington's Code of Conduct. This is good news. Why? Because it shows our associates are thinking about ethical behavior. The way we do business is just as important as the results we achieve. We have a shared commitment to behaving and conducting our business ethically and with integrity. Burlington's Code of Conduct and our Core Values serve as our guides for understanding how that's done.

It is every associate's responsibility to live and enforce ethical work practices every day. It is meant to protect us as associates, as well our vendors, customers and investors. For this reason, it is important to truly understand these guidelines, and to know where to turn if you have questions or concerns.

Every member of the Burlington community – every associate, officer and director throughout the company – is responsible for reading, understanding and complying with the Code, along with the laws and regulations that apply to our business. By making a personal commitment to follow our Code of Conduct, we demonstrate to everyone that the people who make up our company are dedicated and trustworthy. We encourage you to speak up and report any violations. If you have any questions or concerns about the guidelines in the Code, we want you to seek answers and counsel from the resources provided.

I thank you for your commitment to the company and our Core Values, and building a great workplace by conducting business ethically and with integrity.



Sincerely,

A handwritten signature in blue ink that reads "Thomas A. Kingsbury". The signature is written in a cursive, flowing style.

Thomas A. Kingsbury  
President, CEO and Chairman

# BURLINGTON CODE OF CONDUCT

Burlington is built on integrity, quality, and trust. Our Code of Conduct is your guide to working with integrity and ensuring that you do the right thing in every situation. Every member of the Burlington community – each associate, contractor, officer, and director throughout the company – is responsible for understanding and following the Code, as well as applicable laws. It is important that you speak up if you have any questions or see or suspect code violations. A copy of our Code is posted on the company's website at [www.burlingtonstores.com](http://www.burlingtonstores.com) and on the company's portal.

## What Are Our Core Values?

- **Developing Trust and Respect** among all members of the Burlington community.
- **Building Strong Teams and Partnerships** through collaborative work.
- **Driving Business Results** by taking ownership and pride in Burlington, and getting things done well.

Our Code is a commitment we make every day to Burlington. By following our Code, we ensure that we are acting ethically and doing business according to our Core Values. It is important that you read and understand this Code so that you can help maintain Burlington as a great place to work and shop. Adherence to the Code will also ensure that Burlington is a great investment for our shareholders and a model citizen in our communities. If you find yourself in a position where you are unsure about what to do, the Code can guide you; however no code can fully cover every situation. If you are ever in doubt, please speak with your immediate supervisor or Human Resources Representative. You may also reach out to the Chief Compliance Officer in the Legal Department with questions or concerns.

## Open Door Policy

Burlington has an Open Door Policy and strongly encourages open communication. We all have a shared responsibility to speak up and voice any questions and concerns. If you believe anyone is not living up to our Code or policies, have a question or concern, or are unsure how to handle a situation, you can always contact your immediate supervisor, HR Representative, or the Chief Compliance Officer.

## Integrity Hotline

In conjunction with the Open Door Policy, Burlington has an Integrity Hotline for issues involving ethics and legal compliance. You can send an e-mail to [bcfreport@tnwinc.com](mailto:bcfreport@tnwinc.com) or call 1-877-371-0680. You have the right to remain anonymous when contacting the hotline; however, the more information provided, the better the company will be able to investigate and take appropriate action. You may also refer to the Policy and Procedure for Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters, which is available on the company's portal, for more information on receipt, retention, and treatment of complaints.

# BURLINGTON CODE OF CONDUCT

## You're Protected: Anti-Retaliation

You are protected when you make a good faith report or complaint. Retaliation for lodging a good faith report or complaint is not tolerated. So do not hesitate to raise an issue regarding a possible ethical, legal or policy violation.

## Burlington's Response to Your Reports of Code Violations or Suspected Violations

Burlington will look into all reports with a prompt and fair investigation and will take any appropriate action. Discipline for violations of this Code or company policy will vary depending on the nature and severity of the violation. Discipline could include corrective action, up to and including termination. Some violations may also be reported to criminal or civil authorities, as required by applicable laws or as deemed appropriate. Burlington will not tolerate any retaliation against an associate who, in good faith, asks questions, makes reports of possible violations of the Code or company policies or assists in an investigation of suspected wrongdoing.



**Q: How are reports handled? What happens next?**

**A: To the greatest extent possible, all reports are responded to in a way that protects the privacy of everyone involved. It may not be possible for all investigations to remain completely confidential, because some members of the Burlington community may have relevant information, and others may have a legitimate need to know. The person who makes the report may not learn of the result of an investigated report; this is done to protect the privacy of those involved and to comply with all applicable laws.**

## Takeaway

We all have a shared responsibility to make sure that our workplace is honest and ethical. Sometimes it may seem easier to look the other way and stay quiet, but doing nothing can result in serious consequences. As a dedicated associate, we want you to SPEAK UP and report violations of our Code, company policies and the law.

# BURLINGTON CODE OF CONDUCT

Burlington is a place where you can perform to your highest potential and where individuality is respected. Burlington is committed to developing and maintaining a diverse workforce, providing a safe workplace, and providing an atmosphere that encourages treating each other with trust and respect.

## **Anti-Discrimination and Harassment Policy**

Burlington is committed to providing a workplace free of unlawful discrimination or harassment. All employment decisions are based on qualifications, contribution, and performance without regard to race, color, religion, creed, sex, pregnancy, sexual orientation, gender, gender expression, gender identity, transgender status, national origin, ancestry, age, physical or mental disability, medical condition, veteran status, marital status (including domestic partnership status), or any other protected or personal characteristic protected by law. Unlawful discrimination is strictly forbidden. We make reasonable accommodations in the workplace for qualified individuals with disabilities consistent with applicable laws.

Harassment is not tolerated and can include unwanted sexual advances or requests for favors, abusive, degrading, harassing, or offending conduct, whether verbal or physical. It is important to remember that even small, seemingly innocent actions can create a “hostile” environment that is intolerable to others.

Sexual harassment is a common form of harassment and is unacceptable. It can include:

- Unwelcome sexual advances
- Requests for sexual favors in exchange for employment benefits
- Unsolicited physical contact
- Propositions
- Unwelcome flirtations
- Offensive verbal, visual, or physical conduct of a sexual nature

Sexual harassment is not always overt or deliberate. Often, innocent or unintentional behavior can be considered harassment. Examine your own actions. No matter what the medium – conduct, speech, written notes, photos, cartoons, or email – harassment is against our policy. If you believe you are being harassed or have been treated in a discriminatory fashion, follow Burlington’s Open Door Policy.

## **Have you heard?**

Steve sometimes tries to boost his department’s morale by emailing his team jokes or funny stories. One day, Steve received an email from his friend that contained a joke making fun of immigrants. Steve knew it would be wrong for him to send such a joke, and he deleted the e-mail. Steve exercised good judgment and his decision to delete the joke without forwarding it to others shows how he respects and treats others with courtesy and dignity.

# BURLINGTON CODE OF CONDUCT

We are committed to providing a safe and healthy workplace for associates, customers, contractors, and vendors.

## Drug and Alcohol Policy

A drug and alcohol-free workplace is important to maintaining the trust and confidence of our customers and stockholders, as well as the health and safety of our associates. You may not sell, distribute, possess, transfer, or use illegal drugs or unprescribed controlled substances on company time or premises. You may not be under the influence of illegal drugs or alcohol during work hours, regardless of when the drugs or alcohol were consumed. An exception to this policy with respect to alcohol is off-premises at meals or events with vendors and/or colleagues.

## Preventing Workplace Violence

To preserve your safety and security, it is prohibited for associates to bring weapons, firearms, ammunition, explosives, and incendiary devices on Burlington property. To the extent that state law supersedes any part of this policy, all other provisions will remain in full force and effect. In addition, acts or threats of violence, including extreme or inappropriate verbal or physical threats, are not tolerated.

## Health and Safety Laws and Policies

Burlington is committed to making sure our work environment is safe and healthy. That is why it is important to follow all applicable safety and health laws and policies. We rely on you to understand the standards that relate to your job and to speak up if you see a real or potential hazard. You should report any concerns, accidents, or “close calls,” so problems or potential problems can be investigated and resolved. You should review Burlington’s Workplace Safety Rules in the Illness and Injury Prevention Manual, which is located on the company’s portal.

## Takeaway

Every company has health and safety regulations. They are there to protect you. Do your part by being knowledgeable about the laws and policies that relate to your job. Report any hazards in the workplace to your immediate supervisor.

## Wage and Hour Rules

We follow all applicable laws and regulations regarding wage and hour practices. This includes requirements related to working “off the clock,” working during meal and rest breaks, overtime pay, termination pay, and minimum wage. If you are a non-exempt associate, you must accurately report and record your time. If you are eligible for overtime pay you are required to have any overtime work authorized by a supervisor.

## Record time accurately

**When recording time, company policy and the law prohibit:**

- Working without pay (*i.e.* “off the clock”) or asking someone else to do so.
- Moving hours from one pay period to another to avoid overtime.
- Working more than the maximum number of hours permitted by law.
- Inaccurately recording time worked.

# BURLINGTON CODE OF CONDUCT

We uphold the highest standards of integrity in our business dealings and do not engage in dishonest business practices. Dishonest business practices include theft, fraud, making false or misleading statements, falsifying records, financial wrongdoing of any kind, and misusing or misappropriating company resources.

## Use of Burlington Resources

Burlington's success requires your commitment to properly allocate, use, and preserve all of its property and resources. This includes merchandise, samples, supplies, and equipment. Taking or using company property (such as samples) for personal use without appropriate permission is theft. If you suspect fraud, theft, embezzlement, or misappropriation of company property, follow the Open Door Policy.



**Q: Can I send a personal fax from work or email my parents from my work email?**

**A: Yes. Limited personal use of the company's electronic resources is permitted as long as it complies with the company's Acceptable Use Policy and does not interfere with your job responsibilities.**

**Q: Can I take samples to donate to a nonprofit?**

**A: From time to time, the company will donate samples to qualified nonprofit organizations. You must secure prior written approval from the Marketing department.**

**Q: Is it okay to take home samples or defective merchandise?**

**A: No, it is not okay, unless it is purchased at a company-sponsored sample sale.**

## What Is Private?

You should only use company property for legitimate business reasons. Company property includes, but is not limited to, items such as technology resources, supplies, networks, company information, data, information, or trademarks. Appropriate use of company property requires common sense and good judgment. Improper use can expose the company to legal and financial risk. In certain instances, you may use company property, such as telephones and computers, for limited personal purposes. It is important to follow the company's Acceptable Use Policy located in the Handbook and on the company's portal.

Keep in mind that you should have no expectation of privacy with regard to any material (including emails or text messages) that you create, view, access, receive, or store on Burlington systems or networks. Burlington reserves the right to inspect and search offices, workspaces, technology resources, lockers, office furniture, electronic equipment, and any other object used in or brought into the workplace, as permitted by law.



# BURLINGTON CODE OF CONDUCT

## Accurate Records

**Burlington's books, records, accounts and financial statements must be complete and accurate.** Recording data in a timely and accurate manner protects our resources and also meets the expectations of those people – such as customers, investors, and suppliers – who rely on the accuracy of our books, records, and written communications to perform their jobs. Falsifying company records (including without limitation to financial records, leases, procedural codes, and equipment service records) is a serious offense and may result in prosecution and/or loss of employment.

## Retaining Records

You should be familiar with Burlington's Record Retention Policy, a copy of which can be found on the company's portal. Your department's specific record retention guidelines, along with the Record Retention Policy, determines how long certain documents must be retained and when they can be destroyed in the ordinary course of business.

However, when documents are relevant to a particular investigation or subject to a Litigation Hold Notice issued by the Legal Department, these documents must not be destroyed regardless of the destruction schedule set forth in Burlington's Record Retention Policy. Destruction or falsification of any potentially relevant document could lead to prosecution for obstruction of justice and/or loss of employment.

## Confidentiality

Information that you acquire while working at Burlington may be among our most valuable assets. For example, if competitors had access to our business plans, vendor lists, pricing and marketing strategies, expansion plans or other internal data, our ability to compete would be drastically undermined. For example, never discuss confidential or proprietary information in public places such as elevators, airplanes, or restaurants. Business information you learn at work is confidential and must not be disclosed outside of Burlington without authorization from the Legal Department. If disclosure of confidential information is legally required, the Legal Department will guide you on the proper manner of disclosure.

Any information you obtain about our vendors during the course of employment with Burlington must be protected and preserved in the same manner as information regarding Burlington.

## Takeaway

- Use company resources appropriately and be honest in your business practices.
- Keep Burlington's books, records, accounts and financial statements complete and accurate, including your travel and expense reports.
- Learn and follow Burlington's Record Retention Policy and procedures.
- Keep Burlington's business information confidential unless the disclosure is legally required.

# BURLINGTON CODE OF CONDUCT

## Conflicts of Interest

We rely on you to use good judgment. This is especially important when there is a conflict of interest. What is a conflict of interest? It is when your personal interest or involvement interferes with your ability to make decisions objectively and act in the best interest of the company. Undisclosed conflicts of interest are prohibited. It is important to avoid activities that create, or appear to create, a conflict of interest. Even the appearance of a conflict of interest can hurt your reputation and our company's brand.

### Situations to avoid:

- Giving or receiving cash, tips, commissions, most gifts (see exceptions under Gifts and Entertainment), or other personal benefits within the course of performing your job duties.
- Giving or receiving a loan and/or guarantee of an obligation as a result of your position with the company.
- Directing business to third parties that are owned or managed by family members or friends.
- Using business relationships to further personal interests, including asking vendors to support personal charities.
- Holding a significant position or financial interest in a supplier, competitor, or vendor without full disclosure to the Chief Compliance Officer.

Follow the Open Door Policy if you believe that you have an actual, potential, or perceived conflict of interest.

### Ask yourself:

- Will the situation or activity influence my business decision?
- Will a close friend or family member stand to benefit from my involvement or decision?
- If this situation or activity were made public, would it be embarrassing for me or the company?
- Would others think that this activity or decision affects how I perform my job?

If the answer is "yes" to any of these questions, you may have a conflict of interest and should discuss the situation with your immediate supervisor or the Chief Compliance Officer.



**Q: I have a small amount of stock in another retailer. Should I report this to someone?**

**A: A good rule of thumb is if you own less than one percent of the retailer's stock and you feel like your stock ownership will not interfere with your duty of loyalty to Burlington, then there is no need to disclose. However, if you own more than one percent or you feel like this will not allow you to perform your job objectively, you should contact the Chief Compliance Officer. Remember, it is always better to disclose a concern rather than assume no conflict of interest exists.**

# BURLINGTON CODE OF CONDUCT

## Corporate Opportunities

We owe a duty to the company to advance its interests. Accordingly, you should never appropriate a business or financial opportunity to yourself or divert the opportunity to another person or entity when you know or reasonably could anticipate that the company would have an interest in pursuing that opportunity. You should also never otherwise use the company's property, information or position for personal gain.

## Relatives and Personal Relationships

A conflict of interest often occurs when there is a relative or personal relationship involved. You should avoid any work-related decision that involves a relative, close personal friend or significant other. Personnel decisions can become difficult if you supervise someone you are romantically involved with, living with or related to. Accordingly, associates are prohibited from being in the position of supervising, reviewing, or having any influence on the job conditions of a relative or close personal relationship.

You should be extremely careful if you are in a position to do business with a relative or friend. You must disclose a conflict of interest if your family member or close friend has an ownership interest or is a manager or executive for a Burlington vendor or potential vendor. Notify a Vice President (or above) in your department who will decide if any action must be taken to minimize the conflict. Also, you should refer to the Nepotism Policy in the Associate Handbook for more information.

If you have a family member or close friend who owns an interest in, or who holds a merchandise purchasing, planning or allocation position, executive position, store manager position or senior management position for a competitor, you should bring this fact to the attention of the Vice President (or above in your chain of command) in your department to discuss any difficulties that might arise and the appropriate steps to minimize any potential conflict of interest.



**Q: Can my sister apply for a job opening in my department?**

**A: Yes, so long as the position is not in your chain of command, she would not report to you, and you do not influence any hiring or other personnel decisions with the job position. You should disclose this relationship to the Vice President in your department. If you are an officer, you are not permitted to have relatives work for Burlington.**

**Q: My department is hiring a vendor and I was asked to review the bids for the work. I noticed that one of the bids is from a good friend. What should I do?**

**A: You should let your immediate supervisor know about the relationship so that your immediate supervisor can assess the conflict and remove you from the decision-making process, if necessary, to avoid any actual or perceived conflict of interest. Additionally, it is important to advise the Procurement group to ensure the integrity of the bidding process.**

## Working Outside of Burlington & Serving on Boards

While employed by Burlington, you are required to get the approval of your immediate supervisor and Human Resources Representative before accepting an additional job for another employer to supplement your income. Hourly associates, who work in a store or distribution center, are the exception and may work for other employers (including retailers), so long as the work does not interfere with Burlington responsibilities.

# BURLINGTON CODE OF CONDUCT

Before serving as a director or officer of another for-profit company, you are required to receive authorization by the Chief Executive Officer and Chief Compliance Officer. We encourage you to be involved in charitable and community activities and serve as a director or officer for non-profit organizations. If you are representing Burlington, however, you must inform the Chief Compliance Officer.

# BURLINGTON CODE OF CONDUCT

## Gifts and Entertainment

It is important to remember that good business relationships are built through trust and integrity, not through the exchange of gifts and other favors. Even the appearance of making business decisions based on inappropriate or unethical influences must be avoided. To prevent this situation, you are prohibited from giving or accepting gifts and entertainment from anyone doing business with (or wanting to do business with) Burlington, subject to the exceptions identified below.

Gifts should never influence your judgment about what is best for Burlington. If accepting a gift, even of a nominal value, would influence your business judgment, you should not accept it.

### Acceptable gifts include

- Perishables, such as flowers or food baskets, which are to be shared with your department
- Nominal promotional gifts, such as branded mugs or pens, where “no one knows who took one”
- Snacks or meal provided at meetings
- Books or other literature provided for business purposes

### Gifts requiring disclosure & prior authorization include

- Vendor invitations to a meal: You must disclose and have prior approval from the Vice President, Senior Vice President or Executive Vice President of your area. We prefer that Burlington pay for such meals to avoid the appearance of anything improper.
- Attendance at conferences or training paid for by third parties: You must disclose and have prior approval by an Executive Vice President and the Chief Compliance Officer. If approved, the company will pay for the travel and lodging expenses.
- Shopping at a company (vendor’s) store: Provided that the discount is the same as what is provided to all shoppers, you may shop at a company store with prior approval from a Senior Vice President or Executive Vice President of your area. Special orders through a vendor are never permissible.

**Approving Vice Presidents, Senior Vice Presidents or Executive Vice Presidents, as applicable, must promptly notify the Chief Compliance Officer of authorizations given pursuant to this section.**

### Special Circumstances

Typically the company will not approve the following activities. In special circumstances, however, events of this type may be allowed with prior approval from the Executive Vice President of your area and the Chief Compliance Officer.

- Sports, entertainment and event tickets: You may accept an invitation from a vendor provided that you attend with the vendor.
- Events such as golf outings, spa visits or similar activities to foster business relationships with vendors. While you may be approved to participate, we prefer that Burlington pay for any such activities to avoid the appearance of anything improper.

# BURLINGTON CODE OF CONDUCT

## Prohibited gifts include

- Cash or cash equivalents (e.g. gift cards)
- Samples
- Personal favors (e.g. soliciting vendors for donations to personal charities or nonprofits)
- Tips or commissions
- Loans
- You should refrain from entering into raffles for prizes as they cannot be accepted. If you entered into a “passive raffle” (e.g., you are entered based on your attendance at an event) and win, the prize should be turned over to the Chief Compliance Officer. Prizes of this type will be used in company raffles.



**Q:** A vendor that the company has decided not to use again just invited me to a free dinner at the hottest restaurant in town. I am tempted to accept the invitation to try out the new restaurant especially since reservations are impossible to get. Can I go?

**A:** No. It would be inappropriate to accept the invitation and let the vendor pay for the dinner. There is no business reason for the meal, and it could be a conflict, in the future, if we decide to do business with that vendor.

**Q:** Can I accept the invitation if I pay for my own meal?

**A:** You should discuss this with your immediate supervisor and the Chief Compliance Officer. While it may be acceptable to have a meal with a former vendor as long as you pay for yourself, the reservation in and of itself may be cause for concern.

## Takeaway

Remember, when in doubt about a gift, disclose and discuss!

# BURLINGTON CODE OF CONDUCT

We treat each other, our customers and vendors with trust and respect. We may compete vigorously but we do it with the utmost integrity and ethics. Fair dealing is a Core Values commitment we make to our customers and vendors.

## **Maintaining Integrity with Our Customers**

Our customers are our top priority, and our goal is to have each customer feel like a welcomed guest while visiting our stores. We make honest and accurate statements to our customers and take pride in providing great merchandise at everyday low prices.

## **Maintaining Integrity with Our Vendors**

Burlington has numerous vendors who supply us with goods and services of many kinds. We give fair treatment to all of our vendors by using objective factors in selecting our vendors, including quality of goods or services, credit worthiness and track record in supplying or servicing Burlington, and, of course, cost. We do not provide preferential treatment to any vendor that does not relate to the quality or cost of the goods and services or other factors listed above.

Burlington expects that our vendors will comply with national and international laws and regulations with regard to their employment practices and policies. If you become aware of any violation by a vendor in regard to its employment practices, you should follow the Open Door Policy.

## **Maintaining Integrity with Our Competitors**

It is Burlington's policy to compete solely on the merits of our products and services. We do not use unfair conduct to help Burlington's business or hurt a competitor's business. All comparisons of our products or services with those of our competitors must be accurate and factually supported. You should never resort to untrue or disparaging comments about our competitor's goods or services.

You may not use unfair, illegal or unethical methods to gather competitive information. This includes, but is not limited to, stealing proprietary information or trade secrets, or attempting to induce disclosure of such information from past or present associates of other companies through misrepresentation. You should treat information about our competitors with sensitivity and discretion. This information should be made available only in the proper context and to others with a legitimate need to know. Anyone with a concern about the legality of information he or she possesses or the means by which it was gathered should consult with the Chief Compliance Officer.

# BURLINGTON CODE OF CONDUCT

We are residents and good corporate citizens of the communities in which we operate. We must comply with all applicable laws and regulations. Violations of laws can result in criminal and/or financial liability to you as well as the company.

## **Antitrust**

The antitrust laws are intended to foster greater competition among businesses and also support Burlington's own values to ethically conduct business with its vendors and competitors.

Any understanding between competitors that undermines competition could violate the law. Therefore, we should never agree with a vendor or competitor to charge certain prices, share pricing information, or to conduct sales at particular times. Pricing information is confidential and you should not share it with any third parties.

Our relationships with vendors are also affected by the antitrust laws. For example, we cannot use our influence to pressure a vendor to stop selling to our competitors. Also, we cannot allow a vendor to pressure us from doing business with a competitor of that vendor. In addition, while a vendor may suggest a retail price, only Burlington can set the retail price.

## **Foreign Corrupt Practices Act / Domestic Bribery**

We do not engage in, tolerate or permit bribery, corruption or similar unethical business practices. This means that we comply with anti-corruption laws – including the U.S. Foreign Corrupt Practices Act – in all of our business dealings here and worldwide. Anti-corruption laws and company policies prohibit you from giving or accepting any bribe to or from any person whether or not the person is a government official or a vendor.

Bribes may include cash, "kickbacks" or commissions, any arrangement to share a portion of the vendor's profits, or payment of expenses to you or your relatives. If you suspect a violation or have a question about these policies, contact the Chief Compliance Officer.

## **Data Security and Protection of Personal Information**

Burlington protects and respects the privacy of our customers. All customer information must be treated with the utmost care and security. You should only use or disclose information to others, whether fellow associates or third parties, if you are authorized for business purposes and in accordance with company data security policies and procedures and applicable laws and regulations.

## **Product Safety**

We are committed to providing our customers with safe, quality products that meet applicable safety standards. We expect and require that our vendors provide us with safe merchandise that meets or exceeds all applicable laws and regulations. We will never knowingly sell an unsafe product. We have a rigorous Product Compliance Program that is intended to minimize any product hazards.



# BURLINGTON CODE OF CONDUCT

## Insider Trading & Inside Information

You may become aware of important company information before it has been made available to the public. This information is called “material information” or “inside information” when it may influence a decision to buy or sell a company’s stock. You must safeguard the company’s confidential or non-public material information by not sharing it with anyone except as required by your job responsibilities. Such information may include financial data, plans for acquisitions, material contracts, or the hiring, firing, or resignation of a member of the Board of Directors or an officer of Burlington.

You are not allowed to buy or sell stock of Burlington or another company when you are aware of material or inside information that has not been made public. It is also illegal to provide inside information to others so that they may trade stock based on that information. It is important to remember that if you become aware of inside information about Burlington or another company, through your job duties, you may not take personal advantage, economic or otherwise, of that inside information, until the information becomes public or is no longer material. Also, you may not pass that inside information to anyone outside of Burlington. Immediate family members are also subject to the rule. Remember, you can be guilty of insider trading without personal gain. You should refer to the Insider Trading Policy located on the company’s portal for more information.

## Examples of prohibited insider trading include

- Buying and selling shares knowing that the share price will likely rise based on unannounced information.
- Knowingly passing information to family or friends of the company’s performance.

Trading stocks by directors, officers, and associates of Burlington is subject to compliance with applicable laws and the company’s Statement of Policy to All Corporate Personnel Concerning Securities Trading and Disclosure of Confidential Information (“Insider Trading Policy”) located on the company’s portal. If you have any questions about the sale or purchase of a security that might involve inside information or securities laws generally, you should review Burlington’s Insider Trading Policy and then consult the Chief Compliance Officer.

# BURLINGTON CODE OF CONDUCT

We ensure that our external and internal communications and activities are accurate and consistent with our Core Values.

## **Corporate Communications**

Only company spokespersons are permitted to speak to the media, investors or the general public regarding company matters. If the media or someone else approaches you for information regarding the company, whether formal or informal, written or oral, you should politely say that you are not an authorized company spokesperson and refer them to the Marketing Department at [media.relations@burlingtonstores.com](mailto:media.relations@burlingtonstores.com) or (609) 387-7800, ext. 53077. You should refer to the Media Policy in the Handbook for more information.

## **Using Social Media**

Social media includes various modes of publishing content online, including but not limited to website(s) and applications for social networking like Facebook, Instagram and YouTube, micro-blogging sites such as Twitter, online discussion forums like Google Groups, and many others. You should refer to the Acceptable Use Policy in the Handbook for guidelines for using social media.

## **Speaking Engagements, Vendor Requests, and Awards**

From time to time, you may be asked to speak, make a presentation, serve as a vendor reference or receive an award at a conference, industry event, trade show, or other work-related group/association. You must get the prior approval of the Executive Vice President in your department and the Executive Vice President of Marketing. This also applies to speeches or other presentations to be made at an award ceremony. In connection with the acceptance of any award or honor, any solicitation of Burlington's vendors to purchase tables or provide other support must first be approved by the Chief Executive Officer or his/her designees.

## **Political Activity and Public Service**

We are committed to acting as good corporate citizens in our communities. We encourage you to do the same and give back to the communities where we live and work. However, if you choose to engage in a charitable and/or civic cause, you should make it clear that your involvement and views are your own individual views, and are not that of Burlington.

We respect each other's choices about political participation. However, if you are seeking appointed or elected public office, you must first obtain prior written approval from the Chief Compliance Officer. Officers and directors must receive the approval of the Board of Directors or a designated committee.

You may not engage in any lobbying activities, or the appearance of lobbying activities, without the prior written approval of your immediate supervisor or a committee designated by the Board of Directors in the case of officers and directors. You may not take retaliatory action against another associate for not making specific political contributions.

# BURLINGTON CODE OF CONDUCT

## **Administration of the Code**

This Code of Conduct contains general guidelines for conducting business with the highest standards of ethics and integrity. Questions regarding these guidelines should be directed through the Open Door Policy, your immediate supervisor, Human Resources Representative or the Chief Compliance Officer.

## **Waivers of the Code**

Generally, Burlington does not grant waivers or exceptions to the Code. Waivers of this Code for associates can only be granted by the Chief Executive Officer. Waivers of this Code for executive officers or directors can be made only by the Board, or a committee of the Board.

## **Contacts**

### **Chief Compliance Officer**

(609) 387-7800, ext. 53181

[ComplianceOfficer@burlingtonstores.com](mailto:ComplianceOfficer@burlingtonstores.com)

### **Legal Department**

(609) 387-7800, ext. 2874

[Legal.Department@burlingtonstores.com](mailto:Legal.Department@burlingtonstores.com)