

J.CREW

Madewell

J.CREW
FACTORY

SOCIAL RESPONSIBILITY GUIDELINES **for vendors, factories, and mills**

HOW TO GUIDE

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INTRODUCTION

The cornerstone of J. Crew Group, LLC and its affiliates, parent, and subsidiary companies (J. Crew) *Social Responsibility Guidelines* is the *J. Crew Supplier Code of Conduct (Code)*. The Code outlines our requirements related to labor and human rights, environment, facility and cargo safety, and fair and honest operating standards. Our Code is based on the International Labor Organization (ILO) core labor standards and requires compliance with all laws in each of the countries in which your facilities operate and countries to which the merchandise is destined. Our Code applies to every level of our supply chain, including vendors, factories, mills, subcontractors, homeworkers, and sub-suppliers (collectively referred to as "Suppliers").

The Guidelines also define the processes and procedures that support our continuous improvement approach to compliance, and our commitment to improve working conditions in the facilities that produce or contribute to the production of J. Crew merchandise.

All vendors will be contacted and required to sign the *Social Responsibility Guidelines Acknowledgement* annually in order to do business with J. Crew (Refer to Page 27).

J. CREW SUPPLIER CODE OF CONDUCT

1. Health and Safety

Maintain a clean, safe, and healthy workplace and residential settings (where provided) which comply with all applicable workplace health and safety laws.

- Ensure that the production and dormitory buildings are structurally sound based on certified structural engineering construction approvals.
- Provide sanitary and safe conditions throughout the building including the production floor, stairwells, toilets, dormitories, canteen, and eating areas.
- Take a proactive approach to health and safety by implementing policies, systems, and training to prevent accidents and injuries.
- Eliminate unsafe production and finishing processes which can endanger the health of workers, such as sandblasting.
- Implement all legally required protocols to decrease the risk of fire, and maintain an effective fire detection system and response process which will effectively protect the safety of workers in the event of fire.
- Provide training to workers on emergency procedures including safe exit routes and safe shelter locations.
- Provide workers with PPE (Personal Protective Equipment) which is appropriate for the hazards involved, and require its use based on applicable law to protect the health and safety of workers. Train workers to properly use, store, and maintain PPE.

2. Hours of Work

Comply with all applicable laws and regulations. Except as necessitated by extraordinary business circumstances, workers shall not be required to work more than 60 hours per week (including overtime). All overtime work must be voluntary and compensated at a premium rate. Workers must be provided with at least one day off in every 7-day period.

- All factories must use a timecard, electronic bar card system, or attendance sheets to measure actual working hours for all production workers.
- If attendance sheets are used to document hours of work, they must show the start and end times for each day, overtime hours, rest day hours, and the signature of the worker verifying the accuracy and completeness of their attendance sheets.
- Facility management must not discourage or deny workers their right to a day of rest, vacation, sick leave, and holidays.
- Overtime must be voluntary and not excessive. Support workers who are not interested in working overtime and exert no undue pressure.
- Factories that are transparent in reporting working hours will be provided time to make continuous improvements on this difficult issue.

3. No Forced Labor

Forced, bonded, compulsory, or prison labor is absolutely forbidden. There shall be no restrictions on movement, no withholding of personal documents or deposits, and only voluntary overtime. Must engage in ethical recruitment practices. Must take adequate steps to ensure that workers are not trafficked or involved in modern slavery.

- Provide workers with a labor contract which meets legal requirements and is written in the language of the individual workers.
- Provide workers with the right to voluntarily end their employment without an excessive notice period.
- Employment must be voluntary and free from physical and sexual violence, intimidation and threats, financial penalties, deception, debt bondage, or coercion.
- Provide workers with free access to religious facilities, toilets, and drinking water.
- Do not require migrant workers to pay any recruitment or repatriation fees.
- Refrain from retaining identity documents of workers. If there is a necessary cause for retention, provide workers, including migrant workers, access to their identity documents, travel documents and work permits immediately upon request.
- Employ management staff who speak the languages of the workers.
- Conduct adequate due diligence to verify that facilities do not violate any worker rights required in this Code.
- Notify J. Crew within 5 business days of any contact made to facility management by a representative of U.S. Customs and Border Protection, a non-governmental organization (NGO), or research institute for investigating its labor conditions or potential forced labor, or in the event a representative from U.S. Customs and Border Protection visits a production facility.

4. No Child Labor

J. Crew Suppliers must follow applicable law and employ workers that are (i) at least 15 years of age; or (ii) the age for completing compulsory education; or (iii) the minimum working age, whichever is higher. Workers under 18 shall be protected from working overtime, performing hazardous work, and working night shifts.

- We recognize the right of every child to be protected from economic exploitation and interfering with a child's education.
- Suppliers must have recruitment, selection, and hiring policies and procedures that include effective age verification procedures.
- Suppliers who hire young workers must follow international standards and local law to protect workers under the age of 18 from conditions likely to endanger their health, safety, or welfare.

Below are three different scenarios related to children which violate our Code, and information on how each type of violation may be addressed:

#1 - ILLEGALLY EMPLOYED

A child is employed under the local minimum age, there is proof of an employment relationship (a contract, facility ID, working hours record, or payment record), and the child is not attending compulsory education.

The supplier must:

- a. Provide all expenses to send the child home safely.
- b. Pay all education expenses for the child, included school fees, uniforms, books, and related costs until the child reaches the minimum working age.
- c. Compensate the child for lost wages until the child reaches the minimum working age.

J. Crew will:

- a. Terminate the facility participating in child labor.
- b. Issue a \$10,000 chargeback to the vendor for violating the Child Labor policy.
- c. Warn the vendor that the business relationship will be terminated if another child issue is found in any of the other factories used by the vendor at any time in the future.

#2 - INFORMALLY WORKING

A child is observed working in the facility who is under the local minimum age, there is no proof of an employment relationship, the child is attending compulsory education, and the child is helping in the facility for short periods of time (while on school vacation or due to lack of childcare).

The supplier must provide all expenses to send the child home safely.

J. Crew will:

- a. Terminate the facility participating in child labor.
- b. Issue a \$10,000 chargeback to the vendor for violating the Child Labor policy.
- c. Warn the vendor that the business relationship will be terminated if any type of child issue is found in any facility producing J. Crew merchandise in the future.

#3 - CHILD CARE ISSUE

A child is observed in a production area and is not involved in any work-related tasks. The child may be with a parent or relative who is an employee of the facility. This is an unsafe situation for the child and is not acceptable under our Code.

The supplier must provide all expenses to send the child home safely.

J. Crew will:

- a. Warn the vendor that the business at the facility level will be terminated if any type of child issue is found in the same facility in the future.
- b. Inform the vendor that J. Crew will issue a \$10,000 per-child chargeback if any type of child issue is found in any facility producing J. Crew merchandise in the future.

Note that the above are examples provided for illustrative purposes only. J. Crew reserves the right to take any additional or different steps to address any real or suspected child labor or Code violation.

5. Transparency

Provide full access to J. Crew or its third-party representatives, as requested, for audits or investigations; provide complete and accurate records and information. When requested, provide full transparency to your supply chain partners who provide source materials to produce J. Crew products.

- J. Crew is committed to collaborating with suppliers who are transparent and honest, and provide accurate information and records as needed to assess compliance with the J. Crew Supplier Code of Conduct.
- Maintain complete and accurate daily operational records based on accepted industry practice, and maintain records for at least the previous 12 months.
- Provide mapping of all entities in your supply chain at all tiers of sourcing and production.
- Provide detailed supply chain mapping in adherence with J. Crew's *Transparency and Traceability SOP*. Supplier shall respond to requests about its supply chain partners, including factories, mills, spinners, ginners, raw material suppliers, subcontractors, and other sourcing partners involved in J. Crew's supply chain within 48 hours of the date of the request, as set forth in the *Vendor Master Agreement* and/or the *Material Supplier Agreement*. These records must be maintained by the supplier for a minimum of 5 years.
- Factories must retain samples of products made with cotton or cotton blends for possible country of origin fiber testing until the related shipments have cleared US Customs. For more information refer to the *Obtain Finished Garment Cotton Sample Retention SOP* located in the JCI Vendor Portal under TRANSPARENCY AND SUSTAINABILITY GUIDELINES or contact socialresponsibility@jcrew.com.

6. Anti-Corruption

Prohibit all forms of corruption, including extortion, bribery, or other abuses of power to gain an advantage.

- J. Crew requires that all production and business conducted on our behalf is done in an honest and ethical manner.
- J. Crew observes the standards set forth in applicable anti-bribery laws including the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and the People's Republic of China Anti-Unfair Competition Law.
- In compliance with the Foreign Corrupt Practices Act (FCPA) J. Crew suppliers must not give, authorize, promise, or offer anything of value directly or indirectly to foreign officials with the intent of obtaining or retaining business, influencing a specific act or decision, or omitting any act in violation of the lawful duty of a public entity or official. Vendors shall notify J. Crew if they become aware that an approved supplier is in violation of any anti-corruption law.
- Auditors visiting a facility on behalf of J. Crew are advised to report any attempted bribe by the factory to the auditor (i.e., money, product samples, gifts, meals outside of the facility,

entertainment, payment for hotel) in exchange for a higher rating or other favorable treatment, and the incident will likely result in terminating business with the facility.

- Suppliers must report any unprofessional or unethical behavior demonstrated by an auditor while conducting a social compliance audit on behalf of J. Crew. We will investigate all allegations of unethical or unprofessional behaviors, including auditors requesting a bribe from factory management in exchange for a higher audit rating or other favorable treatment.

7. Nondiscrimination

Must not discriminate in recruitment, hiring, compensation, training, benefits, advancement, termination, or retirement based on race, sexual orientation, ethnic origin, religion, gender identity or expression, marital status, disability, political opinion or other personal characteristics or belief.

- Base employment decisions strictly on an individual's proven competence and capacity to perform the work.
- Integrate fairness and equality into hiring, wages, advancement opportunities, training and development, and termination.
- Develop and maintain effective systems to protect migrant, temporary, and seasonal workers from any form of discrimination.
- Do not question prospective workers about their pregnancy status, and pregnancy tests may not be a pre-condition to employment.

8. Laws and Regulations

Operate in full compliance with all applicable local, national, and international laws, standards, and regulations relevant to employment, workers, and the conduct of business.

- Designate a management representative who is responsible for monitoring compliance and ensuring that the facility complies with its legal obligations and the requirements of the J. Crew Supplier Code of Conduct.
- Maintain all necessary records and updated permits related to the operation of the facility.
- The facility rules and employment handbook must be current and include practices that comply with international standards, local law, and the J. Crew Supplier Code of Conduct.
- Include a formal written policy in the handbook governing worker termination and layoffs. This should include fair retrenchment procedures which will be following when the facility must reduce the size of its workforce for any reason.
- Post the J. Crew Supplier Code of Conduct in a location which is accessible to all workers, and in the language of each worker.

9. No Harassment or Abuse

Treat all workers with respect and dignity. No worker shall be subject to corporal punishment or physical, sexual, psychological, or verbal harassment or abuse. Violence of any kind is wholly prohibited. Monetary fines must not be used as a disciplinary practice.

- Support a culture in the workplace and dormitories that is free from harassment and abuse.
- Train supervisors and production workers upon hiring and on an ongoing basis regarding behaviors that are considered harassment or abuse.
- Have a written policy that clearly states that any form of harassment or abuse is unacceptable, and outline specific behaviors which will not be tolerated.
- Include specific disciplinary actions for each infraction of the harassment policy.
- Do not permit workers to make comments which threaten another worker's physical or psychological well-being.
- Document all disciplinary actions including a written acknowledgement from the worker, and make it part of the worker's record.

10. Environment

Adhere to applicable local, national, and international laws and regulations that protect and preserve the environment. Drive impact reductions in the use of water, chemicals, and carbon emissions.

- Appoint an employee who is responsible for implementing and maintaining the facility's environmental management system.
- Provide regular environmental training to the workers.
- Maintain up-to-date environmental impact permits and certifications required by law.
- Manage solid and hazardous waste in compliance with local law and regulations, and verify that environmental contractors are properly qualified and licensed.
- Develop comprehensive environmental management practices related to water use, wastewater discharge, air emissions, energy efficiency, and waste reduction.
- Develop an effective approach for managing chemicals based on the [Affirm Group's RSL Program](#) to identify and mitigate chemical risk to workers and the environment, including proper handling, storage, use, and disposal of chemicals.
- Provide adequate ventilation and circulation of air especially in areas using chemicals or paints, and in areas with significant dust and material particles.
- Respond to requests from J. Crew to complete the HIGG FEM Index. For more information on this requirement, refer to *HIGG Index Requirements* located in the JCI Vendor Portal under SUSTAINABILITY or contact socialresponsibility@jcrew.com.

11. Customs and Security (Factories only)

Comply with all applicable local, national, and international customs laws, including those which prohibit trans-shipments. Implement security measures and participate in audits consistent with the recommendations set forth by the Customs-Trade Partnership Against Terrorism (C-TPAT).

- When requested, complete a J. Crew C-TPAT questionnaire designed to assess the scope and adequacy of the security arrangements currently in place at your manufacturing facility.
- Create procedures that ensure the integrity and security in the transportation, handling, and storage of cargo.
- Prevent unauthorized entry to facilities.
- Screen prospective employees, and conduct background checks.
- Limit employee access to keys, key cards, and computer systems unless they have a job related to the need for such access.

For additional information on how to manage security risk, refer to *C-TPAT Security Recommendations* located in the JCI Vendor Portal under SOCIAL RESPONSIBILITY.

12. Freedom of Association

Recognize and respect the rights of workers to freely associate and bargain collectively. Where such rights are not provided by law, workers will be provided with the means for independent and open communication.

- Establish a written policy which states that workers have the right to lawfully form unions, and address worker grievances and workplace issues collectively.
- Do not terminate, penalize, threaten, demote, or restrict workers who choose to lawfully form or join a union.
- Recognize and bargain in good faith with legally formed unions.
- Maintain respectful and transparent communication between employees, their representatives, and management.
- Develop and implement an effective grievance mechanism which resolves internal industrial disputes.
- Implement systems that support worker and management relations such as Health and Safety Committees.

13. Worker Empowerment

Implement and clearly communicate a process that allows employees to raise workplace grievances confidentially and anonymously, without fear of reprisal or retaliation. Post the J. Crew Supplier Code of Conduct in each factory, mill, and production facility.

- Maintain a documented process for workers to report complaints or grievances.
- Assign a representative to manage the complaint handling process.
- Ensure that new workers are informed of the process and encourage employees to speak up if they observe or suspect misconduct.
- Adopt a zero-retaliation policy for those who raise complaints in good faith.
- Track and record all complaints, including actions taken.
- Do not coach or influence workers prior to a social compliance audit on how to respond to auditor questions during worker interviews.
- Encourage the development of a Worker-Management Committee to provide a forum for workers to express their views on the work environment, policies and systems, and other topics which impact worker well-being.
- Post the *J. Crew Supplier Code of Conduct* in each production facility and mill in a location which is accessible and in the language of all workers.

J. Crew will protect workers who report alleged incidents of non-compliance with the Code and investigate all reported incidents of whistleblower retaliation.

14. Wages and Benefits

Comply with all applicable wage and social security laws and regulations. Workers shall be paid at least the minimum wage or a wage consistent with prevailing local industry standards, whichever is higher. Overtime work shall be compensated at the premium rate which is legally required. Compensation must be provided at least monthly and without illegal or inappropriate deductions or penalties.

- Provide a simple written description to new workers of how pay is calculated, including production bonuses, paid leave, benefits, and deductions.
- Ensure that wages and social benefits are paid on time according to the local law requirement. There must be no withholding of wages for any reason.
- Ensure workers understand how to utilize their benefits.
- Adhere to an established pay schedule, and for each pay period provide workers with pay slips that detail gross and net wage calculations and applicable deductions.
- Ensure workers maintain their own timecards or wage slips.
- Maintain and be able to provide payroll records for at least the prior 12 months.
- Be able to demonstrate that individual wage rate increases are fair and based on legally accepted practices.
- Consider a plan to progressively raise employee living standards through improved wage systems, benefits, welfare programs, and other services which exceed the legal requirements and enhance quality of life.

15. Subcontracting

With prior written authorization from J. Crew parts of the manufacturing process may subcontract to other facilities. However, as a condition of approval, subcontractors must agree to comply with the standards outlined in this Supplier Code of Conduct.

- Review the J. Crew requirements on the registration of subcontractors and register all in-scope subcontractors prior to production by completing either a *New Vendor Form for factories*, the *Homeworker Registration Form* for homeworkers, or the *Material Supplier Request Form* for mills.
- Wait for written authorization from J. Crew Social Responsibility team before starting production in the subcontracted factory or by homeworkers.
- Subcontractors must post the *J. Crew Supplier Code of Conduct* in each production facility in a location which is accessible and in the language of all workers.
- The vendor is responsible for ensuring that all subcontractors understand and adhere to the *J. Crew Supplier Code of Conduct*.

POLICIES AND PROCEDURES

SOURCING RESTRICTIONS

Sanctioned Countries

Suppliers may not produce or use materials in the production of J. Crew merchandise originating from countries which have been sanctioned or embargoed by the Office of Foreign Assets Control (OFAC). The full list of sanctioned countries is found here on the US Department of the Treasury website: [US Dept. of Treasury - Sanctioned Countries](#).

Sanctioned Entities and People

Additionally, supply chain partners (including but not limited to vendors, factories, and mills) may not procure materials or goods, or engage in transactions with select people or entities who have been sanctioned by OFAC. The full list of sanctioned individuals and entities is found here on the US Department of the Treasury website: [US Dept. of Treasury - OFAC Sanctions](#).

Forced Labor Prohibitions

J. Crew suppliers may not produce or use any materials in the production of J. Crew merchandise sourced from countries, regions, or entities that the U.S. government has deemed as forced laborers. Additionally, J. Crew suppliers must not use any material, including cotton, in the production of J. Crew merchandise from any country where there is evidence that indicates the use of systemic, forced or child labor in the harvesting of source material.

The U.S. prohibits the importation of merchandise mined, produced, or manufactured, in whole or in part, in any foreign country by forced or indentured labor, including child labor. Reasonable suspicion by the U.S. Customs and Border Protection (CBP) agency that merchandise was made in whole or in part with forced labor may result in initial detentions, known as Withhold Release Orders (WRO), even when the evidence is not conclusive. Vendors, factories, mills, and suppliers must be familiar with the products related to [previous and active CBP WROs](#).

Additionally, the [Uyghur Forced Labor Prevention Act](#) presumes that products manufactured in or with materials sourced from the Xinjiang Uyghur Autonomous Region (XUAR or "Xinjiang Province") of China, or products manufactured by certain entities, are made with forced labor. The UFLPA includes a published [list of entities covered by this rebuttable import ban](#).

Moreover, U.S. law continues to deem any North Korean nationals working in a supply chain as forced laborers regardless of the origin of the goods. Under the "Countering America's Adversaries Through Sanctions Act" (CAASTA), the U.S. bans goods made wholly or in part by the labor of North Koreans.

REGISTRATION

Vendors and Factories

- Registration is required for vendors and factories producing merchandise for sale in J. Crew or Madewell stores, factory outlets, online, or merchandise sold by Madewell to wholesale customers by completing the *New Vendor Form (NVF)*.
- Vendors must register their company and their manufacturing facilities, and receive approval from the Social Responsibility team before production starts on a J. Crew Purchase Order.

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- To complete all required approvals, we recommend that vendors register new facilities 2 months prior to the planned production schedule.
- The vendor's name on the NVF must match the name that is on the Purchase Order, and the facility names must match the government-issued business licenses.
- Each time a new production facility is chosen for J. Crew production, the vendor must complete a new NVF form.
- Vendors who do not anticipate using a registered facility for J. Crew production within the next 12 months, should contact socialcompliance@jcrew.com.

Fabric and Yarn Mills

- Registration is required for new mills that provide source material to our production facilities by completing the *Material Supplier Request Form* and sending to raw_materials_sourcing@jcrew.com.
- The mill name on the *Material Supplier Request Form* must match the government-issued business license.
- Although we may assess the social compliance level of a mill within the first year of production, a social compliance assessment is not required for approval of the mill.

Subcontractors

J. Crew recognizes that there may be unforeseeable or extraordinary circumstances which may require part of a Purchase Order, or part of a production process to be shifted to a new site. If this should ever be necessary, the subcontractor must be registered prior to production by completing the *New Vendor Form* (factory), or the *Material Supplier Request Form* (mill).

Once a factory subcontractor is registered, J. Crew will either schedule a J. Crew social compliance audit, or request compliance information from the subcontractor. A vendor must receive written authorization from J. Crew before any factory production begins in the subcontracted facility. And if approved, the subcontractor must adhere to the *J. Crew Supplier Code of Conduct*.

Failure to register a factory or mill prior to production will result in a \$10,000 chargeback for the first offense. If there is a second incident of unauthorized subcontracting by any facilities used to produce J. Crew merchandise, J. Crew reserves the right to immediately and permanently discontinue business with the supplier.

Although J. Crew supports the limited use of authorized subcontracting, we expect vendors to work with the facility to better understand the root cause which creates the need for subcontracting, and to make operational improvements capacity building strategies.

Homeworkers

J. Crew understands the value of craft-based work in our supply chain, and its value in promoting access to social and economic opportunity for women. Therefore, we allow the use of homeworkers when specific policies and procedures are followed.

All homeworkers must be registered regardless of the type of process or the product. Prior to the use of homeworkers, the vendor or contracting facility must download the *Homeworker Registration Form* located in the JCI Vendor Portal under SOCIAL RESPONSIBILITY and complete and submit to

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socialcompliance@jcrew.com before production begins. This registration form provides J. Crew with basic information related to the 1) location, 2) number of homeworkers, 3) product and process, 4) materials, 5) contracts, and 6) wages. J. Crew will review the information and gather more detail as necessary related to the individual homeworkers, and documentation ensuring that the facility is protecting the rights of the homeworkers as it relates to worker rights, child labor, wages and benefits, and health and safety.

Here is a summary of the registration and auditing requirements related to our facilities and subcontractors:

Type of Production	Registration Process	Requirement
New Fabric and yarn mills:	Complete the <i>Material Supplier Request Form</i> and submit to raw_materials_sourcing@jcrew.com	May be subject to a social compliance assessment
New Factories:		
Full production from cutting to packing	Complete the <i>New Vendor Form (NVF)</i>	Pre-Qualification Audit <u>required</u>
One or more primary production processes (cutting, sewing, assembly, finishing, ironing, packing)		
One or more secondary production processes (embroidery, beading, printing, washing, hand stitching) where the piece good or part is labeled with the J. Crew brand	Contact socialcompliance@jcrew.com for next steps	Pre-Qualification Audit <u>may be required</u>
Secondary process where the piece good or part is not labeled with the J. Crew brand	Registration of facility <u>not required</u>	Pre-Qualification Audit <u>not required</u>
Homeworkers:		
All Homeworkeer locations must be registered	Complete the <i>Homeworker Registration Form</i> located in the JCI Vendor Portal under SOCIAL RESPONSIBILITY	Documentation from the facility ensuring Homeworkers are protected by the Code

J. CREW SOCIAL COMPLIANCE AUDIT

We monitor the level of compliance with our *J. Crew Supplier Code of Conduct* on a regular basis by engaging independent third-party service providers to conduct audits on our behalf in facilities that are part of our full supply chain, including factories, mills, and subcontractors. It is also important to note that:

- It is the responsibility of the vendor, agent (if applicable) and facility to ensure that policies and practices are in place that support a high level of compliance with the *J. Crew Supplier Code of Conduct*.

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- An auditor from the J. Crew Social Responsibility team may at times conduct an audit or assessment, or participate in an audit conducted by a third-party auditor.
- Based on risk elements such as audit history, location of facility, and type of production, J. Crew will determine which facilities are required to participate in an audit or assessment, and the frequency of re-audits.
- Although most audits will assess the facility's compliance compared with all 15 requirements of the Code, at times we will conduct a more focused assessment that reviews only a few of the Code elements based on previously identified non-compliances or allegations of non-compliance.

Pre-Qualification Audit (Factories)

J. Crew seeks to collaborate with suppliers that share our commitment to ethical and socially responsible business practices. We therefore require that each new manufacturing facility participate in a J. Crew social compliance audit and be approved for production by the J. Crew Social Responsibility team prior to a purchase order being placed. The vendor is responsible for the cost of this audit, and approval of the factory will be based on the audit results which will detail the level of compliance with the *J. Crew Supplier Code of Conduct*.

There are three possible decisions based on the results of a pre-qualification audit:

Not Approved

A factory may not be approved for production if the pre-qualification audit cites multiple critical issues which are likely to require systemic changes or changes to internal management protocols before the facility is able to reach an acceptable level of compliance based on the *J. Crew Supplier Code of Conduct*. The facility will be provided with detail on the non-compliances, and if requested, the Social Responsibility team will provide guidance on the types of changes that would support approval for production of J. Crew merchandise in the future.

Conditionally Approved

A factory may be issued a conditional approval if the audit cites a small number of critical non-compliances which can be remedied within 3-6 months. In this situation, a re-audit will be conducted to ensure that the non-compliances have been addressed. If the re-audit cites any critical issues, the factory will not be approved for future production.

Approved

If there are no critical issues, and a high level of compliance with the *J. Crew Supplier Code of Conduct*, the factory will be approved for production, and an audit will be conducted in 12-24 months, depending on the level of compliance and the types of non-compliances.

Collaborative Audits

In certain facilities that produce merchandise for J. Crew and another brand, we will collaborate with the brand to have one audit conducted and the results shared with both brands. This approach reduced audit fatigue and audit costs. If your facility is interested in having a collaborative audit conducted with another brand, please send the name of the brand to socialcompliance@jcrew.com. We will review the social responsibility program of the other brand, and let you know if both brands agree to conduct a collaborative audit.

AUDIT EXEMPTIONS

Better Work

J. Crew supports the Better Work programs in Bangladesh, Cambodia, Vietnam, and Indonesia, and we encourage all facilities located in those countries, who are eligible, to participate in the [Better Work](#) program. We will accept a Better Work audit in lieu of a J. Crew audit. However, if a Better Work audit cites critical issues and a low level of compliance with the *J. Crew Supplier Code of Conduct*, we will collaborate with Better Work on a remediation plan, and in some situations may conduct an independent audit.

Fair Trade USA

J. Crew supports the [Fair Trade USA - Apparel & Home Goods](#) certification program, and we accept a Fair Trade USA audit in lieu of a J. Crew audit for those facilities who are in the process of being Fair Trade Certified or are certified. If you are producing J. Crew merchandise in a facility where you are Fair Trade Certified for another brand, please let us know and we will explore the possibility of producing our merchandise in that facility as Fair Trade USA Certified.

Other Brand Audits

The J. Crew Social Responsibility team may approve another Brand's social responsibility program if it has similar requirements in key areas. The Brand's program must have clear audit procedures that can accurately assess 1) the transparency of facility records, 2) unauthorized subcontracting, and 3) corrupt business practices. If a facility has been approved for production based on a J. Crew pre-qualification audit, we may accept a brand audit in lieu of the annual J. Crew audit. If you have the results of a brand audit which was conducted within the prior 6 months, and want us to consider an exemption of an upcoming J. Crew audit, please submit the request and a copy of the audit to socialcompliance@jcrew.com and we will let you know if we are able to exempt your J. Crew audit. Suppliers are also encouraged to share the results of an audit conducted by J. Crew with other brands.

Certification Schemes

We will exempt a **mill** from a J. Crew assessment if the facility provides a copy of a social compliance audit from another brand, or an FSLM assessment.

We will accept an audit from a certification body (WRAP, SA8000, SLCP, FSLM, BSCI, etc.) in lieu of a J. Crew audit in a **factory** if:

- a J. Crew audit was conducted in the facility within the prior 12 months, and it received a **Very Good** or **Acceptable with Issues** rating, and
- the certificate was issued from the certification scheme, or the assessment was verified within the prior 12 months.

We reserve the right to conduct a J. Crew audit, at our expense, in any facility where we have previously accepted a certification scheme in lieu of a J. Crew social compliance audit.

SCHEDULING SOCIAL COMPLIANCE AUDITS

Semi-announced Audits

When the J.Crew Social Responsibility team decides that an audit or assessment is required in a facility, we will select one of several 3rd party audit firms to assess the supplier's level of compliance

SOCIAL RESPONSIBILITY GUIDELINES for vendors, factories, and mills

with the expectations set forth in the *J. Crew Supplier Code of Conduct*.

- The 3rd party audit firm will email an audit notification to the facility with a request to 1) validate the facility name, location, and contact information, 2) sign a Code of Ethics or Anti-Bribery agreement, and 3) provide a copy of the business license.
- The audit notification will also include a list of documents which will be needed during the audit, and additional operational information needed prior to the audit.
- If it is an announced audit, the 3rd party will provide a 14-day audit window.
- Suppliers are expected to confirm acceptance of the audit window within 3 days.
- Please note that we do not delay the audit for reasons which may include the facility not being "ready" or facility management not being available. If there is a valid reason why the audit cannot be conducted during the given timeframe (e.g., official power outage notice, national holiday), it is the responsibility of the vendor to contact the J. Crew Social Responsibility team or the 3rd party as soon as possible, and at least 7 days before the start of the audit window.
- Suppliers must be prepared during the audit window with facility personnel who can work with the auditor, provide access to necessary documents and records, and facilitate private worker interviews.
- J. Crew reserves the right to reduce or lengthen the audit window.

Unannounced Audits

In certain situations, an audit may be totally unannounced. In these situations, no advanced warning will be provided to the vendor or the facility for an upcoming audit. However, as a supplier to J. Crew we expect full cooperation by factory management in providing the visiting auditor full access to the facility, records, and workers during the one or two-day audit.

SOCIAL COMPLIANCE AUDIT PROCESS

The audit will assess the level of compliance compared with the *J. Crew Supplier Code of Conduct* and all legal requirements related to health and safety, hours of work, forced labor, child labor, transparency, anti-corruption, discrimination, harassment or abuse, environment, wages and benefits, freedom of association, worker voice, and subcontracting.

Factories should expect the following on the day of the audit:

- The auditor will present a letter of authorization from J. Crew upon arrival.
- The audit will either be fluent in the local language or be accompanied by a translator.
- The audit will take over one or two full days depending on the size of the facility and the number of workers. The audit notification will include the expected length of the audit.
- The audit will include an opening meeting, document review, facility walkthrough, employee interviews, and a closing meeting.

Audit Policies

- All suppliers must allow full access to facilities and full disclosure on all practices, locations, and resources related to production.

- Full facility access includes the production areas, kitchens/canteens, restrooms, dormitories, sample room if housed in the facility, and the building exterior.
- The standards outlined in the *J. Crew Supplier Code of Conduct* apply equally to all workers – permanent, temporary, migrant, and legal young workers, as well as those being paid hourly, salaried, or piece-rate.

The Opening Meeting

The auditor will meet with those who are responsible and involved in day-to-day operations that impact social compliance. The auditor will explain the audit process, and what will be required to complete the audit. We expect the facility to assign a point person for the duration of the audit to assist the auditor in all aspects of the audit including the records and documents needed for review and arranging the worker interviews.

Facility Tour

A tour of the facility is meant to familiarize the auditor with the operation. The tour will provide the auditor with information related to general housekeeping, the use of equipment, the storage of merchandise, supplies, and chemicals, the capacity of the facility, and general working conditions. Based on what is observed during the tour, the auditor will request additional information and identify workers for the interviews.

Document Review

The audit notification will include a complete list of the documents required for review during the audit including:

- Payroll records and timecards for all workers
- Piece rate records (if applicable)
- Employee files with age documentation
- All legally required certifications and licenses
- Production records
- Subcontractor and raw material records
- Financial records
- Disciplinary records
- Access to CCTV recordings

Worker Interviews

The employee interviews are a very important part of the audit process. Please note the following requirements:

- Management must provide a private area for the employee interviews.
- Selection of employees is at the sole discretion of the auditor.
- Interviews may be conducted one-on-one or in small groups.
- The number interviewed will depend on the number of employees in the facility.
- Coaching production workers to provide inaccurate information or be less than transparent during worker interviews is strictly prohibited.

The Closing Meeting

The auditor will meet with key facility management during the closing meeting to discuss preliminary audit findings and provide a detailed list of the specific non-compliances. The list includes a recommended corrective action for each non-compliant issue. If the facility agrees with the findings, they will be asked to sign this document, and the auditor will leave a copy with the facility.

SOCIAL COMPLIANCE AUDIT RATINGS

The rating for a social compliance audit will be determined based on the number and severity of the non-compliances, the supplier's transparency with wages, hours, and required documentation, and the level of improvement in the compliance level since the previous audit.

The audit results provided to the supplier after the audit will include the timing of the next audit. In a high-risk situation, we may require an audit in 1-3 months.

Vendors will be responsible for the cost of all pre-qualification audits, and future audits with ratings of Fair, Needs Improvement, or Immediate Attention Required.

J. Crew rewards suppliers with facilities that reflect a high level of compliance with the J. Crew *Supplier Code of Conduct*. Therefore, after the pre-qualification audit, J. Crew will pay for the cost of all future audits rated **Very Good** or **Acceptable with Issues** and reduce the audit frequency.

Rating	Sample Violations	Next audit:	Production Impact
Very Good	The facility fully complied with the J. Crew <i>Supplier Code of Conduct</i> .	18-24 months	No impact
Acceptable with Issues	A few minor issues such as workers missing personal protective equipment, or a fire extinguisher at an incorrect height.	18 months	No impact
Fair	Multiple medium risk issues such as workers exceeding overtime hours, blocked aisles, health and safety issues.	12 months	No impact
Needs Improvement	Multiple and major issues such as under-payment of minimum or overtime wages, delayed wages, incomplete time or attendance records, inconsistent/falsified records, fire safety risks.	6 months	Future orders may be at risk
Immediate Attention Required	Multiple and major issues and at least one critical issue including access-denied, unapproved subcontractor, alleged harassment, or abuse.	1-3 months	Future orders potentially at risk
Termination	- A substantiated critical issue such as bribery, child labor, forced labor. - Facility receives three consecutive "Needs Improvement" ratings and is not committed to correcting repeated issues. - Denied access on 2 consecutive audits. - Auditor threatened, harassed, or detained.	N/A	No new production permitted

CRITICAL ISSUES

J. Crew prefers to support compliance improvements with long term partners who support our ethical standards and goals. Therefore, when most non-compliances are found, we take a collaborative approach in working with the supplier to improve the level of compliance rather than terminate a production facility. Leaving is a disruption in our supply chain, and most importantly leaving a facility can negatively impact the lives of facility workers.

Although we will continue to support most production facilities in reaching a higher level of compliance, the following situations are considered to be critical issues and may result in J. Crew terminating the production in a facility, and possibly the business relationship with the vendor.

Each of these situations are broadly inconsistent with J. Crew's expectations, values, and high ethical standards.

- 1. Attempted bribery of an auditor
- 2. Life threatening health or safety issues
- 3. Coaching workers prior to interviews
- 4. Child workers under the legal age of employment
- 5. Prison, bonded, indentured, or forced labor
- 6. Unauthorized subcontracting
- 7. Lack of improvement in the level of compliance after the second audit

Response to Critical Issues

- J. Crew will notify the supplier of the alleged critical issue.
- The supplier will be asked to respond to the allegation with additional information.
- If needed, J. Crew will collaborate with a 3rd party firm in conducting an investigation.
- If J. Crew determines that the allegation is substantiated, the supplier will be notified of the resulting action which may include one or more of the following: 1)termination of the facility, 2)termination of the business relationship with the vendor, 3)a warning letter, 4)a non-compliance penalty, 5)further liability as referenced in the *Vendor Master Agreement* and *Material Supplier Agreement*.

NON-COMPLIANCE CHARGE BACKS

J. Crew reserves the right to charge back vendors a penalty fee for substantiated non-compliance with the *J. Crew Supplier Code of Conduct*. Those charges include:

Non-compliance with our Subcontracting, Child Labor, or Forced Labor policies	\$10,000 per offense
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- The vendor will be notified prior to the chargeback being processed.
- J. Crew reserves the right to charge back a penalty for a substantiated non-compliance on any critical issue.

REMEDIATION

The J. Crew Social Responsibility team will send the list of the specific non-compliances found during the audit or assessment to the vendor and facility. We ask that the facility complete the Corrective Action Plan (CAP) and include a response for how each non-compliant issue will be remedied. Each response should include:

- Details of the steps the facility will take to correct the issue.
- A realistic date that the remediation will be completed.
- The conditions or systems which will improve and prevent the issue from happening again.

The CAP should be sent back to the J. Crew Social Responsibility team within 10 days. We will review and collaborate with the facility on the remediation plans until the CAP is approved.

Facilities which are having difficulty meeting the requirements of our compliance program should consider contacting a reliable consultant who can support the facility's efforts toward greater transparency, capacity building, and improvements on wage and overtime non-compliances.

OTHER TYPES OF AUDITS

Social Compliance Assessment (Mills)

In 2023 we will introduce an assessment protocol for our strategic fabric and yarn mills. The specific standards to be evaluated will include many elements of a traditional social compliance audit such as working hours, employee treatment and involvement, and health and safety, as well as environmental compliance with local laws, and implementation of our *Transparency and Traceability SOP*.

We will request a select group of fabric mills that supply material to produce J. Crew merchandise to participate in a J. Crew Social Compliance Assessment. The selected mills will be contacted with information on the process and the expectations, and provided the support needed to successfully complete the in-person Assessment conducted by a 3rd party service provider or a J. Crew auditor.

Before a mill assessment is scheduled, J. Crew will ask the mill to submit any social compliance assessments that may have been completed for another brand, or a HIGG FSLM audit if the mill is a registered user of the FSLM module to socialcompliance@jcrew.com. We will accept either of these in lieu of a J. Crew Social Compliance Assessment.

HIGG Facility Environment Module (FEM)

J. Crew is committed to measuring the environmental impacts related to the production of our merchandise across our supply and partnering with suppliers in reducing those impacts. As part of

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that effort, we are leveraging the [HIGG Facility Environmental Module](#) (FEM) which standardizes how facilities measure and evaluate their environmental performance.

Each year we nominate a select group of production facilities to complete the FEM Self-Assessment Questionnaire and then have it verified by a participating 3rd party audit firm. If you are selected, you will be contacted by the J. Crew team and provided with instructions, expectations, and a timeline. If a J. Crew supplier is already a registered user of the HIGG FEM module, and is completing this annual assessment for another brand, we will accept the assessment and verified assessment already completed. For further information please contact socialresponsibility@jcrew.com.

SCAN/C-TPAT (Factories)

J. Crew is a member of the [SCAN Association](#) (Supplier Compliance Audit Network), a non-profit organization which standardizes the C-TPAT audit process and allows members to reduce audit fatigue by sharing supply chain security audits. J. Crew will not require a C-TPAT audit if a vendor:

- 1) has a SCAN audit on file, 2) is a participant in a mutually-recognized supply chain security program from one of the following countries: Canada, Israel, Mexico, Taiwan, Dominican Republic, Japan, New Zealand, United Kingdom, European Union, Jordan, Peru, India, Korea, or Singapore, 3) can provide the C-TPAT audit results from a SCAN-approved audit firm (BSI, Intertek, SGS, BV, UL, Omega, Eurofins), or 4) provides a GSV audit conducted within the last 12 months.

Facilities that cannot comply with one of these options must complete the *J. Crew C-TPAT Questionnaire* and may be required to participate in a SCAN C-TPAT audit if considered high-risk based on various factors evaluated by the J. Crew Customs Compliance team. Vendors who have questions regarding this requirement may contact customscompliance@jcrew.com.

AUDIT AND ASSESSMENT FEES

J. Crew Social Compliance Factory Audit or Mill Assessment	
Production Workers	Audit Cost (including travel exp)
500 or less	\$1,500
501-2,000	\$2,000
More than 2,000	\$2,500

HIGG FEM Assessment	
Related Services	Estimated Annual Costs
HIGG provides access to the FEM Self-Assessment Module	\$160 - \$200
A 3 rd party firm verifies the Self-Assessment	\$1,500 - \$2,000

- An audit will be required in production facilities which do not have an audit exemption.
- After the Pre-Qualification factory audit is completed, J. Crew will pay for all future audits rated as **Very Good** or **Acceptable with Issues**.
- A collaborative/joint audit will be priced the same as a J. Crew social compliance audit, with the benefit of one audit fulfilling the audit requirement for two different brands.
- J. Crew will notify the suppliers expected to participate in a HIGG FEM Assessment.
- Access to the HIGG Module is an annual cost.
- The HIGG FEM Assessment will be completed and verified every 1-3 years based on the facility's level of environmental impact.

C-TPAT/SCAN	
Region	Estimated Annual Cost
Asia	\$1080
Africa, Americas, Middle East	\$1,375
Europe	\$1,660

- The SCAN audit will only be required in high-risk factories (not mills) when the supplier is unable to provide a recent and accepted C-TPAT audit.
- If a SCAN audit is required, the Customs Compliance team will contact the supplier and provide next steps.
- SCAN will work directly with suppliers on scheduling, invoicing, and a remediation plan.

VENDOR RESPONSIBILITIES

J. Crew aims to establish long-term business relationships with vendors who demonstrate their commitment to producing our merchandise in safe, ethical, and responsible facilities. The goal of the Social Responsibility team is to support vendors, factories, and mills in improving working conditions in the supply chain. However, our success is dependent on suppliers who are willing to take the initiative when there are compliance issues, and actively collaborate with the Social Responsibility team to achieve a timely and effective resolution.

To ensure that we are continually reaching a higher level of compliance in the J. Crew supply chain, we ask suppliers to:

- Ensure that your facilities understand and effectively adhere to the requirements of the *J. Crew Supplier Code of Conduct*.
- Identify a primary contact at your company who routinely works with management to support their compliance efforts. This person will receive all correspondence related to our Social Responsibility program and will be expected to respond to all audit, CAP requests, and special situation issues.
- Prior to registration with J. Crew, conduct internal audits of your facilities and address compliance issues.
- Provide the *J. Crew Supplier Code of Conduct* in these Guidelines to your production facilities.
- Educate your suppliers on the *J. Crew Supplier Code of Conduct* through training sessions.
- Distribute a copy of the *J. Crew Supplier Code of Conduct Poster* to each of your suppliers in the language of all workers. It must be posted in a visible location. Refer to SOCIAL RESPONSIBILITY in the JCI Vendor Portal to download the *Poster* in the language of the workers.
- When you receive an audit notification with an identified 14-day window, let us know immediately if there is any reason why the audit cannot be conducted during the given timeframe.
- Communicate to management the importance of showing the auditor true wage and hour records and the consequences for critical issues.
- Work with the facility to make sure a realistic CAP is provided, and that outstanding non-compliances are resolved according to the timeline in the CAP.

SUMMARY

Collaboration is the key to improving compliance in our supply chain. Everyone involved in the process must have the same goal of improving the compliance levels and improving working conditions in every partner facility. J. Crew is committed to working collaboratively to reach these goals with our 3rd party audit companies, other brands, and international organizations dedicated to social responsibility, as well as our vendors, factories, mills, and subcontractors.

Thank you for your commitment.

J.CREW

Supplier Code of Conduct

Madewell

Our Code is based on International Labor Organization (ILO) standards and requires compliance with all laws in each of the countries in which our suppliers operate, and the country of import. The Code applies to every level of our supply chain including subcontractors.

Health and Safety

Maintain a clean, safe, and healthy workplace and residential settings (where provided) which comply with all applicable workplace health and safety laws and regulations.

Transparency

Provide full access to J.Crew or its third-party representatives, as requested, for audits or investigations; provide complete and accurate records and information. When requested, provide full transparency to your supply chain partners who provide source materials or services to produce J.Crew products.

No Harassment or Abuse

Treat all workers with respect and dignity. No worker shall be subject to workplace violence, corporal punishment or physical, sexual, psychological, or verbal harassment or abuse. Violence of any kind is wholly prohibited. Fines must not be used as a disciplinary practice.

Freedom of Association

Recognize and respect the rights of workers to freely associate and bargain collectively. Where such rights are not provided by law, workers will be provided with the means for independent and open communication.

Hours of Work

Comply with all applicable laws and regulations. Except as necessitated by extraordinary business circumstances, workers shall not be required to work more than 60 hours per week (including overtime). All overtime work must be voluntary and compensated at a premium rate. Workers must be provided with at least one day off in every 7-day period.

Anti-Corruption

Prohibit all forms of corruption, including extortion, bribery, or other abuses of power to gain an advantage.

Environment

Adhere to applicable local, national, and international laws and regulations that protect and preserve the environment. Drive impact reductions in the use of water, chemicals, and carbon.

Worker Empowerment

Implement and clearly communicate a process that allows employees to raise workplace grievances confidentially, anonymously and without retaliation. Post this Supplier Code of Conduct prominently in each factory, mill, and production facility.

No Forced Labor

Forced, bonded, compulsory, or prison labor is absolutely forbidden. There shall be no restrictions on movement, no withholding of personal documents or deposits, and only voluntary overtime. Must engage in ethical recruitment practices. Must take adequate steps to ensure that workers are not trafficked.

Nondiscrimination

Must not discriminate in recruitment, hiring, compensation, training, benefits, advancement, termination, or retirement based on race, sexual orientation, ethnic origin, religion, gender identity or expression, marital status, disability, political opinion or other personal characteristics or belief.

Wage and Benefits

Comply with all applicable wage, benefit and social security laws and regulations. Workers shall be paid at least the minimum wage or a wage consistent with prevailing local industry standards, whichever is higher. Overtime work shall be compensated at the premium rate which is legally required. Compensation must be provided at least monthly and without illegal or inappropriate deductions or penalties.

No Child Labor

Employ workers at least 15 years of age, the age for completing compulsory education, or the minimum working age, whichever is higher. Workers under 18 shall be protected from working overtime, performing hazardous work, and working night shifts.

Laws and Regulations

Operate in full compliance with all applicable local, national, and international laws, standards, and regulations relevant to employment, workers, and the conduct of business.

Customs and Security

Comply with all applicable local, national, and international customs laws, including those which prohibit trans-shipments. Implement security measures and participate in audits consistent with the recommendations set forth by the Customs-Trade Partnership Against Terrorism (CTPAT).

Subcontracting

With prior written authorization from J.Crew, parts of the manufacturing process may be subcontracted to other facilities. However, as a condition of approval, subcontractors must agree to comply with the standards outlined in this Supplier Code of Conduct.

WORKERS: To confidentially report suspected violations of this Supplier Code of Conduct, please contact J.Crew by e-mailing socialcompliance@jcrew.com.

J. CREW SOCIAL RESPONSIBILITY GUIDELINES ACKNOWLEDGEMENT for Vendors

Vendor name: _____

Vendor Headquarters Address: _____

Country of Headquarters: _____

J. Crew Group, LLC. is committed to sourcing products in an ethical, responsible, and legal manner, and seeks to establish and maintain long-term partnerships with suppliers that share our commitment to responsible business practices.

The *J. Crew Supplier Code of Conduct (Code)* is based on the International Labor Organization (ILO) conventions, and internationally established labor practices. The Code defines standards for fair, safe, ethical, healthy working conditions, facility and cargo safety, and environmental responsibility throughout our supply chain, factories, mills, and subcontractors.

Certification: I am an authorized compliance representative of the Vendor, and certify that all Vendor Principals have received, read, understand, and are committed to the standards set forth in the *J. Crew Supplier Code of Conduct*, and the requirements and processes outlined in the *J. Crew Social Responsibility Guidelines*.

We also agree to ensure that all suppliers that contribute to the production of J. Crew merchandise understand the requirements defined by the Code, post the *J. Crew Supplier Code of Conduct Poster* in the language of the workers and in a visible location for workers, and work towards continuous improvement in their level of compliance with the Code.

Authorized Vendor Compliance Representative:

Printed Name: _____

Job Title: _____

Email address: _____

Signature: _____**Date:** _____