

# CAPRI

HOLDINGS LIMITED

## **CODE OF CONDUCT FOR BUSINESS PARTNERS** **(Amended and Restated as of August 1, 2019)**

Capri Holdings Limited and its subsidiaries (collectively, the “Company”) are dedicated to conducting their operations throughout the world on principles of ethical business practice and recognition of the dignity of workers. We conduct our operations in accordance with the below criteria and we expect our business partners to respect and adhere to the same standards in the operation of their business. We will utilize these criteria to evaluate our relationships with customers and suppliers. This Code of Conduct is available on our website at [www.capriholdings.com](http://www.capriholdings.com) and may be updated from time to time.

**WAGES/BENEFITS/WORKING HOURS.** Our business partners must comply with all laws regulating local wages, work hours and benefits. Wage and benefit policies must be consistent with prevailing national standards, and also be acceptable under a broader international understanding as to the basic needs of workers and their families. We will not work with companies whose wage structure violates local law or prevailing industry practice.

**CHILD LABOR.** Our business partners must not use child labor, defined as school-age children. Our business partners will not employ workers under the age of 15 or under the legal minimum age for employment in the applicable country, whichever is greatest. This provision extends to all partner facilities. In addition, workers under the age of 18 should not be exposed to hazardous working conditions.

**HEALTH & SAFETY.** Our business partners must ensure that their workers are provided a safe and healthy work environment, and are not subject to unsanitary or hazardous conditions.

**FREEDOM OF ASSOCIATION.** Our business partners should respect the legal rights of employees to freely and without harassment participate in worker organizations of their choice.

**PRISON OR FORCED LABOR.** Our business partners shall not use any form of slave, forced, bonded, indentured, or prison labor in any stage of the manufacture of our products. All work must be voluntary and workers must be free to terminate their employment at any time, without penalty. Involuntary labor includes the transportation, harboring, recruitment, transfer, receipt, or employment of persons by means of threat, force, coercion, abduction, fraud, or payments to any person having control over another person for the purpose of exploitation. Our business partners must ensure that no fees or costs have been charged, directly or indirectly, in whole or in part, to job-seekers and workers for their services directly related to recruitment for temporary or permanent job placement, including when using the services of private recruitment, labor broker or employment agent or performing recruitment activities directly. Workers shall not be required to pay employers’ or their agents’ recruitment fees or other similar fees (such as host country fees like levies, fees for work permit, or fees for renewing work documents, or home country fees like visa fees, medical checks, or any other costs that are not the legal responsibility of the worker) to obtain their employment. If such fees are found to have been paid by workers, our business partners must promptly repay such fees to the worker. Workers shall receive a written contract in a language understood by the workers stating in a truthful, clear manner their rights and responsibilities in connection with their employment. Our business partners shall not retain any documents or demand monetary deposits or other collateral as a condition of employment. Workers must not be subject to the withholding of wages, original identification cards, original passports or other original travel documents or personal belongings. Our business partners shall also ensure that the third-party recruitment agencies (including labor brokers) it uses are compliant with the provisions of this Code and applicable law, and shall provide us with a list of the recruitment agencies they are using and the amount of fees being paid to such agencies.

**DISCIPLINARY PRACTICES.** Our business partners will not employ or conduct any business activity with partners who employ any form of physical or mental coercion or punishment against workers.

**DISCRIMINATION.** Our business partners will not practice nor do business with business partners who practice any form of improper discrimination in hiring and employment, including on the basis of age, race, color, gender, religion, sexual orientation, ethnicity or national origin.

**ENVIRONMENT.** Our business partners must embrace a fundamental concern for environmental protection and conduct their operations consistent with both local and internationally recognized environmental practices.

**LEGAL REQUIREMENTS.** Our business relationship must be built on a mutual respect for and adherence to legal requirements. Our business partners will observe both local and applicable international standards.

**ETHICAL STANDARDS.** We intend to conduct all our business in a manner consistent with the highest ethical standards, and we will seek and utilize partners who will do likewise, as this contributes directly to our corporate reputation and the collective success of our organization and selected business partners.

**CONFLICT MINERALS.** We encourage our suppliers that use cassiterite (tin), columbite-tantalite (tantalum), gold and wolframite (tungsten) that are necessary to the functionality or production of products that we manufacture or contract to manufacture, to source

product in a socially and environmentally responsible manner and in accordance with the separate Conflict Minerals Policy of the Company available on the Investor page of our website at [www.capriholdings.com](http://www.capriholdings.com).

**SUBCONTRACTING.** Our business partners may not subcontract all or any part of the work on our products or the services provided without our express written consent, which will not be given unless each subcontractor meets all of the criteria set forth herein.

**ANTI-BRIBERY.** It is illegal and against Company policy for our business partners to offer, pay, promise to pay or authorize the payment of money or anything else of value to any government or administrative official (whether directly or through an agent or other intermediary) for the purpose of influencing an act or decision or securing an improper advantage for the Company. It is also against Company policy and illegal in certain jurisdictions for our business partners to offer or accept corrupt payments and other advantages between private (non-government) persons and entities (also known as commercial bribery or “kickbacks”).

**TAX EVASION.** Our business partners are expected to comply with their tax responsibilities, and are prohibited from taking any action that would undermine an obligation to pay taxes by the Company or from assisting any third party with whom any of our business partners interact as a part of their relationship with the Company to evade taxes. Tax evasion is a crime which occurs when somebody deliberately attempts not to pay a tax and anybody who facilitates these actions is also at risk of being held liable.

**GIFT GIVING.** Our business partners are prohibited from giving to our employees or agents, or receiving from our employees or agents, gifts in excess of US\$100.00 and no gifts may be given or received in cash or its equivalent. Furnishing or receiving meals, refreshments and entertainment in conjunction with business discussions is permitted.

**CONFLICTS OF INTEREST.** Our business partners are expected to avoid conflicts of interest or potential conflicts of interest with our employees. A conflict of interest may arise when an employee or a member of his or her family or any of his or her affiliates receives improper personal benefits (in the form of money, gifts, personal favors or anything else of value) as a result of his or her position in the Company (other than in accordance with the Company’s gift giving policy referred to above).

**IMPLEMENTATION.** We will apply these criteria in all business partner determinations, and will continue to implement these policies in the conduct of all activities of the Company and activities performed on its behalf. This will include our business partners sharing information on production facilities and procedures, with the objective of improving our collective service to customers in a responsible manner. Failure by a business partner to meet these standards will result in our taking appropriate actions, up to and including termination of the business relationship.