



## **CODE OF CONDUCT**

**May 2016**

## Overview

This Code and our company values describe the standards of conduct expected of everyone at Etsy. This Code applies to everyone at Etsy throughout the world, regardless of position or tenure. We also expect Etsy's contractors, consultants, suppliers and agents to abide by our Code in connection with their work for Etsy.

## Our Values

**We are a mindful, transparent and humane business.** We believe that Etsy's business interests and social and environmental responsibility are interwoven and aligned and that the power of our business should be used to strengthen communities and empower people.

**We plan and build for the long term.** We want to build a company that lasts, and we plan to measure our success in years and decades. Etsy sellers in particular depend on us and on our platform to grow their businesses, so we will strive to make decisions that are best for the long-term health of our ecosystem.

**We value craftsmanship in all we make.** Craftsmanship is the marriage of skill and passion. We believe every job at our company should demonstrate our commitment to craft. We are an engineering-driven company, and we think of our code as craft: we are makers of the products and services that our members use, and we approach the work we do with the same care and inspiration as do Etsy sellers.

**We believe fun should be part of everything we do.** Our mission includes fostering a world in which personal fulfillment is a key element of success. We believe that this way of working is connected and joyful. We strive to do excellent work and bring a sense of humor and playfulness to it.

**We keep it real, always.** We have the courage and the will to do business in ways that are unconventional and impactful. We strive to stay genuine, maintaining integrity, humility and sincerity in everything we do. When we feel that we are not being true to our values or our mission, we are not afraid to stop and change course.

## Values in Action

The following core principles support our values and help make Etsy and the world a better place.

**We operate with honesty and integrity.** We keep our commitments to each other and to members of our Community—that is, Etsy employees, sellers, buyers, vendors, neighbors and investors and other stakeholders. We endeavor to communicate in an honest and unambiguous way, and avoid making misleading communications, or creating false impressions. We may make mistakes, but we quickly admit and correct them.

**We treat others fairly and respectfully.** We foster a respectful work environment free from any form of discrimination, harassment, and intimidation. We provide equal opportunity in all aspects of employment. We do not tolerate discrimination, harassment,

violence, or threatening behavior of any kind. We always treat all members of our Community with dignity and respect. We read and follow our Employee Handbook.

**We are responsible and law abiding.** We follow the law. This includes international, national, and local laws, rules, and regulations where we do business. We also report wrongdoing, if we encounter it, and follow the reporting procedures described later in this Code.

## Responsibilities to Etsy

**We avoid conflicts of interest or even the appearance of conflicts of interest.** We have a responsibility to make sound business decisions strictly on the basis of Etsy's best interests without regard to our personal interests. A conflict of interest occurs when our personal interests, activities, investments, or associations interfere in any way—or even appear to interfere—with Etsy's interest.

We disclose to Etsy's Legal Department any relationships, investments, associations or activities that may create actual, potential, or perceived conflicts of interest, as soon as we become aware of any potential for such conflict. Etsy may also inform you if it believes that you have such a relationship, investment, association or activity.

**We respect corporate opportunities.** We are loyal to Etsy and owe Etsy a duty to advance its legitimate business interests when business opportunities arise. We don't take opportunities for personal gain that are discovered through the use of Etsy property, information or position, and we will not use Etsy property, information or position for personal gain, or compete with Etsy in any manner.

For example, we don't divert an investment opportunity or possible acquisition for the company for personal gain. We also don't compete with Etsy by consulting for a competitor or starting a competing side business.

We realize that some of the members of our Board are professional investors and may receive various opportunities in the course of their work. We do not expect that such a director would offer an opportunity to Etsy unless the matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of that director expressly and solely in that director's capacity as an Etsy director.

**We safeguard confidential information.** Loose lips sink ships! We are committed to protecting the confidential and proprietary information of Etsy, Etsy employees, members, and others with whom we do business. We do not disclose confidential information without proper authorization and we will use such information for legitimate business purposes and in accordance with applicable laws and governing contracts.

Our confidentiality obligations continue even if our employment or other relationship with Etsy ends.

**We do not trade or tip others when we have inside information.** We do not buy or sell Etsy stock when in possession of material non-public information, or pass such information to any others, including friends or family. We follow Etsy's Insider Trading Policy and ask Etsy's Legal Department if we have questions.

**We maintain accurate and complete business and financial records.** We create and maintain financial records in accordance with applicable legal requirements and generally accepted accounting practices. Our SEC reports, disclosures, and other public communications must be full, fair, accurate, timely, and understandable.

We are each responsible for Etsy's financial integrity and fiscal responsibility. We acknowledge our responsibility to inform appropriate finance or legal personnel in a timely manner of anything that might have a material impact on our financial statements or disclosures.

We also follow our Records Retention Policy when storing or deleting Etsy information and business records.

**We protect and properly use Etsy assets.** Theft, carelessness, and waste have a direct impact on our profitability. We treat Etsy equipment and facilities with care. We use Etsy assets for legitimate business purposes and use good judgment when using Etsy equipment for reasonable personal use. In addition, we use Etsy's information systems in a responsible manner consistent with Etsy's Employee Handbook.

**We do not speak on behalf of Etsy unless we are authorized to do so.** Only certain individuals may speak on Etsy's behalf. When speaking publicly and using social media, we follow our External Communications Policy and reach out to the VP, Communications, VP, IR and/or the General Counsel with questions.

## **Responsibilities to Our Community**

**We deal fairly.** We deal fairly with our Community. We do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation, or any other unfair dealing.

**We respect the environment.** We conduct our business in an environmentally responsible and sustainable manner, and we are committed to proactively countering the planet's gathering ecological crises. We embrace our responsibility to minimize the ecological footprint of our operations and our duty to empower and incentivize those with whom we do business to do the same.

**We uphold human rights.** We respect human rights, provide fair working conditions, and prohibit the use of any forced, compulsory, or child labor by or for Etsy or our sellers.

**We do not permit bribery.** Etsy's policy against bribery is clear—we never make or accept bribes to advance our business. We do not offer or give anything of value for an improper or corrupt purpose, whether in dealings with a government official or the private sector, and regardless of the norms of local custom. We follow Etsy's Anti-Corruption

Policy and ask Etsy's Legal Department if we have questions.

**We comply with anti-trust and competition laws around the world.** We do not discuss or exchange competitively sensitive information with competitors. We also do not participate in other anti-competitive conduct, such as agreeing with competitors on geographic markets, customers or pricing. When interacting with a competitor, we ask Etsy's Legal Department any questions about whether our actions are proper and in compliance with the law.

**We comply with trade regulations.** We comply with import and export laws and act in accordance with U.S. economic sanctions and embargoes that prohibit or restrict trade with certain countries or individuals.

## Asking Questions, Reporting Concerns

Etsy is committed to providing a safe and reliable means for Etsy employees and others to report concerns they may have about conduct at Etsy. The guidelines below explain how to raise concerns confidentially and anonymously, if desired, and free of retaliation.

**We use our best judgment and ask questions.** We use our best judgment in our business dealings and in upholding this Code. If we are unsure whether something violates our Code, an Etsy policy or the law, we promptly contact our manager or the General Counsel for answers.

**We report violations.** We promptly report any actual or possible violation of our Code, Etsy policy, or the law to our manager, the General Counsel or via our whistleblower hotline. Failure to report a violation or possible violation may itself be considered a violation of the Code or applicable law.

Reporting options include:

- Discussing the situation with your manager; or
- If your manager is involved in the situation or you are uncomfortable speaking with your manager, contacting the General Counsel or VP, Human Resources; or
- If you do not believe your concern is being adequately addressed, or you are not comfortable speaking with one of the contacts above, you may report your concern via Etsy's whistleblower hotline, which allows anonymous reporting 24 hours a day, 7 days a week, by phone at (855) 853-8094 or online at <http://www.openboard.info/ETSY/>.

You may also make a report regarding accounting, internal financial controls, auditing matters or other related issues directly to the Audit Committee of the Board by mail at:

Chair, Audit Committee of the Board  
c/o General Counsel  
Etsy, Inc.

117 Adams Street  
Brooklyn, NY 11201

For reports that are not anonymous, receipt will be acknowledged to the sender within a reasonable period of time.

All reports of a violation or possible violation will be taken seriously and investigated. The specific action taken in any particular case will depend on the nature and gravity of the conduct reported and the results of the investigation. Etsy will keep reports confidential to the extent consistent with our ability to conduct a full and fair investigation and to comply with our legal obligations.

In some locations outside of the United States, anonymous reporting may not be allowed by local law.

**We do not retaliate.** Etsy takes its non-retaliatory culture very seriously and will not allow anyone to take adverse action, threaten, intimidate, or retaliate if one of us reports a violation or suspected violation in good faith, or cooperates in an investigation. Etsy considers retaliation itself a violation of this Code and will respond accordingly.

If you believe that you have been subject to retaliation, please report it promptly by one of the methods described above. Reporting retaliation enables Etsy to honor our values and promptly investigate. If a complaint of retaliation is verified, appropriate disciplinary action will be taken, up to and including termination of employment or any other working relationship that the accused may have with Etsy.

**We understand the consequences of violations.** Anyone who violates the law, our Code, or other Etsy policies or procedures may be disciplined, up to and including termination of employment and/or his or her business relationship with Etsy, in accordance with local legal requirements. Certain violations of this Code may be violations of the law, which may result in civil or criminal penalties, and Etsy will cooperate fully with the appropriate authorities in these situations.

**We discourage waivers of the Code of Conduct.** Waivers of our Code are considered on a case-by-case basis and are discouraged. Waivers for Board members and executive officers require Board approval by a majority of the disinterested directors and waivers involving any other employee or stakeholder require the written approval of our General Counsel.