

TOMS SUPPLIER CODE OF CONDUCT

At TOMS, we believe we can improve people's lives through business. We expect that the suppliers who manufacture our products will conduct their business in a manner consistent with the unique values and spirit of our company and source materials from vendors that do the same. We have provided this Supplier Code of Conduct (this "Code") to clearly articulate specific *minimum* standards for those suppliers who manufacture of our products and the subcontractors and vendors with whom they work.

We desire that by implementing and enforcing this Code, our products will be made in environments that protect workers' rights, ensure workers' health and safety and respect workers' dignity. We will work to seek out innovative suppliers that exceed our standards and strive for continuous improvement in identifying positive solutions to environmental and social issues.

Minimum Work Age – Child labor is strictly prohibited. Suppliers' employees shall be at least 16 years of age or, if greater, the minimum age for employment according to local laws in the country of operation. This applies to all subcontractors as well.

Voluntary Employment – Suppliers will not use any form of involuntary or forced labor (including, without limitation, prison labor, bonded labor, indentured labor).

Non-discrimination – Suppliers shall not discriminate against any worker based on race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership, national origin, or marital status in hiring and employment practices.

Wages and Benefits – Suppliers' employees shall be compensated with wages, overtime and benefits that meet or exceed legally mandated minimum standards. Compensation shall be provided in a way that is prompt and easily understood. Conditional payments or disciplinary deductions are not tolerated.

Hours and overtime – A work week, including all overtime hours, shall not exceed 60 hours or, if less, the total hours allowed by local law, except in emergencies or extraordinary circumstances. Workers must be allowed at least 24 continuous hours off during every seven day period. All overtime work must be voluntary and appropriately compensated.

Freedom of Association/Collective bargaining – Employees' rights to associate, form or join a worker organization, and bargain collectively shall be recognized and respected without penalty or interference.

Workplace health and safety – Employees must be provided a safe, hygienic, and healthy workplace that complies with all applicable local laws. Similar standards shall apply to residential facilities (where applicable) provided by Suppliers. Suppliers shall provide policies, systems, and trainings to promote health and safety and prevent injury.

Positive Work environment – Employees shall be treated with respect and dignity. They should not be subjected to any form of harassment or abuse, including, without limitation, physical, sexual, verbal or psychological, at the workplace.

Environmental Impact – Suppliers shall comply with all applicable environmental laws and regulations in the jurisdictions in which they operate. Suppliers should provide proactive leadership and partnership in reducing the environmental impact of the work being done.

Subcontracting – Unapproved subcontractors should not be used to TOMS products.

Legal Compliance – Suppliers must comply with all applicable laws and regulations (including anti-corruption laws) where they conduct business.

Management System – Suppliers shall adopt or establish a management system whose scope is related to the content of this Code. The management system shall be designed to ensure (a) compliance with applicable laws, regulations and customer requirements related to the Suppliers' operations and products; (b) conformance with this Code; and (c) identification and mitigation of operational risks related to this Code. It should also facilitate continual improvement. Suppliers also maintain accurate financial books and business records in accordance with all applicable legal and regulatory requirements and accepted accounting practices.

Code implementation – Suppliers must post this Code in the prominently in workplace in the local language and shall actively work to implement and integrate this Code into their operations. Suppliers shall ensure all subcontractors comply with this Code.

Suppliers, subcontractors and their facilities are subject to monitoring and verification of their efforts to comply with this Code. Facilities may be visited on an announced and unannounced basis by both TOMS' employees and third party auditors. TOMS is committed to work with Suppliers and support them in continued efforts to implement and comply with this Code, and remediation efforts when necessary, however, failure to consistently show improvement or continuous failure to follow the Code may result in termination of our business relationship.

Acknowledgment

I have reviewed and understand the terms of the TOMS Shoes, LLC ("TOMS") Supplier Code of Conduct (the "Code"), which I am required to comply with at all times in order to serve as a TOMS supplier (a "Supplier"). In consideration of my role as a Supplier to TOMS, I acknowledge, confirm and agree that:

- I understand TOMS' interest in ensuring my compliance with the Code, and I will abide by the terms of the Code in all respects, including, without limitation, permitting inspections of my facilities by TOMS, its representatives, and designees, whether such inspections are scheduled, announced or unannounced.

- Should I fail to comply with the Code (as determined in TOMS' sole and absolute discretion), TOMS shall have the right to immediately terminate me as a Supplier.

AGREED AND ACKNOWLEDGED:

Supplier Name: _____

By: _____

Print Name: _____

Title: _____

Date: _____