

DESIGNER BRANDS

**Vendor Code of Conduct**

As part of Designer Brands' commitment to fair and just business practices, we have developed a Vendor Code of Conduct that we require all our business partners to adhere to. This Vendor Code of Conduct formalizes certain principles and states our expectations for each business with which we have a vendor relationship, including, but not limited to, our sourcing agents, vendors, factories, manufacturers, and their own suppliers (hereinafter, "Vendors"). We expect and trust that you will honor the ethical, social, and environmental principles and practices evidenced in our Vendor Code of Conduct, both in fact and in spirit.

Please read the Vendor Code of Conduct and communicate these expectations throughout your organization as appropriate. In addition, please sign and return the attached document acknowledging your receipt of the Designer Brands Vendor Code of Conduct and your pledge to abide by its terms. Thank you for your cooperation and your partnership with Designer Brands.

COMPLIANCE WITH LAW AND REGULATIONS

Vendors must fully comply with all laws, rules and regulations of the countries in which they operate. If there is a conflict between this Vendor Code of Conduct and the law, Vendors shall follow the more restrictive requirement.

ETHICAL BUSINESS PRACTICES

Vendors must be committed to adhering to the highest standards of ethical conduct and integrity in all business activities. This requires compliance with anti-bribery and corruption laws, which prohibit taking or giving anything of value with the intent of influencing someone or securing an improper business advantage.

RESPONSIBLE RECRUITMENT

Vendors must practice responsible recruitment in accordance with local laws and international standards, such as:

- No worker must pay for their job;
- Workers must retain control of their travel documents and have full freedom of movement; and
- All workers are informed of the basic terms of their employment before leaving home.

PROHIBITED SOURCING REGIONS

Vendors will not manufacture any product in, use any raw material from, or involve whatsoever in any aspect of the supply chain, regions that have concerning allegations of forced labor which includes, but is not limited to, the following regions:

- Uzbekistan
- Turkmenistan
- The Xinjiang Uyghur Autonomous Region in China
- Burma/Myanmar
- Any country appearing on the Office of Foreign Assets Control (OFAC) sanctions list
- Any other region identified now or in the future by DBI as meeting this criteria

NO CHILD LABOR

Vendors must not hire anyone under the minimum age established by law or the age of completion of compulsory schooling, whichever is greater. Regardless of local law, Vendors shall not hire anyone younger than the age of 16.

NO FORCED LABOR

Vendors shall not use forced or involuntary labor of any kind, whether prison, indentured, bonded, involuntary labor, or labor obtained through human trafficking.

NO HARASSMENT OR ABUSE

Vendors shall treat employees with respect and dignity and shall not use or threaten the use of any form of physical, sexual, psychological or verbal abuse or harassment.

NO DISCRIMINATION

Vendors shall not discriminate in hiring and employment practices, and employment decisions shall be made according to ability and not based on gender, race, religion, age, nationality, social or ethnic origin, sexual orientation, political opinion or cultural beliefs.

WORKING HOURS

Overtime shall be limited to a level consistent with humane and productive working conditions. Vendor's employees shall not be required, on a regularly scheduled basis, to work in excess of sixty hours (or lower if prescribed by local laws or local industry standards) per week; and, generally, workers shall be provided with at least one day off in seven.

MINIMUM WAGES AND BENEFITS

Vendors must pay at least the minimum wage prescribed by local law or the prevailing local industry wage, whichever is higher; provide benefits that conform to the better of applicable local law or prevailing local industry standards; and pay overtime compensation in compliance with all applicable laws.

FREEDOM OF ASSOCIATION

Vendors must respect and shall not restrict or interfere with their employees' lawful exercise of workers' rights of free association, and employees lawfully exercising those rights shall not be threatened or penalized.

SUBCONTRACTING

Vendors must not subcontract any part of their services or the manufacturing process without Designer Brands' prior written approval. Subcontractors must abide by all laws and agree to comply with this Vendor Code of Conduct.

ENVIRONMENT

Vendors must comply with environmental laws and regulations and should strive to decrease their impact on the environment.

EXPECTATIONS

Vendors must ensure that no abusive or exploitative conditions and practices or unsafe working conditions exist within their facilities. DBI will not tolerate any Vendor that directly or indirectly through its subcontractors, violates local laws, international standards or DBI's policies. DBI will investigate and take appropriate action if notified of any such violation.

HEALTH & SAFETY

Vendors must provide employees with a safe, healthy and clean work environment in compliance with applicable law. Any vendor-provided dormitories must have clean, safe and adequate water, sleeping quarters, bathing and toilet facilities.

MONITORING AND COMPLIANCE

Vendors authorize Designer Brands and its agents to have access to Vendor's facilities and records for the purpose of ensuring compliance with this Vendor Code of Conduct.

COMMUNITY INVOLVEMENT

Projects undertaken in partnership with community groups, or local or international non-governmental organizations, particularly those which address low-income women working in global supply chains, shall be encouraged and supported.



Designer Brands Vendor Code of Conduct Acknowledgment

I, the undersigned, acknowledge that I have received, read, and understood the Designer Brands Vendor Code of Conduct, and that I will effectively communicate the Designer Brands Vendor Code of Conduct to my organization's employees, agents, subcontractors, and suppliers, and that my organization commits to fully complying with the Designer Brands Vendor Code of Conduct. I further acknowledge that this Vendor Code of Conduct may be updated from time to time.

Vendor Name: _____

Date: _____

Signature: _____

Printed Name: _____

Title: _____