



URBN: Vendor Code of Conduct & Responsible Sourcing Policy

Urban Outfitters, Inc. (URBN) takes its commitment to Responsible Sourcing very seriously and we insist that our business be conducted according to the highest ethical standards which we can point to with pride. URBN chooses to work with Vendors who are transparent, and share and support our goals to continuously improve our workers' rights, working conditions, and the environment. As a requirement of doing business with URBN, our Vendors and their suppliers must demonstrate a commitment to meeting or exceeding our high standards, as outlined in the policies below. URBN's Responsible Sourcing Guidelines are based on the International Labor Organization's (ILO) Declaration on Fundamental Principles and Rights at Work and other internationally recognized standards. "Vendors" as referenced in these Guidelines include all agents, suppliers, manufacturers, factories, and subcontractors throughout our supply chain.

URBN has implemented a Social Compliance program to verify compliance throughout our supply chain. In order to ensure that vendors comply with the Vendor Code, URBN conducts Workplace Compliance Assessments (WCA) through third party auditors, as well as through oversight by buying offices around the world. To minimize duplication of effort, URBN also accepts the results of sufficiently recent and equivalent third-party audits conducted for other companies. URBN employs a risk-based approach for identifying Vendors subject to a Workplace Compliance Assessment. URBN maintains a repository of supplier scorecards based on compliance audits.

URBN employs a Social Compliance team to monitor the results of Workplace Compliance Assessments. The Social Compliance team receives ongoing training and continuing education on human rights and sustainability issues and shares their expertise with both internal sourcing partners and external suppliers. URBN takes Workplace Compliance Assessment scores into account in making procurement decisions. URBN has zero tolerance for priority violations of the Vendor Code. Priority violations are child labor, forced labor, slavery, human trafficking, corporal punishment, or health and safety violations that could cause immediate loss of life or serious injury. URBN will cease doing business with a supplier that has a priority violation. In the event of other violations, the Social Compliance team works with the vendor to identify an action plan to bring the vendor into compliance.

URBN believes in establishing and maintaining long-term relationships with Vendors whenever possible. Yet, if we determine that any Vendor is, or a reasonable risk exists that it may be, violating any URBN policies, or refusing to address issues of concern, URBN may suspend or discontinue our business relationship with such Vendor. In connection with the implementation of our risk management plan, URBN may require such Vendor to commit to devise and undertake expeditiously, a suitable corrective action or risk mitigation plan.

Compliance with Law

Vendors and their suppliers must be in full compliance with all applicable laws and regulations of the jurisdiction(s) in which products are to be sold and those of the respective country of manufacture and/or exportation. This includes laws related to the manufacturing of products, facilities where they are made, and accommodations made available to workers.

Child Labor

All workers must be at least the local minimum legal working age or 15 years of age, whichever is older.

Nondiscrimination

All hiring decisions must be based on the prospective worker's ability to do the job and may not be based on race, religion, gender, age, sexual orientation, disability, nationality, political opinion, or union membership.

Health and Safety

Workers must be furnished with a clean, safe, and healthy work environment in compliance with all applicable local laws. This applies to dormitory and/or eating facilities, where provided.

Forced or Compulsory Labor

URBN does not tolerate forced or involuntary labor of any kind at any point throughout its supply chain. Workers must be voluntarily employed and must not be subject to prison labor, bonded labor, indentured labor, or labor obtained through human trafficking, coercion, or slavery. Vendors must not restrict workers' freedom of movement, retain workers' passports or other forms of identity or personal documents, force excessive overtime, withhold wages or impose debt bondage.

Uzbekistan Cotton

URBN does not knowingly carry products that use cotton originating from Uzbekistan. URBN does not knowingly source any private label or own-brand products from Uzbekistan and continues to take measures to ensure that cotton in URBN's products is not sourced from Uzbekistan. Failure to strictly abide by URBN's policies may lead to termination of the business relationship with URBN.

XUAR Sourcing

URBN does not knowingly carry products originating from Xinjiang Uighur Autonomous Region (XUAR). URBN does not knowingly source any private label or own-brand products from XUAR and continues to take measures to ensure that cotton in URBN's products is not sourced from XUAR.

Vendors cannot supply goods made in XUAR or made from materials produced in XUAR. Vendors are expected to take reasonable precautions to ensure that their supply chain does not include any cotton from entities that have been sanctioned by the U.S. government.

Failure to strictly abide by URBN's policies may lead to termination of the business relationship with URBN.

Minimum Wages, Hours and Benefits

Vendors must comply with all national laws regarding minimum wage, overtime and hours and benefits. In addition, hours per day and days per week shall not exceed the legal limitation of the countries in which any product is produced.

Terms of Employment

Workers must have the terms of their employment or engagement communicated in a manner which clearly sets out their rights and obligations and shall include transparent terms with respect to wages, overtime pay, payment periods, working hours and rights in respect of rest breaks and holiday. If applicable law requires that such information be communicated to the employee in written form, the Vendor will ensure that it complies with applicable law.

Harassment and Abuse

Workers must be treated with respect and dignity. Workers must not be subject to harsh or inhumane treatment including, but not limited to, physical punishment, physical, psychological or sexual violence or coercion, verbal abuse, harassment or intimidation. Vendors must not use monetary fines as a disciplinary practice.

Freedom of Association

Vendors must recognize and respect workers' rights to freedom of association and collective bargaining pursuant to applicable local law. Where the right to freedom of association and collective bargaining is restricted under law, vendor must facilitate, and not hinder, the development of parallel means for independent and free association and bargaining.

Environmental Protection

Vendors shall comply with all applicable laws, rules and regulations in respect of protecting the environment and maintain procedures for notifying local authorities in the event of an environmental accident resulting from Vendors' operations.

Animal Welfare

URBN believes in the humane treatment of animals and aims to source all animal derived materials in a sustainable, ethical manner. URBN Vendors are expected to be transparent about their sourcing practices as well as their manufacturing processes and should source animal derived materials in a manner that meets or exceeds all applicable laws and best business practices.

Conflict Minerals

On August 22, 2012, the U.S. Securities and Exchange Commission (the "SEC") approved the final rule regarding the sourcing of conflict minerals under Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Under this rule, publicly traded companies must report to the SEC the presence of conflict minerals originating in the Democratic Republic of the Congo ("DRC") or adjoining countries in the products they manufacture or contract to manufacture if the conflict minerals are necessary to the functionality or production of a product. The mining of these minerals and the metals created by them, such as tantalum, tin, tungsten, and gold, has been partially co-

opted by militant groups which are reported to engage in human rights abuses to mine these materials and use the proceeds to finance armed conflict in the region.

URBN does not source goods that are produced with the use of conflict minerals.

URBN expects its Vendors to have in place policies and due diligence measures that will enable us to be reasonably assured that products and components supplied to us do not contain conflict minerals. In support of this policy, URBN has adopted the following practices:

- Exercise due diligence with relevant Vendors consistent with the Organization for Economic Co-Operation and Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and encourage our Vendors to do likewise with their suppliers.
- Develop an action plan to address those risk areas identified including: due diligence with identified Vendors, development of guidelines for product development processes to prevent the introduction of conflict minerals into URBN's products and tracking and reporting of the results of these efforts.