

**COACH INC.**

**COACH** | STUART WEITZMAN

CODE OF CONDUCT

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Coach, Inc.'s Code of Conduct outlines the significant legal and ethical issues that frequently arise in the course of business and describes the key responsibilities all employees, officers and directors of Coach, Inc. and its direct and indirect subsidiaries (collectively referred to as Coach in this Code) are expected to uphold and comply with in conjunction with our values and policies.

If you have any concerns related to compliance with this Code, including potential conflicts with local law, please see the **Questions, Disclosures and Reporting Violations** section on page 4.

The Code cannot anticipate every ethical or legal issue that you may confront at Coach. However, by following this Code, living up to our Values, adhering to Policies and applying good judgment to your activities, you will help ensure Coach's continued success and reputation as a good corporate citizen, where we all operate with the highest business and ethical standards. Violations of this code may subject you to disciplinary action up to and including termination of employment.

## **COMPLIANCE WITH LAWS**

Your first obligation is to obey the laws of every country in which we do business. These include labor, safety, environmental, anti-corruption, privacy and data protection and antitrust laws, as well as international trade regulations. No employee may perform any act prohibited by law or policy, or ask anyone else to perform such an act.

## **INTEGRITY**

Integrity is at the heart of who we are. Be honest, fair and trustworthy in your business relationships. Take responsibility for your actions and their consequences. Coach operates not only according to law, but also with a strong commitment to dignity and respect for the individual and the community.

## **RESPECT AND DIGNITY**

Consistent with our values, including respect for individuals and cultures, Coach is committed to a work place in which everyone is treated with dignity and respect without regard to race, color, religion, sex, gender, gender identity, sexual orientation, marital status, age, ethnic or national origin, disability, veteran status or any other characteristic prohibited by law. Everyone should work in an environment that promotes equal employment opportunities and prohibits discriminatory practices, including harassment.

## **FAIR DEALING**

We do business honestly with our customers and expect our suppliers, agents and other partners to similarly demonstrate high standards of ethical business behavior. Coach has developed a Supplier Code of Conduct that we apply to contractors, joint venture partners and suppliers of goods and services, and that extend the principles of our Code of Conduct to our suppliers. All purchasing decisions and other negotiations must be made based on the best value received by Coach.

## **ACCURACY OF BUSINESS RECORDS**

Honest and accurate recording and reporting of information is essential. Every business transaction must be recorded correctly and in a timely manner in Coach's financial reporting systems. Coach therefore expects you to be candid and accurate when providing or entering such information.

You are specifically prohibited from making false or misleading entries in Coach's financial reporting systems.

You are responsible for all actions conducted in Coach systems or applications using your password. While it is appropriate to delegate tasks to administrative assistants, team members or peers in certain circumstances, you may never delegate tasks within a system or application by sharing your confidential ID or password. Sharing your password with anyone else is a direct violation of Coach's Information Security Policies and this Code.

## **PROTECTING COACH'S ASSETS**

You are entrusted with numerous corporate assets, and have a special responsibility to protect them. These include not only cash and other financial assets, but also assets such as intellectual property, facilities, equipment, inventory, and supplies. These assets should be used only to conduct corporate business. Any act that involves theft, fraud, embezzlement, misuse or misappropriation of any assets is prohibited.

## **PROTECTING CONFIDENTIAL INFORMATION**

One of Coach's most valuable assets is information. You must safeguard confidential information by keeping it secure, limiting access to those who have a need to know to perform their jobs and avoiding discussion of confidential information in public areas. Some examples of confidential information include the personal information of our employees and customers, information regarding Coach's intellectual property, including future season product information and design materials, as well as other sensitive business or financial information concerning Coach. The obligation to preserve Coach's confidential information, and that of our employees, business partners and customers, is ongoing, even after your employment ends. Employees must also acknowledge and comply with Coach's Confidentiality, Information Security and Privacy Policy, which lists specific obligations of employees with respect to confidential information.

## **GIFTS AND ENTERTAINMENT**

In accordance with the Coach, Inc. Policy on Corporate Gifting, no gift, favor or entertainment should be provided or accepted if it will obligate, or appear to obligate, the recipient. If providing gifts or entertainment, it is Coach's policy to treat all individuals and entities with whom we do business fairly and impartially. Gifts or entertainment may be provided only if lawful, and if they are reasonable and modest in value. All gifts and entertainment provided must be reported on employee travel and expense reports.

Giving gifts to, or entertaining, government employees may be illegal. The United States Foreign Corrupt Practices Act (FCPA) prohibits giving, promising, authorizing or offering anything of value, directly or indirectly, to any "foreign official" for the purpose of obtaining or retaining business. In addition, virtually every country has a domestic anti-bribery statute. You must obtain prior approval for any proposed gift or entertainment to government officials from the Law Department under the Policy on Corporate Gifting. Coach also maintains an Anti-Corruption Policy, which provides more detailed guidance on the provisions of and obligations under the FCPA and other anti-corruption statutes.

Accepting occasional gifts or entertainment may be acceptable if not lavish or in excess of the generally accepted practices in our industry. Accepting or giving gifts of cash or cash equivalent is always unacceptable.

## **ANTITRUST ISSUES**

Coach believes in free and open competition and complies with the antitrust and competition laws of countries where we do business. You may not enter into any formal or informal agreement with competitors that fixes prices or allocates production, sales, products, customers or suppliers.

## **"INSIDE INFORMATION" AND SECURITIES TRADING**

Using inside information to trade securities or "tip" others is illegal. Inside information is non-public information that includes (but is not limited to) news about financial results, acquisitions, investments, new products, business relationships, important management changes, and other information that has the potential to affect the stock price of Coach or another company.

In order to avoid the appearance that any Coach employee is trading on inside information, no employee should engage in "short sales", or trade in puts, calls or other derivative securities or options on Coach's stock. Employees may of course purchase Coach securities and exercise stock options granted to them, as long as they are not basing decisions on inside information or trading during restricted periods. Coach maintains an Insider Trading Policy, and all employees are expected to understand and comply with this policy.

If you have any doubt as to whether information is material or public, do not trade or share such information with any third party until you have received advice. See **Questions, Disclosures and Reporting Violations** on page 4.

## **CONFLICTS OF INTEREST**

All employees have an obligation to act in the best interests of the company. Actions must be based on sound business judgment, not motivated by personal interest or gain. Any situation that creates or appears to create a conflict of interest between personal interests and the interests of Coach must be avoided.

**Family Members and Close Personal Relationships** – A conflict of interest may arise when doing business with or competing with organizations that employ or are partially owned by family members or close friends. Any situation, including any relationship or transaction between Coach and any of its employees or family members of employees that creates or appears to create a conflict of interest between personal interests and the interests of Coach must be avoided.

**Personal Investments** - Employees may not own, either directly or indirectly, a substantial interest in any business entity that does or seeks to do business with, or is in competition with Coach. As a guide, a “substantial interest” includes the ownership by an employee and/or family members of more than 5% of a company’s outstanding securities or that represents more than 5% of the total assets of the employee and/or family members. Employees are also prohibited from directly or indirectly buying, leasing or otherwise acquiring rights to any property or materials if they believe that Coach may also be interested in pursuing such opportunity.

**Disclosure** – All employees have an obligation to immediately disclose any situation that has the potential to be misunderstood by others, including other employees, customers, suppliers and the public. See **Questions, Disclosures and Reporting Violations** on page 4.

## **WORKING CONDITIONS AND WORKPLACE SAFETY**

Coach will provide employees with safe and healthy working environments. Employees will be trained in safe practices and safety rules. Practices relating to the use of safety equipment and protective devices will be strictly enforced. All employees are responsible for observing employment and safety rules, and for taking precautions necessary to protect themselves and their co-workers. These precautions include reporting to work free from the influence of alcohol or any substance that could prevent the safe conduct of work activities.

## **HOURS OF WORK AND AGE OF EMPLOYMENT**

Hours worked each day, and days worked each week, shall not exceed the legal limitations of the countries in which we operate. Also, while the legal definition of “children” may vary from country to country, Coach will not knowingly employ individuals who are under 15 years of age.

## **COMPLIANCE WITH CODE OF CONDUCT**

This Code forms part of the terms and conditions of your employment. You are expected to cooperate in investigations of allegations of violations of the Code and other policies and actual violations may be subject to discipline, up to and including termination. Violations may also constitute violations of law and may result in civil or criminal penalties.

## QUESTIONS, DISCLOSURES AND REPORTING VIOLATIONS

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You are required to report any known violations to the Code of Conduct. If you have questions about our Code of Conduct, need to make disclosures or are concerned about conduct that you believe violates Coach's standards or the law, you should talk to your manager first. If this seems inappropriate, contact Human Resources, the Law Department, the Global Business Standards Officer or any of the members of the Global Business Standards Committee. You may also report a matter (anonymously, if desired) by contacting the Coach, Inc. Ethics and Compliance Reporting System online at <http://www.coachinc.ethicspoint.com>, or call a representative, at 1.800.396.1807 (for matters in the United States) or the international phone numbers available at <http://www.coach.com/contact-board.html>.

### **NO RETALIATION**

It is unlawful and expressly against Coach policy for anyone to retaliate against any employee either for reporting violations of the Code or for cooperating with an investigation. Anyone who engages in retaliatory conduct against an employee will be terminated.

## ACKNOWLEDGEMENT

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Each year, Coach will notify you about the need for you to acknowledge that you've read, understand, and agree to be bound by this Code of Conduct, and that you are unaware of any unreported violations. Completing this acknowledgement each year is a required condition of your employment.

