



## TAILORED BRANDS

### **Tailored Brands, Inc. Anti-Corruption Compliance Policy (Foreign Corrupt Practices Act)**

#### **Introduction**

At Tailored Brands, Inc. (“TBI”), we are committed to conducting our business ethically and in compliance with all applicable laws and regulations. In virtually every nation in which we do business, it is unlawful to make a corrupt payment to a government official for the purpose of obtaining or retaining business or for a competitive business advantage. In most countries, private commercial bribery is also illegal. Recently numerous laws and treaties have been adopted that prohibit bribery and other corrupt practices. These include the:

- U.S. Foreign Corrupt Practices Act (“FCPA”);
- United Kingdom Bribery Act 2010;
- Organization of Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions;
- Organization of American States Inter-American Convention Against Corruption; and  Council of Europe Criminal Law Convention Against Corruption.

In addition to being a legal requirement, conducting business ethically and free of all corrupt practices is a key component of our Code of Ethics and Business Conduct (“Code of Ethics”) and one of our core corporate values.

This policy outlines acceptable and non-acceptable behaviors to ensure compliance with anti-corruption laws and is applicable to everyone who works at TBI or any of its subsidiaries, including officers, directors and employees (collectively referred to as “employees”) *and* anyone acting on behalf of TBI or any of its subsidiaries, including agents, representatives, consultants, licensees, independent contractors, and joint venture partners (collectively referred to as “agents”).

#### **Policy Statement**

***No officer, director, employee or agent of TBI or any of its subsidiaries has the authority to offer, promise, provide, make, or facilitate the making of a Corrupt Payment, directly or indirectly, to a Government Official. In addition, every employee and agent is obligated to keep books, records and accounts that accurately and fairly reflect all transactions and dispositions of company assets.***

Employees and agents have a personal responsibility and obligation to conduct TBI’s business activities ethically and in compliance with the law. Failure to do so may result in disciplinary action, up to and including dismissal.

## Helpful Definitions

**Corrupt Payment.** Means offering, promising, providing, making, or facilitating the making of anything of value, which includes cash, cash equivalents, gifts, entertainment, travel, accommodations or courtesies, or anything else of tangible or intangible value, either directly or indirectly to a Government Official or to an officer, director, employee, or agent of a commercial entity in an attempt to induce the recipient to:

- Misuse her or his position to take any action favorable to TBI's interest;
- Refrain from taking any action contrary to TBI's interests;
- Use her or his influence to secure action or inaction of a third party to advance TBI's interests; or  Otherwise obtain an improper business advantage.

Corrupt Payments prohibited by this policy include bribes, kickbacks, excessive gifts or entertainment, or any other payment made or offered to obtain an improper business advantage. These payments should not be confused with reasonable and limited expenditures for gifts, business entertainment, travel and accommodations, and other legitimate activities directly related to the conduct of TBI's business.

**Government Official.** Includes:

- Any officer or employee of a foreign government, department, agency or instrumentality, regardless of rank,
- employees of government-owned or government-controlled businesses,
- foreign political parties or party officials,
- candidates for political office,
- employees of public international organizations (such as the United Nations or World Bank),
- members of foreign royal families that have governmental duties, or
- any consultant, advisor, contractor or agent of any of the above that represents or acts on behalf of or in an official capacity for such entity or person.

## What Does 'Anti-Corruption' Mean to You?

Corruption can take place in many types of activities. It usually is designed to obtain financial benefits or other personal gain for all parties involved. For example, bribes are intended to influence behavior – they could be in the form of money, a privilege, an object of value, an advantage, or merely a promise to influence a person in an official or public capacity, or a commercial transaction. Examples of a bribe include:

- Offer or receipt of cash in the form of a kickback, loan, fee or reward
- Giving of aid, donations or voting designed to exert improper influence

As examples, neither our employees nor any agent acting on our behalf may, with respect to a foreign official:

- Give, promise, offer or authorize the payment, directly or indirectly, of anything of value to improperly obtain or keep business or to secure some other improper advantage,
- Engage in an improper transaction to influence the performance of official duties,
- Make a facilitation payment (i.e., any payment made to expedite a routine government action that the official is already obligated to do),
- Make unlawful political contributions,
- Make charitable contributions with the intent to improperly influence any act or decision,
- Accept improper solicitations or extortion demands, or
- Accept requests for false invoices or for payment of expenses that are unusual, excessive, inadequately described or otherwise raise ethical questions.

The areas of business where corruption can most often occur include:

1. Gifts, Entertainment and Hospitality
2. Political, Community and Charitable Contributions
3. Commercial Transactions
4. Procurement Process

### 1. **Gifts, Entertainment and Hospitality**

Gifts, entertainment and hospitality are acceptable if they are reasonable, proportionate and made in good faith and in compliance with our policies. These activities must be in compliance with our Code of Ethics & Business Conduct (“Code of Ethics”) (guiding principle: ‘Avoiding Conflicts of Interest’).

Examples of gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, invitations to events, functions, or other social gatherings, in connection with matters related to our business. These activities are acceptable provided they fall within reasonable bounds of value and occurrence customary to the applicable country in which they occur.

How do you know if an offered gift, entertainment or hospitality by us or to us is acceptable? First, take a step back and ask yourself the following:

- What is the intent – is it to build a relationship or is it something else?
- How would it look if these details were on the front of a newspaper?
- What if the situation were reversed – would there be a double standard?

If you find it difficult to provide a comfortable answer to one of the above questions or you are ever unsure if you should accept something of value, ASK your manager, your Human Resources Partner or the Corporate Compliance Office. If your manager is participating, seek a higher-level manager. If you prefer, ask your Human Resources Partner or ask your question by sending an email to [ethics@tailoredbrands.com](mailto:ethics@tailoredbrands.com).

As a general rule, we should not provide gifts or hospitality to, or receive them from, a government or other public official (or their close families and business associates) or from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

You may give a modest gift to these parties when appropriate and allowed by local law provided you have discussed it with and received written approval in advance from the Corporate Compliance Office via email [ethics@tailoredbrands.com](mailto:ethics@tailoredbrands.com).

### 2. **Political Community and Charitable Contributions**

TBI is not, nor is any employee or agent on its behalf, allowed to make political contributions from company funds without authorization. Political contributions, as permitted by law, must be approved in advance by the CEO or Chief Compliance Officer.

Contributions made by us to community projects or charities need to be made in good faith and in compliance with our Code of Ethics, this Policy and all relevant policies and procedures.

Please refer to our Code of Ethics, under the section “Protecting and Safeguarding Our Assets,” where it references Political Contributions which allows political contributions as permitted by law and only when approved in advance by our CEO and Chief Compliance Officer.

### 3. **Commercial Transactions**

You may not offer, promise, authorize the payment of, or pay or provide anything of value to any employee, agent, or representative of another company to induce or reward the improper performance of any function

or any business-related activity. In addition, you may not request, agree to receive, or accept anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

#### **4. Procurement Process**

We have processes in place regarding supplier (vendor) selection and you must adhere to this system of internal controls. Supplier (vendor) selection should never be based on receipt of a gift, hospitality or payment. When supplier (vendor) selection is a formal, structured invitation for the supply of products or services (often called an 'RFP'), it is important to maintain documentation supporting our processes.

### **Books, Records and Internal Control Requirements**

Expenses must never be hidden or purposefully misclassified. Many serious bribery and corruption scenarios are found to involve inaccurate record-keeping. To prevent this, anti-corruption laws generally require detailed and accurate accounting records for transactions, including cash and bank accounts. Therefore, TBI and each of its subsidiaries must maintain (1) books and records that, in reasonable detail, accurately reflect transactions and asset dispositions of the company and (2) a system of internal accounting controls, including periodic audits. In order to comply with these requirements, it is imperative that you maintain complete and accurate records with respect to all transactions undertaken on behalf of TBI and its subsidiaries.

Certain monitoring controls are identified in our policies, specifically regarding approval of travel and entertainment expenses. It is your responsibility to be knowledgeable of control procedures and ensure compliance.

### **You Are Responsible**

All employees and agents must be familiar with and perform their duties according to the requirements set out in this Policy. It is particularly important that those employees or agents engaged in international activities have a basic familiarity with these rules so that potential issues can be recognized and inadvertent violations can be avoided. All employees or agents who violate this Policy are subject to disciplinary action, up to and including dismissal. Third-party representatives who violate this Policy may be subject to termination of all commercial relationships with the company.

Any employee or agent who suspects that this Policy may have been violated must notify the company immediately. Any employee who, in good faith, reports suspected legal, ethical or Policy violations will not suffer any adverse consequence for doing so. When in doubt about the appropriateness of any conduct, you must seek additional guidance before taking any action to avoid subjecting TBI to potential liability.

### **Duty to Cooperate**

TBI may at times undertake a more detailed review of certain transactions. As part of these reviews, it is required that all employees and agents cooperate with us, outside legal counsel, outside auditors, or other similar parties. TBI views failure to cooperate in an internal review as a breach of your obligations to the company, and such refusal will subject you to disciplinary action, up to and including dismissal.

### **Reporting Policy Violations**

#### **Questions or How to Raise a Concern**

If you want to ask a question about the requirements in this Policy or are concerned that an anti-corruption violation is occurring or has occurred, report it immediately to one of the following:

- Your manager
- Your Human Resources Partner
- Corporate Compliance Office
- Ethics Hotline

In the US, you are required by law to report any suspected violation and failing to do so is itself a breach of our Code of Ethics.

Please contact the Corporate Compliance Office with any questions by sending an email to [ethics@tailoredbrands.com](mailto:ethics@tailoredbrands.com).