

# **KidKraft Code of Conduct and Business Ethics**

KidKraft, Inc.'s reputation for integrity, quality and honesty is among our most important assets. Our Code of Conduct and Business Ethics is designed to provide you with a clear understanding of the conduct we expect from our employees, officers and directors. The KidKraft Code of Conduct and Business Ethics is applicable to employees of KidKraft and its controlled subsidiaries, the KidKraft Board of Directors (Board Members), Officers, employees, contractors, consultants, and anyone we authorize to act on KidKraft's behalf.

## **1. Our Core Values**

Our standards of business conduct serve as an important resource for employees in support of day-to-day decision making. Our standards represent the core of how we create the solid foundation of trust and success that is reflected in our relationships with consumers, customers, suppliers, shareowners and each other. The Code establishes the basic foundation of KidKraft's ethics by communicating our philosophy and commitment to our employees, customers, other stakeholders and the communities in which we do business. The Code should be used as a resource when questions of legal or ethical appropriateness arise on the job. It is a statement and guide of how we commit to do business. We are bound by the Code and the specific operational policies of KidKraft. As members of KidKraft's team, we all have a personal responsibility to uphold and ensure the letter and spirit of our code of conduct in our individual roles, every single day. It is important that you are aware of, and never intentionally violate, relevant laws and regulations. Violating relevant laws, regulations, or this Code, or encouraging others to do so may result in disciplinary action up to and including termination of employment. You should understand that violations of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, civil and criminal penalties that could affect you personally in addition to a risk of adverse consequences to KidKraft. You should also be alert to changes in the law or new requirements that may affect our business, as well as new products or services that may be subject to special legal requirements.

This Code is not intended to cover every issue or situation an employee, officer or director may encounter at the Company. Our Code should be used as a guide in addition to other KidKraft policies and guidelines contained in our Employee Handbook and other Company communications. Failure to read the Code or to sign an acknowledgement form does not excuse any person from the requirements of the Code.

## **2. Our Responsibilities**

As a KidKraft employee, you are expected to comply with both the letter and the spirit of our Code. This means you must understand and comply with our policies, laws and regulations that apply to your job, even if you feel pressured to do otherwise. Our Code also requires you to seek guidance if you have questions or concerns and to cooperate fully in any investigation of suspected violations of the Code that may arise in the course of your employment. Periodically, you may be asked to provide a written certification that you have reviewed and understand KidKraft's Code of Conduct, that you comply with its standards, and are not personally aware of any violations of the Code by others. This certification is your pledge to live up to our Code and its expectations, and to promptly raise concerns about any situation that you think may violate our Code. Employees who violate our Code put themselves, fellow employees, and our Company at risk and are subject to disciplinary action up to and including termination of employment.

All KidKraft leaders must show a commitment to our values through their actions. They also must promote an environment where compliance is expected and ethical behavior is the norm. No one should ask KidKraft employees to break the law, or go against the Company's values, policies and procedures.

Employees who supervise others have an important additional responsibility to lead by example and maintain the highest standards of behavior. If you supervise others, you should create an environment where employees understand their responsibilities and feel comfortable raising issues and concerns without fear of retaliation. If an issue is raised, you must take prompt action to address the concerns and correct problems that arise. You must also make sure that each employee under your supervision understands our Code and the policies, laws and regulations that affect our workplace. Most importantly, you must ensure that employees understand that business performance is never more important than ethical business conduct.

### **3. Making Good Decisions**

In addition to complying with the requirements contained in the KidKraft policies, in specific situations, before taking any action each employee should consider the following questions, and unless the answer to each question is "yes," the action should not be taken:

- Is this action legal, ethical, and socially responsible?
- Does this action comply with both the spirit and the letter of our Code of Business Conduct?
- Will this action appear appropriate or reflect well on me and the Company?

### **4. Asking Questions and Reporting Concerns**

If you know of or suspect a violation of applicable laws or regulations, this Code of Conduct, or KidKraft's related policies, you have an obligation to immediately report it to your manager, the Human Resources Department or the Legal Department. KidKraft employees located in countries that prohibit requiring employees to make such reports are encouraged to report such violations but are not required to do so.

### **5. Commitment to Non-Retaliation**

We believe it is essential to create an environment in which individuals feel able to raise any matters of genuine concern internally without fear of disciplinary action being taken against them, that they will be taken seriously and that the matters will be investigated appropriately and as far as practicable be kept confidential. KidKraft prohibits retaliation, in any form, against anyone who, in good faith, reports violations or suspected violations of this Code, Company policy, or applicable law, or who assists in the investigation of a reported violation. Acts of retaliation should be reported immediately to your manager or the Human Resources Department.

### **6. Reporting Channels**

If you think our Code of Conduct is being violated, or if you have an ethics question, you have several options:

- Discuss the issue with your supervisor
- Discuss the issue with another supervisor or manager
- Contact the Human Resources or Legal Department
- Contact KidKraft's 24-hour Employee Assistance Program (EAP) Helpline: 1-877-595-5281

## **7. Waivers**

KidKraft will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver based on the best interests of KidKraft and its stockholders. Any waiver pertaining to an employee must be approved by the Chief Executive Officer and the General Counsel. Waivers of the Code for directors and executive officers may be made only by those members of the Board of Directors not involved in the possible waiver, and must be promptly disclosed as required by law or regulation.

## **8. Discrimination**

Having a diverse workforce that is made up of team members who bring a wide variety of skills, abilities, experiences and perspectives is essential to our success. We are committed to the principles of equal employment opportunity, inclusion and respect. All employment-related decisions must be based on Company needs, job requirements and individual qualifications. Always take full advantage of what our team members have to offer; listen and be inclusive. We do not tolerate discrimination against anyone, including team members, customers, business partners or other stakeholders, on the basis of race, color, religion, national origin, sex (including pregnancy), age, disability, HIV status, sexual orientation, gender identity, marital status, past or present military service or any other status protected by the laws or regulations in the locations where we operate. We comply with laws regarding employment of immigrants and noncitizens, and provide equal employment opportunity to everyone who is legally authorized to work in the applicable country. We provide reasonable accommodations to individuals with disabilities and remove any artificial barriers to success. Report suspected discrimination right away and never retaliate against anyone who raises a good faith belief that unlawful discrimination has occurred.

We believe that new ideas from diverse perspectives lead to better business results. Diversity is just good business. We embrace diversity of ethnicity, gender, generation, geography and thought. Different perspectives enable us to better understand the complexity of our customers' needs and to deliver high-value solutions in innovative ways. It is important that every KidKraft employee feel valued and be provided with opportunities to contribute value to the business. If you believe your rights have been violated or if you have any other workplace concerns, you should consult your supervisor or another member of your management chain, or call your Human Resources Department directly. If you do not receive a clear explanation or believe you may not receive an objective or adequate review of the issue from your supervisor or Human Resources, call the EAP Helpline on 1-877-595-5281. KidKraft does not tolerate discrimination. We will conduct all employment practices including activities relating to recruiting, hiring, benefits, leaves of absence, training, transfer, promotion, job assignments, compensation, corrective action (performance management) and termination in a non-discriminatory manner. We conduct business without regard to, and do not discriminate because of, an employee's race, color, religion, creed, sex, gender identity, sexual orientation, age, disability, pregnancy, national origin, genetic information or ancestry, as well as citizenship, marital, veteran, and family and medical leave status or any other status protected by law.

## **9. Harassment**

Our Company is committed to providing a work environment free of all forms of harassment, including but not limited to sexual harassment, which includes:

- Any unwelcome behavior, such as verbal or physical conduct designated to threaten, intimidate or coerce;
- Verbal taunting (including racial and ethnic slurs, inappropriate jokes or language);

- Unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct of a sexual nature in which: submission to the conduct is either an explicit or implicit term or condition of employment; or submission to or rejection of the conduct by an individual is used as the basis for making employment decisions, including advancement, affecting such individual – known as “quid pro quo”, or “this for that”.

If you believe you are being harassed, or if you have witnessed harassment of a colleague, you need to report this to your manager, another manager, or the Human Resources Department. KidKraft will act promptly in investigating your concern and directly address the issue with the individuals involved. We recognize the sensitive nature of these claims, and to the extent possible will work to ensure confidential treatment of the allegations in order to protect all involved. Of course, retaliation against any employee who reports harassment, will not be tolerated.

## **10. Fair Wages**

Our Company is committed to following all applicable wage and hour laws and regulations. To help ensure that all work performed for KidKraft is compensated correctly, partners compensated on the basis of hours worked must report and record time accurately in accordance with established local procedure.

## **11. Workplace Safety and Violence Prevention**

Our Company strives to provide a safe and healthy workplace for employees, customers and visitors to its premises. All managers have responsibility for ensuring proper safety and health conditions for their employees. Management is committed to maintaining industry standards in all areas of employee safety and health, including industrial hygiene and safety. To support this commitment, employees are responsible for observing all safety and health rules, practices and laws that apply to their jobs, and for taking precautions necessary to protect themselves, their co-workers and visitors. Employees are also responsible for immediately reporting accidents, injuries, occupational illnesses and unsafe practices or conditions to their supervisor or the Human Resources Department. Threats, acts of violence and physical intimidation are strictly prohibited. Possession of weapons on the job or on KidKraft premises is prohibited, unless permitted by law. No talk of violence or joking about violence will be tolerated. As is the case with any violation of the Code, employees have a responsibility to report any unsafe behavior or condition regardless of whether they are directly involved or a witness.

## **12. Substance Abuse**

KidKraft strives to maintain a workplace that is free from illegal use, possession, sale, or distribution of controlled substances. Legal or illegal substances shall not be used in a manner that impairs a person's performance of assigned tasks.

KidKraft requires employees to work free from the adverse effects of any substance, including drugs and alcohol, preventing them from conducting work activities safely and effectively. Our Company reserves the right to have any employee tested if there is reasonable suspicion that he or she is under the influence of drugs or alcohol in violation of this Code or the KidKraft Employee Handbook. If you are using prescription or non-prescription drugs that may impair alertness or judgment, or witness an employee impaired and therefore possibly jeopardizing the safety of others or KidKraft's business interests, you should report it immediately to your supervisor or the Human Resources Department.

If you have a problem related to alcohol or drugs, you are encouraged to seek assistance from the Human Resources Department or to call the Employee Assistance Program (EAP) Hotline on 1-877-595-5281.

### **13. Employee Information Privacy**

KidKraft respects the confidentiality of the personal information of employees. This includes employee medical and personnel records. Access to personal information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel. Requests for confidential employee information from anyone outside our Company under any circumstances must be approved in accordance with our policies. It is important to remember, however, that employees should have no expectation of privacy with regard to normal course workplace communication or any personal property brought onto KidKraft premises or used for KidKraft business.

### **14. Proprietary and Confidential Information**

One of our most important assets is our confidential information. As an employee of KidKraft, you may learn of information about our Company that is confidential and proprietary. You also may learn of information before that information is released to the general public. Employees who have received or have access to confidential information should take care to keep this information confidential. Confidential information includes non-public information that might be of use to competitors or harmful to KidKraft or its customers if disclosed, such as business, marketing and service plans, financial information, product architecture, source codes, engineering and manufacturing ideas, designs, databases, customer lists, pricing strategies, personnel data, personally identifiable information pertaining to our employees, customers or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our customers, suppliers and partners. You are expected to keep confidential and proprietary information confidential unless and until that information is explicitly released to the public through approved channels (usually through a press release or a formal communication from a member of senior management). Every employee has a duty to refrain from disclosing to any person confidential or proprietary information about us or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels. You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks and laptop computers, should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. You may not discuss our business, information or prospects in any "chat room," regardless of whether you use your own name or a pseudonym. All Company emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of KidKraft, except where required for legitimate business purposes.

### **15. Physical Assets and Resources**

All employees are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, buildings and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with KidKraft or any letterhead stationery for any personal purpose. You may not, while acting on behalf of our Company or while using our computing or communications equipment or facilities, either:

- Access the internal computer system (also known as “hacking”) or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- Commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as “spam”) in violation of applicable law, trafficking in contraband of any kind or espionage.

All data residing on or transmitted through our computing and communications facilities, including email and word processing documents, is the property of KidKraft and subject to inspection, retention and review by our Company, with or without an employee's or third party's knowledge, consent or approval, and in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or the Legal Department.

## **16. Proper Use of Electronic Media**

Our Company uses global electronic communications and resources as routine parts of our business activities. However, they can present risks. Therefore, it is essential that electronic resources used to perform Company business are protected to ensure that these resources are accessible for business purposes and operated in a cost-effective manner, that our Company's reputation is protected, and that we minimize the potential for legal risk.

Electronic Media, such as telephones, fax machines, personal computers, data storage units or thumb drives, e-mail and voice mail are provided to us to enable us to do our job at KidKraft. Each of us has a responsibility to protect these systems and the data that is contained on them from misuse, improper access, damage, and theft. Even when use of KidKraft's electronic media for limited personal purposes is permitted, such use is not private. Anything sent or received using our Company's electronic media may be reviewed by KidKraft and others at its discretion and direction. Remember: be just as careful and professional with electronic media such as e-mails, instant and text messaging, and other similar forms of communication as you would when writing a formal letter.

- Never use electronic media to initiate, save, or send items that are hostile, harassing, offensive, threatening, or otherwise inappropriate;
- Do not use electronic media to initiate, save, or send chain letters or other widespread non-business distributions;
- Do not use electronic media to initiate or participate in any malicious, unauthorized, or fraudulent use of Company resources;
- Think before you use KidKraft's electronic media for non-business purposes and comply with Company policies.

Remember: The unauthorized transmission of Company data, access to inappropriate internet sites, and the transmission of inappropriate emails are examples of misuse of technology.

Social media has become a mainstay in the marketplace. It enables us to learn from and share information with our stakeholders, as well as communicate with the public, including current and potential consumers, about our Company. In addition to following all Company policies, a general rule to remember when utilizing social media is to think about the effect of statements that you make. Keep in mind that these transmissions are permanent and easily transferable, and can affect our Company's reputation and relationships with coworkers and customers. When using social media tools like blogs, Facebook, Twitter, Instagram or wikis, ensure that you do not make comments on behalf of KidKraft without proper authorization. Also, you must not disclose our

Company's confidential or proprietary information about our business, our suppliers or our customers.

## **17. Protecting Customer/Third Party Information Privacy**

We take the protection of privacy for our customers, consumers, and other third parties that have entrusted us with information very seriously. We follow all applicable laws and regulations directed toward privacy and information security. We must safeguard all confidential information our customers and other third parties share with us by ensuring that their information is only used for the reasons for which the information was gathered. Consumer, customer or third-party information includes any information about a specific customer/third party, including such things as name, address, phone numbers, financial information, etc. We do not disclose any information about a third party without the written approval unless legally required to do so (for example, under a court-issued subpoena). If you do not have a business reason to access this information, you should not do so. If you do, you must also take steps to protect the information against unauthorized use or release.

## **18. Intellectual Property and Protecting IP**

Our intellectual property (IP) is among our most valuable assets. Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, expertise, and other intangible industrial or commercial property. We must protect and, when appropriate, enforce our intellectual property rights. We also respect the intellectual property belonging to third parties. It is our policy to not knowingly infringe upon the intellectual property rights of others.

As an employee, the things you create for KidKraft belong to our Company. This "work product" includes inventions, discoveries, ideas, improvements, software programs, artwork, and works of authorship. This work product is our Company's property (it does not belong to individuals) if it is created or developed, in whole or in part, as part of your duties or through the use of Company resources or information. Business partners must promptly disclose to KidKraft, in writing, any such work product and cooperate with our efforts to obtain protection for our Company. To ensure that our Company receives the benefit of work done by outside consultants, it is essential that an appropriate agreement or release be in place before any work begins.

## **19. Antitrust and Fair Competition**

We believe in free and open competition. In addition, in most of the countries where we operate, strict laws are in force similar to antitrust laws in the United States and competition laws in the United Kingdom ("U.K.") and European Union ("EU") prohibiting collusive or unfair business behavior that restricts free competition. United States antitrust and other countries' competition laws are quite complicated, and failure to adhere to these laws could result in significant penalties imposed on both KidKraft and the employees who violated the law. There are almost no circumstances allowed by law to enter agreements with competitors to fix prices, bid rigging, terms of sale, production output, or to divide markets or customers. In addition, attempts to otherwise restrict the freedom of our customers to compete, may sometimes be illegal. Generally speaking, KidKraft is free to choose who we do business with, however, depending on the circumstances, legal issues may also arise if we refuse or otherwise terminate a business relationship with certain customers or competitors in certain instances.

It is our policy that all directors, officers, and employees comply with antitrust and competition laws. International, US federal and state antitrust and competition laws prohibit efforts and actions to

restrain or limit competition between companies that otherwise would be competing for business in the marketplace. You must be particularly careful when you interact with any employees or representatives of KidKraft's competitors. You should use extreme care to avoid any improper discussions with our competitors, especially at trade association meetings or other industry or trade events where competitors may interact. Under no circumstances should you discuss customers, prospects, pricing, or other business terms with any employees or representatives of our competitors. If you are not careful, you could find that you have violated antitrust and competition laws if you discuss or make an agreement with a competitor regarding:

- Prices or pricing strategy
- Discounts
- Terms of our customer relationships
- Sales policies
- Marketing plans
- Customer selection
- Allocating customers or market areas
- Contract terms and contracting strategies

Agreements with competitors do not need to be written in order to violate applicable antitrust and competition laws. Informal, verbal, or implicit understandings, i.e., knowing winks, are also violations. Antitrust violations in the U.S., and in many countries, may be prosecuted criminally as felonies (or its equivalent) and can result in severe penalties for KidKraft and any associate or other person who participates in a violation.

You should contact your supervisor and/or the Legal Department with any questions about the legality of practices or conduct under the antitrust and competition laws.

If you become aware of any potential violations, contact the Legal Department or report anonymously through the Employee Assistance Program (EAP) Helpline at 1-877-595-5281.

## **20. Honest Advertising and Marketing**

It is our responsibility to accurately represent KidKraft and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our values. Sometimes it is necessary to make comparisons between our products and our competitors. When we do we will make factual and accurate statements that can be easily verified or reasonably relied upon.

## **21. Obtain Competitive Information Fairly**

Gathering information about our competitors often called competitive intelligence is a legitimate business practice. Doing so helps us stay competitive in the marketplace. However, we must never use any illegal or unethical means to get information about other companies. Legitimate sources of competitive information include publicly available information such as news accounts, industry surveys, competitor displays at conferences and trade shows, and information publicly available on the Internet. You may also gain competitive information appropriately from customers and suppliers (unless they are prohibited from sharing the information) and by obtaining a license to use the information or actually purchasing the ownership of the information. When working with consultants, vendors, and other partners, ensure that they understand and follow KidKraft policy on gathering competitive information.

## **22. Anti-Money Laundering**

Money laundering is a global problem with far-reaching and serious consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions. Complex commercial transactions may hide financing for criminal activity such as terrorism, illegal narcotics trade, bribery, and fraud. Involvement in such activities undermines our integrity, damages our reputation and can expose KidKraft and individuals to severe sanctions. Our Company forbids knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion. We take affirmative steps to detect and prevent unacceptable or illegal forms of payment and financial transactions. Anti-money laundering laws of the United States and other countries and international organizations require transparency of payments and the identity of all parties to transactions. We are committed to full compliance with anti-money laundering laws throughout the world and will conduct business only with reputable customers involved in legitimate business activities and transactions.

## **23. Selection and Use of Third Parties/Procurement (Fair Purchasing)**

Our procurement decisions are made on a competitive basis based on total value, which includes quality, suitability, performance, service, technology, and price. Proper procurement conduct includes:

- Using established corporate-wide or regional supply (leveraged) agreements
- Obtaining competitive bids when leveraged agreements do not exist
- Confirming the financial and legal status of the supplier
- Verifying quality and service claims on a regular basis
- Making sure that purchase agreements clearly state the services or products to be provided, the basis for earning payment and the applicable rate or fee
- Verifying that invoices clearly and fairly represent goods and services provided
- Avoiding reciprocal agreements or exchange of favors

The fee or price paid for goods and services by KidKraft must represent the value of the goods or services provided. Payments can only be made to the person or the firm that actually provides the goods or services, and must be made in the supplier's home country, where it does business, or where the goods were sold or services provided, unless approval is obtained from our Legal department. Our Company will not knowingly use suppliers who participate in the following activities:

- Supplying unsafe products or services
- Violating laws or regulations
- Using child labor or forced labor
- Using physical punishment to discipline employees, even if it is allowed by local law

## **24. Anti-corruption / Anti-bribery**

The United States and many other countries have laws that prohibit bribery, kickbacks, and other improper payments. No KidKraft employee, officer, agent, or independent contractor acting on our behalf may offer or provide bribes or other improper benefits in order to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action, or to secure an improper advantage. The U.S.

Foreign Corrupt Practices Act, other U.S. laws, and the U.K. Bribery Act 2010 and Criminal Codes in many other countries prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining or directing of business. We expect all employees, officers, agents, and independent contractors acting on behalf of KidKraft to strictly abide by these laws.

All employees are required to comply strictly with the United States Foreign Corrupt Practices Act (the "FCPA") and/or the U.K. Bribery Act 2010 and/or Criminal Codes in many other countries. In essence, no employee shall make or promise to make, directly or indirectly, any payment of money or object of value to any foreign official of a government, political party, or a candidate for political office for the purpose of inducing or influencing actions in any way to assist our Company in obtaining or retaining business for or with KidKraft. A "bribe" is giving anything of value that would improperly influence or appear to improperly influence the outcome of a transaction. "Anything of value" is very broadly defined and can include such things as:

- Cash
- Gifts
- Meals
- Entertainment
- Travel and lodging
- Personal services
- Charitable donations
- Business opportunities
- Favors
- Offers of employment

Facilitation payments are generally requested in connection with obtaining ordinary licenses, work permits, processing of visas and other similar customary governmental services. Facilitating payments of a reasonable and customary amount paid to lower-level government officials in foreign countries to perform non-discretionary functions or services which they are obligated to perform are not illegal under United States law as long as payments are customary in a particular country and are the only feasible way to obtain government services or action to which KidKraft is legally entitled. However, such facilitating payments may not be legal under local law and Criminal Codes of these countries may be applicable. Legal advice concerning any such proposed payment must be sought in advance from, and be approved by, KidKraft's General Counsel before any payments are made.

Bribery and improper payments can also arise in situations that do not involve a government official. The exchange of appropriate gifts and entertainment is often a way to build our business relationships. However, you must conduct business with customers, suppliers, and government agencies (including U.S. and non-U.S. governments) without giving or accepting bribes including (but not limited to) commercial bribery and kickbacks.

- "Commercial bribery" involves a situation where something of value is given to a current or prospective business partner with the intent to obtain business or influence a business decision.
- "Kickbacks" are agreements to return a sum of money to another party in exchange for making or arranging a business transaction.

You must avoid participating in commercial bribery and kickbacks, or even the appearance of it, in all Company business dealings. Even in locations where such activity may not be illegal, it is absolutely prohibited by our Company policy.

If you have any questions about a payment, potential ownership of companies, or general questions about violations, contact your supervisor and/or the Legal Department. If you become aware of any possible violations of this policy, it is your duty to promptly notify the Legal Department or make an anonymous report through the Employee Assistance Program (EAP) Helpline at 1-877-595-5281.

## **25. Gifts and Entertainment**

Modest gifts, favors, and entertainment are often used to strengthen business relationships. However, no gift, favor or entertainment should be accepted or given if it obligates, or appears to obligate, the recipient, or if it might be perceived as an attempt to influence fair judgment. In general, unless you have supervisory approval, you should not provide any gift or entertainment to customers, suppliers, or others that you would not be able to accept from a customer, supplier, or other applicable parties.

Specific laws apply to interactions with government officials and employees. For example, the U.S. and other countries have strict laws that prevent providing anything, including food or beverages, to a government employee. When doing business with government agents, employees, or officials be sure you understand applicable laws as well as local customs and norms. Please discuss with your supervisor or the Legal Department any gifts or proposed gifts that you are not certain are appropriate.

## **26. Trade Compliance (Export/Import Control)**

We comply with all United States federal import and export laws and regulations. These laws restrict transfers, exports, and sales of products or technical data from the United States to certain prescribed countries and persons as well as re-export of certain such items from one non-U.S. location to another. Many countries in which we operate have similar laws and regulations. If you are involved in importing and exporting goods and data, you are responsible for knowing and following these laws.

We do not cooperate with foreign boycotts that are not approved by the U.S. government, however, if a boycott is part of a restrictive measure of the European Union, the Company's European based subsidiaries, offices, and/or employees should comply with the applicable EU boycott. If you receive a request related to any boycott, contact the Legal Department and do not respond to the request. Federal law prohibits transactions with certain persons or entities that have violated export-related laws or are believed to pose a threat to national security. Additionally, doing business with certain countries may result in imposed economic sanctions. We must perform due diligence before any transaction that has an international element to determine whether such parties are on the U.S. government's and/or EU's and/or United Nations' restricted lists. Contact the Legal Department to ensure that all such transactions are properly evaluated to prevent potential violations.

## **27. Maintain Accurate Financial Records / Internal Accounting Controls**

Accurate and reliable records are crucial to our business. We are committed to maintaining accurate Company records and accounts in order to ensure legal and ethical business practices and to prevent fraudulent activities. We are responsible for helping ensure that the information we record, process, and analyze is accurate, and recorded in accordance with applicable legal or

accounting principles. We also need to ensure that it is made secure and readily available to those with a need to know the information on a timely basis. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files, and all other records maintained in the ordinary course of our business. All Company records must be complete, accurate, and reliable in all material respects. There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited.

## **28. Avoiding Conflicts of Interest**

We have an obligation to make sound business decisions in the best interests of KidKraft without the influence of personal interests or gain. Our Company requires you to avoid any conflict, or even the appearance of a conflict, between your personal interests and the interests of our Company. A conflict exists when your interests, duties, obligations or activities, or those of a family member are, or may be, in conflict or incompatible with the interests of KidKraft. Conflicts of interest expose our personal judgment and that of our Company to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us. Should any business or personal conflict of interest arise, or even appear to arise, you should disclose it immediately to leadership for review. In some instances, disclosure may not be sufficient and we may require that the conduct be stopped or that actions taken be reversed where possible. As it is impossible to describe every potential conflict, we rely on you to exercise sound judgment, to seek advice when appropriate, and to adhere to the highest standards of integrity.

## **29. Relationships with Regulators**

Given the highly regulated environment in which we operate, we must be vigilant in meeting our responsibilities to comply with relevant laws and regulations. We expect full cooperation of our employees with our regulators and to respond to their requests for information in an appropriate and timely manner. We should be alert to any changes in the law or new requirements that may affect our business unit and be aware that new products or services may be subject to special legal and/or regulatory requirements. If we become aware of any significant regulatory or legal concerns, we must bring them to the attention of our supervisor or other manager and the Legal Department. We are committed to maintaining an open, constructive and professional relationship with regulators on matters of regulatory policy, submissions, compliance, and product performance.

## **30. Political Activities and Contributions**

You may support the political process through personal contributions or by volunteering your personal time to the candidates or organizations of your choice. These activities, however, must not be conducted on Company time or involve the use of any Company resources such as telephones, computers or supplies. You may not make or commit to political contributions on behalf of KidKraft.

## **31. Charitable Contributions**

We support community development globally. KidKraft employees may contribute to these efforts, or may choose to contribute to organizations of their own choice. However, as with political activities, you may not use Company resources to personally support charitable or other non-profit institutions not specifically sanctioned or supported by our Company.

You should consult the Legal Department or the Employee Assistance Program (EAP) Helpline on 1-877-595-5281 if you have questions about permissible use of Company resources.

## **32. Human Rights**

We are committed to upholding fundamental human rights and believe that all human beings around the world should be treated with dignity, fairness, and respect. Our Company will only engage suppliers and direct contractors who demonstrate a serious commitment to the health and safety of their workers, and operate in compliance with human rights laws. KidKraft does not use or condone the use of slave labor or human trafficking, denounces any degrading treatment of individuals or unsafe working condition, and supports our products being free of conflict minerals.

## **33. Environmental Stewardship**

We are committed to conducting business in an environmentally responsible manner and strive to improve our performance to benefit our employees, customers, communities, shareholders, and the environment. We use energy wisely and efficiently and employ technology to minimize any risk of environmental impact. Employees whose work affects environmental compliance must be completely familiar with the permits, laws, and regulations that apply to their work. All employees are responsible for making sure that KidKraft business is conducted in compliance with all applicable laws and in a way that is protective of the environment.

## **34. Miscellaneous**

No Code can set out every single thing with which we have to comply in a complex business like ours. This Code is meant to provide the guidelines and basic standards we have for all of our business conduct. Our other policies and procedures have further detail on what we all must or must not do, and they are incorporated by reference into this Code.

This Code sets forth the primary standards for all policies and procedures within KidKraft. Local or business-related policies and procedures may provide additional, stricter, or more specific guidance and standards, but they cannot contradict or be more lenient than the Code unless the Legal Department approves. You do not have to be an expert at all of our standards, but you do need to have a working understanding of the standards relevant to your job, do your training on those standards, and certainly know enough to stop and raise your hand when in doubt.

As a global company, KidKraft recognizes that the laws in various countries differ, and some may limit what a code of business conduct can require. For instance, some countries' employment laws do not allow companies to require employees to report misconduct, and some allow employment practices that KidKraft prohibits where it is allowed to do so. KidKraft intends this Code to apply in every country to the fullest extent allowed by that country's law.

Throughout the Code, "KidKraft," "Corporate" and "Company" are used to refer to KidKraft, Inc., its subsidiaries and affiliated companies. It applies to all KidKraft employees, everywhere in the world, as well as others who act on KidKraft's behalf (agents, partners, joint venturers, representatives, contractors, etc.), all of whom must follow it in connection with work for KidKraft.

KidKraft reserves the right to review, revise, delete, and interpret the Code at its sole discretion. The KidKraft Board of Directors and Chief Executive Officer are responsible for adopting, communicating, and enforcing the Code. Any change to the Code or waiver of any provision may be made only by those parties.