



## **CODE OF CONDUCT FOR BUSINESS PARTNERS**

**(Amended and restated as of April 20, 2023)**

Capri Holdings Limited and its subsidiaries (collectively, the "Company") are dedicated to conducting their operations throughout the world on principles of responsible and ethical business practice and the recognition of the dignity of workers. We conduct our operations in accordance with the criteria set out in this Code of Conduct for Business Partners (the "Code") and we expect our business partners to respect and adhere to the same standards in the operation of their businesses.

The Code is informed by the United Nation's Universal Declaration of Human Rights and is based on the Core Conventions of the International Labour Organization (ILO). The Code is regularly reviewed by the Company with relevant stakeholders and may be updated from time to time. The latest version of the Code is made available on the Company's website at [www.capriholdings.com/responsibility](http://www.capriholdings.com/responsibility).

**1. APPLICATION AND COMPLIANCE.** The Code applies to the Company's business suppliers, contractors, vendors, licensees and agents, including finished goods and raw material suppliers (collectively, "business partners"). When the Code and local law differ or conflict, we expect our business partners to comply with the highest standard. It is important that our business partners have the necessary policies and management systems in place to maintain compliance with the Code and local law. Our business partners must also maintain all documentation necessary to demonstrate their compliance with the Code and provide the same to us upon our request.

**2. INFORMED WORKPLACE.** Our business partners are expected to communicate the principles, obligations and standards set forth in the Code to their workers, subcontractors, agents and representatives. Business partners engaged in the production of our products (or components thereof) must post the Code in a common area of each workplace and in a language understood by workers.

**3. ETHICAL STANDARDS.** We intend to conduct our business in a manner consistent with the highest ethical standards and we seek and utilize business partners who will do the same. Operating in line with high ethical standards contributes directly to our corporate reputation and the collective success of the Company and our business partners.

**4. LEGAL REQUIREMENTS.** The Company's business relationships must be built on a mutual respect for and adherence to legal requirements. Our business partners must observe all applicable local and international legal standards, including with respect to the employment practices noted below.

### **5. EMPLOYMENT PRACTICES.**

**WAGES AND BENEFITS.** Our business partners must comply with all laws regulating local wages and benefits. Wage and benefit policies must be consistent with prevailing national standards and must also be acceptable under a broader international understanding as to the basic needs of workers and their families. Business partners are encouraged to provide wages and benefits that are sufficient to cover workers' basic needs and some discretionary income. Business partners are encouraged to provide workers with clear, detailed accounts for each pay period and must not deduct wages illegally or for disciplinary purposes. The Company will not work with business partners whose wage structure violates legal requirements or prevailing industry practice.

**WORKING HOURS.** Our business partners must comply with all local laws and regulations applicable with respect to working hours, which shall not in any case exceed the maximum set by internationally recognized standards including those of the International Labour Organization. Our business partners may not impose excessive overtime hours. Other than in exceptional circumstances, the total number of hours worked per week including overtime may not exceed 60 hours, and must include at least 24 consecutive hours of rest in every 7-day period.

**CHILD LABOR.** Our business partners must not use child labor, defined as school-age children, in any facility or workplace. Our business partners will not employ workers under the age of 15 or under the legal minimum age for

employment in the applicable country or jurisdiction, whichever is greatest. In addition, workers under the age of 18 should not be exposed to hazardous working conditions.

**HEALTH & SAFETY.** Our business partners must ensure that their workers are provided a safe and healthy work environment, and dormitories and canteens as applicable, and must ensure workers are not subject to unsanitary or hazardous conditions.

**FREEDOM OF ASSOCIATION.** Our business partners are required to recognize and respect the right of freedom of association and collective bargaining, and must respect the legal rights of workers to freely and without harassment form, belong to, and participate, or not participate in, worker organizations of their choice. The Company encourages business partners to engage with local and global unions to improve freedom of association and to promote alternative forms of organizing.

**FORCED LABOR.** Our business partners must not use any form of slave, forced, bonded, indentured, involuntary or prison labor (collectively, "forced labor") in the performance of services for our Company, including in any stage of the manufacture of our products. Forced labor includes the transportation, harboring, recruitment, transfer, receipt, or employment of persons by means of threat, force, coercion, abduction, fraud, or payments to any person having control over another person for the purpose of exploitation. Our business partners must ensure that no goods produced, manufactured or mined, in whole or in part, by forced labor are provided to the Company. All work done by or on behalf of our business partners must be voluntary and workers must be free to terminate their employment at any time, without penalty. Workers' freedom of movement must be respected, and workers must not be subject to the withholding of wages, original identification cards, original passports or other original travel documents or personal belongings.

**ETHICAL RECRUITMENT.** The Company expects business partners to ensure that no worker pays for a job and that the costs of recruitment are borne not by the worker but by the employer. Our business partners must ensure that no fees or costs have been charged, directly or indirectly, in whole or in part, to job-seekers or workers for their services that are directly related to recruitment for temporary or permanent job placement, whether using the services of recruitment, labor broker or employment agents or performing recruitment activities directly. Workers must not be required to pay employers' or their agents' recruitment fees or other similar fees (such as host country fees like levies, fees for work permits, or fees for renewing work documents, or home country fees like visa fees, medical checks, or any other costs that are not the legal responsibility of the worker) to obtain employment. If such fees are found to have been paid by workers, the business partner must promptly repay such fees to the workers. Each worker must receive a written contract in a language they understand stating in a truthful, clear manner their rights and responsibilities in connection with their employment, and business partners must not retain any documents or demand monetary deposits or other collateral from workers as a condition of employment. Our business partners shall also ensure that all third-party recruitment agencies (including labor brokers) used are compliant with the Code, applicable law and the ILO Core Labor Standards, including the elimination of forced labor. The Company expects all business partners to provide a list of recruitment agencies used and the amount of fees paid to each such agency.

**HARASSMENT, ABUSE & DISCIPLINARY PRACTICES.** Our business partners must not employ, nor conduct any business activity with partners who employ, any form of physical or mental coercion or punishment against workers. The Company expects business partners to ensure each workplace is free from sexual, psychological, physical and verbal harassment, abuse or intimidation. Disciplinary practices must be clearly laid out, legal and impartial.

**DISCRIMINATION.** Our business partners must not practice, nor do business with business partners who practice, any form of discrimination on the basis of personal characteristics or beliefs, including on age, race, color, gender identity, sex, religion, disability, illness, marital status, pregnancy, sexual orientation, political opinion, ethnicity or national origin, or any other basis prohibited by applicable law, in any aspect of the employment relationship including, recruitment, hiring, compensation, benefits, advancement, discipline, termination or retirement.

**6. ENVIRONMENT.** Our business partners must embrace a fundamental concern for environmental protection and conduct their operations consistent with both local and internationally recognized environmental practices. The Company expects business partners to adhere to all applicable regulatory requirements and Company policies, including those related to air, water, ground and sound quality and chemical and waste management, and encourages business partners to continuously work toward mitigating negative environmental impacts in their daily operations.

**7. CONFLICT MINERALS.** The Company encourages business partners that use cassiterite (tin), columbite-tantalite (tantalum), gold and wolframite (tungsten) that are necessary to the functionality or production of products that we manufacture or contract to manufacture, to source the same in a socially and environmentally responsible manner and in accordance with the Company's Conflict Minerals Policy, available on [www.capriholdings.com/responsibility](http://www.capriholdings.com/responsibility).

**8. SUBCONTRACTING.** Our business partners may not subcontract the services provided to the Company, including any production or manufacturing of our products, in whole or in part, without our express prior written consent. Business partners must ensure that all subcontractors meet all of the criteria set forth in the Code. Business partners engaged in the production of Company products (or components thereof) must also register all subcontractors, workplaces and facilities with the Company and upon our request, provide information about each of the same, including country of origin of raw materials used.

**9. CORRUPTION & BRIBERY.** The Company expects business partners to avoid all forms of corruption, including extortion, bribery, embezzlement and theft. It is illegal and against Company policy for business partners to offer, pay, promise to pay or authorize the payment of money, financial or other advantage, or anything else of value, to any person or third party, including to any government or administrative official (whether directly or through an agent or other intermediary) for the purpose of influencing any act or decision or to secure an improper advantage for the Company. It is also against Company policy and illegal in certain jurisdictions for business partners to offer or accept corrupt payments or other advantages between private (non-government) persons and entities (also known as commercial bribery or “kickbacks”). This includes any attempt to impact the objectivity of the Company or its representatives in business partner selection and/or onboarding, during compliance or quality audits, or in allocating orders or business of any kind.

**10. TAX EVASION.** Tax evasion is a crime which occurs when somebody deliberately attempts not to pay or to underpay a tax liability and anybody who facilitates these actions is also at risk of being held liable. Our business partners are expected to comply with their tax responsibilities and are prohibited from taking any action that would either undermine an obligation to pay taxes by the Company or assist any third party to evade taxes.

**11. GIFT GIVING.** Our business partners are prohibited from giving to Company employees or agents, or receiving from Company employees or agents, gifts in excess of US\$100.00, and no gifts may be given or received in cash or its equivalent. Furnishing or receiving reasonable meals, refreshments and entertainment in conjunction with business discussions is permitted.

**12. CONFLICTS OF INTEREST.** The Company expects business partners to avoid situations that create or appear to create a conflict of interest, and to act with sound business judgment not motivated by personal interest or gain. A conflict of interest may arise when a business partner employs or is owned or managed by a Company employee or a Company employee’s family member(s) or close friend(s), or when a Company employee or a Company employee’s family member(s) or close friend(s) receive improper personal benefits as a result of the employee’s position in the Company (other than in accordance with the Company’s gift giving policy referenced above). Business partners and Company employees are expected to immediately disclose to the Company any actual or potential conflicts of interest.

**13. GRIEVANCE MECHANISM.** The Company expects business partners to provide workers with an effective grievance mechanism to confidentially and anonymously report workplace concerns to management without fear of retaliation, including concerns of suspected or actual violations of the Code or applicable law, and to respond to worker concerns in a timely manner. Any inquiries or cases of non-compliance with any standard set out in the Code should be reported to the Company immediately through the Company’s own grievance mechanism, which can be accessed in line with the instructions found on [www.capriholdings.com/responsibility](http://www.capriholdings.com/responsibility).

**The Company will apply the criteria set out in the Code in all business partner determinations. By conducting business with the Company, each business partner acknowledges the Code and commits to respect and adhere to the standards set forth in the Code. The Company reserves the right to take appropriate action and to terminate its relationship with any business partner who fails to meet any of the standards in the Code.**