



J.Jill, Inc.

Code of Conduct and Ethics

Introduction

J.Jill is committed to our customers, community and associates. Our three main goals are very simple: create a great brand, build a successful business and make J.Jill a great place to work. We reach our goals by working together in an environment that cultivates creativity, collaboration and honesty.

J.Jill, Inc. (“J.Jill” or the “Company”)¹ requires the highest standards of professional and ethical conduct from its associates² and members of its Board of Directors. The Company expects its business practices to comply fully with all legal requirements and to reflect J.Jill’s commitment to honesty, integrity and accountability.

This Code of Conduct and Ethics (the “Code”) outlines the basic principles and policies with which all associates and directors are expected to comply. We expect all associates and directors to read the Code thoroughly and carefully. Anyone who fails to abide by the Code is subject to discipline.

Compliance with the Code is essential to the continued success of the Company and its reputation as a good corporate citizen. Misconduct is never justified, even if ordered or approved by someone in a position of authority. No individual, regardless of stature or position, can authorize actions that are illegal or violate Company standards.

¹ References in this Code to “J.Jill” or the “Company” include J.Jill, Inc. and all of its subsidiaries.

² References in this Code to “associates” include the Company’s officers and employees.



Any associate or director who is unsure about whether the Code applies in a certain situation or wants to discuss a particular ethical issue should contact Human Resources or J.Jill's General Counsel, or call the Company's Compliance Hotline at 1-800-735-0612.

The Code sets forth general principles of conduct and ethics and is intended to work in conjunction with other policies and procedures of the Company, such as J.Jill's Securities Trading Policy and the Related Person Transactions Policy. Those policies and procedures will provide more detailed guidance in many situations.

Nothing in this Code prohibits the reporting of possible violations of federal law or regulation to any governmental agency or entity (including but not limited to the Department of Justice, the Securities and Exchange Commission, Congress or the Inspector General of any governmental agency), or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. Prior authorization from the Company is not required, and such reports need not be disclosed to the Company after the fact.

Contents

1. Compliance with Laws, Rules and Regulations

Compliance with both the letter and spirit of all applicable laws, rules and regulations, including the rules of any securities exchange or other organization or regulatory body, is critical to J.Jill's reputation and continued success. All associates and directors must respect and obey the laws of the cities, states and countries in which the Company operates and avoid even the appearance of impropriety. Associates or directors who fail to comply with the Code or any applicable laws will be subject to disciplinary measures, up to and including termination.

2. Corporate Opportunities

When carrying out their duties and responsibilities, all associates and directors must act in the Company's best interest. Except as provided in the Company's Certificate of Incorporation, associates and directors are prohibited from (i) taking for themselves opportunities that arise through their use of Company property or information, or by virtue of their position with J.Jill, (ii) using Company property or information, or their position with J.Jill, for personal gain and (iii) competing with J.Jill in any way.

3. Conflicts of Interest

Associates and directors must avoid all situations in which their personal interests may conflict, or appear to conflict, with J.Jill's interests. A conflict exists if there is the potential for improper influence, whether or not the associate's or director's judgment is actually affected. For example, a conflict of interest arises if an associate or director:

- causes the Company to engage in business transactions with a company that the individual or his or her friends or relatives control. (See also "Related Person Transactions" below);
- competes with the Company or makes a business decision for his or her own personal advantage, rather than because it is in the Company's best interest;
- takes actions or has personal or family interests that may make it difficult for him or her to perform his or her duties effectively; or
- receives improper personal benefits or gifts, either directly or indirectly through relatives or affiliates.

In determining whether a conflict of interest exists, associates and directors should ask themselves the following questions:

- Are factors unrelated to J.Jill's business affecting the decisions being made for the Company?
- How would the situation appear to others at J.Jill?
- How would it look to someone outside of J.Jill, such as a customer, supplier or stockholder?

Potential conflicts must be reported immediately to the General Counsel. Any associate or director who becomes aware of a conflict or potential conflict involving another associate or director should bring it to the attention of the Company by calling the Compliance Hotline, contacting the General Counsel or contacting a member of the Audit Committee of the Board of Directors.

4. Outside Employment

Associates may engage in other employment opportunities only if they do not interfere with the associate's performance with and obligations to J.Jill. While employed by J.Jill, outside

employment with a customer, supplier, board member, or other apparel retailer that sells similar products is not allowed, unless there is prior approval by the Department Senior Vice President and Human Resources.

In addition, associates and directors may not join, as a member, contributor or in any other capacity, any expert network such as Gerson Lehrman Group (GLG), Coleman Research, Guide Point Global or any other firm whose primary purpose is to connect its clients with executives or industry specialists for research purposes.

5. Acceptance and Giving of Gifts

As a general practice, associates and directors should not accept or offer any gifts, entertainment, trips, or anything of significant value from anyone who has a business relationship, or is trying to have a business relationship, with J.Jill. It is reasonable to attend a lunch, dinner, theater or sporting event with a third party if the purpose is to develop better business relations or hold bona fide business discussions. However, no associate should accept or offer tickets or invitations when the prospective host will not be present.

J.Jill does recognize that in some foreign countries it may be customary for gifts to be extended, and that not accepting a gift would be insulting. If not accepting a gift would adversely affect the continuation of a business relationship, this circumstance should be brought to the attention of the General Counsel to determine what is legally required by law, including under the U.S. Foreign Corrupt Practices Act.

Some examples of acceptable gifts:

- Flowers, food or beverage items of nominal value that can be shared at work.
- Office items of nominal value that contain the vendor's advertising/logo such as pens or pencils.
- Attendance at a vendor-sponsored educational seminar, as long as travel and accommodation expenses are paid by J.Jill.

6. Related Person Transactions

Any transaction, arrangement or relationship in which any “Related Person”³ had, has or will have a direct or indirect material interest requires special review and approval. Before entering into any such transaction, arrangement or relationship, the General Counsel must be notified of the facts and circumstances. If the proposed transaction is determined to be a related party transaction, it will be sent to the Audit Committee (or the Chair of such committee) for review and approval. Only those transactions that are in the best interests of the Company will be approved. For more detail, please see the Company’s Related Person Transactions Policy.

7. Confidentiality

J.Jill places the utmost importance in protecting the privacy of its associates and customers and maintaining the secrecy of information related to its business. The Company takes its obligation to protect confidential information very seriously.

Confidential information includes all non-public information (including, for example, “inside information” about J.Jill’s business and information that suppliers and customers have entrusted to the Company) that may be of use to competitors or may otherwise be harmful to the Company or its key stakeholders if disclosed. Financial information is of special sensitivity and should under all circumstances be considered confidential, except where its disclosure is approved by the Company or when the information has been publicly disseminated. Other confidential information may include:

- associate or customer social security numbers, credit card numbers, salary, benefit or health information, and any other personally identifying information that is not public (e.g., driver’s license number, a state identification card number, a passport number or an alien registration number);
- information related to J.Jill’s business plans, competitors, new products and product improvements, marketing plans and promotional strategies, methods of

³ A “Related Person” is generally defined as any member of the Board of Directors (or a nominee for the Board); any executive officer of the Company; a beneficial owner of more than 5% of the Company stock; any immediate family member of any of the foregoing; and any entity in which any of the foregoing persons is employed or is a partner or principal or in which that person has a 10% or greater beneficial ownership interest.



operation, suppliers, customers, associates and financial performance, including results, projections, goals and initiatives; and

- anything else that the company has designated as confidential or that is protected from disclosure by law (including privacy laws relating to the protection and disclosure of personal data).

Any disclosure of J.Jill's confidential information must be made in accordance with J.Jill's policies and approved business practices, which include measures (such as the use of non-disclosure agreements) designed to prevent the unauthorized disclosure of the information by approved recipients. Associates and directors should take all necessary steps to prevent any unauthorized access to confidential information, including both electronic and non-electronic forms of data.

Associates may not communicate with the press about the Company without prior authorization of the President & CEO. Associates and directors should also use caution when speaking of the Company outside of work, such as with family members, at social gatherings and at industry conferences.

The obligation to preserve confidential information continues even after an associate or director leaves the Company.

8. Protection and Proper Use of Company Assets

All associates and directors should promote and ensure the efficient and responsible use of the Company's assets and resources. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incidents of fraud or theft should be immediately reported for investigation.

Company assets, such as proprietary information, funds, materials, supplies, products, equipment, software, facilities, and other assets owned or leased by the Company or that are otherwise in the Company's possession, may only be used for legitimate business purposes and must never be used unlawfully.

Proprietary information includes any information that is not generally known to the public or would be valued by, or helpful to, our competitors. Examples of proprietary information are



intellectual property, business and marketing plans and associate information. The obligation to use proprietary information only for legitimate business purposes continues even after an associate or director leaves the Company.

J.Jill's trademarks are valuable assets, and everyone associated with the Company must work to protect them. Any misuse of the Company's trademarks, including counterfeit J.Jill merchandise being sold or displayed anywhere, should be reported to J.Jill's General Counsel.

9. Company Records

Records created, received or used during the conduct of J.Jill business, including all communications sent or received using the Company's email system, are at all times the property of J.Jill, no matter where those records may be located. At any time, the Company (and, in certain circumstances, third parties including government officials) may, without prior notice, review any and all Company records, including those marked "Personal" or "Private."

10. Use of Electronic Media

All Company equipment, including desks, computers and computer systems, computer software, electronic storage devices, cellphones or other mobile devices, e-mail, voicemail and other physical items are for business use only. The Company at all times retains the right to access and search all such electronic media or other items contained in or used in conjunction with the Company's computer, e-mail, voicemail and Internet-related systems and equipment without prior notice.

All messages, data and electronic information sent through or stored on J.Jill's systems or equipment are J.Jill property. Consequently, associates and directors should have no expectation that such items are private or outside the reach of the Company. Unless prohibited by law, the Company reserves the right to access and disclose this information as necessary for business purposes. Associates and directors should use good judgment and not access, send messages or store any information that they would not want to be seen or heard by others.

Like the Company's computer network, e-mail and voicemail services, access to the Internet is provided to associates and directors by the Company only for business use. Any personal use must be infrequent and must not involve any prohibited activity, interfere with the productivity

of the associate or directors or his or her co-workers, consume system resources or storage capacity on an ongoing basis or involve large file transfers or otherwise deplete system resources available for business purposes.

11. Accuracy in Recordkeeping

J.Jill requires that all associates and directors maintain accurate records of all business-related financial dealings, including timely recordkeeping for expense reports, payment of invoices and other financial data used by the Company to make financial decisions. Undocumented or “off the book” funds or assets are not permitted, and all associates are required to comply with J.Jill’s Electronic Communications Policy, document retention practices and all federal and state laws.

All of the Company’s financial activities must be recorded in compliance with applicable laws and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. The commitment of Company assets can only occur in accordance with Company policy and with the proper authorization.

12. Public Reporting

Full, fair, accurate and timely disclosure must be made in the reports and other documents that J.Jill files with or submits to the SEC, and in the Company’s other public communications. Such disclosure is critical to ensure that the Company maintains its good reputation, complies with its obligations under securities laws and meets the expectations of its shareholders.

Persons responsible for the preparation of such documents and reports and other public communications must exercise the highest standard of care in accordance with the following guidelines:

- all accounting records, and the reports produced from such records, must comply with all applicable laws;
- all accounting records must fairly and accurately reflect the transactions or occurrences to which they relate;
- all accounting records must fairly and accurately reflect in reasonable detail the Company’s assets, liabilities, revenues and expenses;
- accounting records must not contain any false or intentionally misleading entries;

- no transactions should be intentionally misclassified as to accounts, departments or accounting periods;
- all transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
- no information should be concealed from the internal auditors or the independent auditors; and
- compliance with the Company's internal control over financial reporting and disclosure controls and procedures is required.

13. Insider Trading

Insider trading is unethical and illegal. Associates and directors must not trade in securities of a company while in possession of material non-public information regarding that company. It is also illegal to "tip" or pass on inside information to any other person who might make an investment decision based on that information or pass the information to third parties. The Company has a Securities Trading Policy, which sets forth obligations related to trading in the Company's securities.

14. Bribery, Kickbacks and Fraud

Associates and directors must comply with all applicable laws addressing bribery, corruption and fraud, including the U.S. Foreign Corrupt Practices Act (FCPA). The FCPA makes it illegal for any associate, director or third-party agent or intermediary to offer, promise or give, directly or indirectly, anything of value, including any payment, favor, incentive or undue advantage, to any government official of any other country in order to obtain or retain business or secure any improper advantage. Any associate or director who becomes aware of any improper payments to government officials or needs guidance regarding any proposed payment should contact J.Jill's General Counsel.

Associates and directors may never accept bribes, kickbacks or any other unlawful payment. Such activities are subject to termination and possible criminal proceedings. More information about vendor compliance and fair sourcing is available in our Labor Law Compliance Program & Code of Conduct for Suppliers.



Associates and directors may not use expense accounts to pay for any personal political contributions or seek any other form of reimbursement from the Company for such contributions.

15. Fair Dealing and Competition

J.Jill's reputation in the marketplace is of utmost importance. The Company is committed to conducting itself fairly and ethically as it competes. Associates and directors may not advance J.Jill's interests or gain an unfair competitive advantage through manipulation, concealment, abuse of confidential information, misrepresenting facts or by any other unfair-dealing practice.

All associates and directors are expected to comply with antitrust and competition laws. Antitrust and competition laws generally prohibit competing companies from entering into agreements that limit or restrict competition. Examples include agreements that fix prices or divide customers or territories. Violating these laws can result in substantial money damages and criminal penalties for both J.Jill and the individuals involved.

Associates and directors should avoid any direct or indirect communication with J.Jill's competitors. Under no circumstances should any associate or director discuss with J.Jill's competitors issues such as current or future prices, bids, margins, costs, discounts, rebates, terms of sales, production capacities, supply levels, inventories, customers, business plans or distribution strategies. Any questions about antitrust or competition laws should be directed to J.Jill's General Counsel.

16. Discrimination and Harassment

J.Jill values each associate. Together, we are building a company where associates of many talents and backgrounds collaborate to deliver for our customers. J.Jill is committed to a work environment free of all types of unlawful discrimination and harassment. Any concerns of discrimination or harassment or questions about J.Jill's EEO guidelines should be promptly reported to management and/or Human Resources. Every claim of discrimination and harassment will be treated seriously and promptly investigated.

Offensive or harassing behavior will also not be tolerated. This includes behavior from associates, directors, vendors, customers or others who enter the workplace.

Any associate or director engaging in any type of discriminatory or harassing behavior of any form will be subject to disciplinary action. Anyone in a management or supervisory position who is aware of such behavior and does not take action will also be subject to disciplinary action.

17. Relationships

Associates in management or supervisory positions are not permitted to date or have intimate relationships with associates in subordinate positions. Relationships of this nature have the potential to create an uncomfortable working environment. Likewise, intimate relationships with vendors who do business with J.Jill are strongly discouraged and should not, under any circumstances, affect the associate's decision-making on behalf of J.Jill.

18. Health and Safety

Safety is a top priority for J.Jill, and the Company complies with all federal, state and local safety laws. Associates and directors share an equal responsibility in providing a safe work environment; they are expected to follow any posted safety signs and to report any unsafe conditions within the workplace to their manager or Human Resources. Anyone making a good-faith report of unsafe conditions will not be reprimanded or retaliated against in any way.

J.Jill strictly prohibits any violent or threatening behavior and maintains a drug- and alcohol-free workplace. This expectation applies to all associates, directors, visitors and customers.

The serving and consumption of alcoholic beverages at functions planned and sponsored or hosted by the company shall comply with all laws and should only occur when no further business is anticipated for the day.

19. Compliance with and Amendments to the Code

Failure to comply with this Code or applicable laws, rules or regulations may result in disciplinary measures, including discharge from your position with the Company. Violations of

this Code may also constitute violations of law and may result in civil or criminal penalties for such person, such person's supervisors and/or the Company.

In the event of a violation of this Code by a member of the Board of Directors or an executive officer, the Board of Directors will determine, or designate appropriate persons to determine, appropriate actions to be taken considering the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation was intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

This Code cannot, and is not intended to, address all of the ethical complexities that may arise during the course of employment or association with the Company. There will be occasions where circumstances not covered by policy or procedure arise, and where a judgment must be made as to the appropriate course of action. In such circumstances, the Company encourages common sense decision-making, and consultation with a manager, member of Human Resources or the General Counsel for guidance.

Any material amendment of this Code will be made only by the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

20. Compliance and Contact Details

Any associate or director who becomes aware of an actual or possible violation of the Code must report this information immediately. Information may be reported to Human Resources or the General Counsel, or to J.Jill's toll free Compliance Hotline at 1-800-735-0612. Issues involving the behavior of executive officers or members of the Board of Directors may be reported to the Chief Executive Officer or to the Chairman of the Audit Committee.

An individual reporting a possible violation of the Code may remain anonymous. If the individual's identity is known, confidentiality will be protected to the extent practicable, but the Company may need to disclose identifying information in order to conduct an effective investigation or because disclosure is required by law, regulation or legal proceedings.



J.Jill strives to ensure that all questions or concerns are handled fairly, discreetly and thoroughly. Once a report is made and received, the Company will investigate promptly, and all associates and directors are expected to cooperate fully with relevant investigatory procedures. Appropriate remedial action may be taken based on the outcome of such investigation.

J.Jill prohibits retaliation against anyone who has raised a compliance, ethics or related issue in good faith. However, it is unacceptable to file a report knowing it to be false.

Any waiver of this Code for an executive officer or member of the Board of Directors may be made only by the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.