

The  
Code  
of  
Conduct

ARITZIA

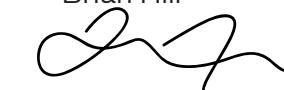


## A Message from Brian

CEO AND FOUNDER

At Aritzia we have our own way of doing things, How We Work and How We Lead. Underlying it all, we have our deeply held beliefs about the right way to do business. It's essential that our collective actions reflect honesty, integrity and respect for others and the law. Operating with high standards is critical to achieving lasting and meaningful success and protecting our reputation. I am committed to upholding our Code of Conduct and I ask you to take personal responsibility to do the same. Thank you for taking the time to read it, understand it and act upon it every day.

Brian Hill





## What Is the Aritzia Code of Conduct?

The purpose of this Code of Conduct ("Code") is to communicate Aritzia's commitment to conducting business with honesty and integrity, in compliance with applicable laws, regulations and policies, and in a manner that preserves Aritzia's reputation and deters unethical behavior and wrongdoing. This Code provides an overview of requirements, standards and expectations to guide you in carrying out your duties for, your dealings with, and when acting as a representative of, Aritzia. It is not intended to cover every issue that may arise and may be supplemented by other policies that may be adopted by Aritzia from time to time.

## Who Does It Apply To?

This Code applies to all members of the board of directors, officers, employees, consultants and contractors (collectively "Representatives") of Aritzia Inc. and its affiliates and subsidiaries worldwide (collectively "Aritzia" or "Company"). Adherence to this Code is a condition of employment with, or of providing services to, Aritzia.

## Professional Integrity

Aritzia expects all Representatives to conduct themselves with honesty and integrity and to avoid even the appearance of improper behavior. Anything less is unacceptable and may be treated as a serious breach of duty.

## Brand Ambassadorship

All Representatives are ambassadors of Aritzia and its brands. All Representatives shall represent Aritzia professionally, and act and communicate in a manner which upholds its good reputation and image at all times. This includes ensuring that the use of social media and other forms of digital or other communications is consistent with the Company's Social Media Policy. As Representatives' actions are seen to reflect those of Aritzia, all actions must reflect the policies and standards of Aritzia.

## Compliance with Laws, Code and Policies

All Representatives shall comply with the laws, rules and regulations of the jurisdictions where they carry out their duties and the jurisdictions where Aritzia conducts its business activities. All Representatives shall comply with this Code and all Aritzia policies that apply to them, including, without limitation, the Disclosure Policy, the Trading Policy, and the Whistleblower Policy.

## Fair Dealing

All business dealings undertaken on behalf of Aritzia, including with its security holders, customers, suppliers, competitors and employees, must be conducted in a manner that preserves Aritzia's integrity and reputation. Aritzia seeks to avoid misrepresentations of material facts, manipulation, concealment, abuse of confidential information, or any other illegal or unfair practices in all activities undertaken by or on behalf of Aritzia.

## Conflicts of Interest

Representatives shall act honestly and in good faith in discharging their duties with a view to the best interests of Aritzia. This means that Representatives are expected to put the interests of Aritzia before their own. Representatives shall avoid situations involving a conflict, or potential conflict, between their personal, family or business interests, and the interests of Aritzia, and shall promptly disclose any such conflict, or potential conflict, to the General Counsel.

## Corporate Opportunities

Representatives shall not take for themselves personally, opportunities that arise through the use of corporate property, information or position, nor shall Representatives use Aritzia property, information or position for personal gain. Representatives are prohibited from competing with Aritzia, directly or indirectly, and owe a duty to Aritzia to advance the legitimate interests of the Company when the opportunity arises. If Representatives leave the Company, they shall not solicit Aritzia's employees or suppliers.

## Gifts

Representatives shall perform their duties and arrange their personal business affairs in a manner that does not interfere with their independent exercise of judgment. Generally, Representatives shall not give or accept any gift, favour, entertainment, special accommodation or other items of value, to or from any vendors, suppliers, potential candidates, potential or actual business partners or other third parties except in strict compliance with this Code and with applicable law. No one working for Aritzia shall accept financial compensation of any kind, nor any special discount, loan or favor, from persons, corporations or organizations having dealings or potential dealings with Aritzia. In addition to this Code, Representatives shall comply with Aritzia's Gifts and Entertainment Policy.

## Benefits

Aritzia employees may be eligible to participate in the Company's benefits programs. Representatives shall not abuse their Aritzia benefits and shall comply with the [Employee Purchase Policy & Procedures](#).





## No Discrimination or Harassment

Aritzia is committed to providing a collegial working environment in which all individuals are treated with dignity and respect. Each individual has the right to work in a professional atmosphere which promotes equal opportunities and prohibits discriminatory practices. Any discrimination or harassment, including on the basis of age, color, creed, disability, ethnic origin, gender, marital status, national origin, political belief, race, religion, sexual orientation, gender identity, gender expression or any other characteristics protected by law, is strictly prohibited. Please see the Harassment, Discrimination and Violence Policy for more information and how to report discrimination or harassment.

## No Disparagement

Representatives shall not make disparaging statements concerning their colleagues or Aritzia's officers, directors or employees which may adversely affect the reputation of Company or its Representatives.

## Workplace Safety

Aritzia is committed to providing a safe and healthy work environment that complies with all relevant laws and regulations. Workplace violence is not tolerated. Any misuse of alcohol or legal drugs (prescribed or un-prescribed), or the use of any illegal drugs, may jeopardize job safety and/or performance, and is prohibited in the workplace. No Representative shall enter the workplace under the influence of alcohol or such drugs that may impair safety and/or performance, as set forth in the Fit For Work and Substance Policy.

## Data and Information Security

Representatives shall deal with Aritzia's assets, including all data, information (confidential or otherwise), records, products, material, facilities, inventory, "know-how", trade secrets, trademarks, copyrights and other intellectual property, and equipment, with the strictest integrity and with due regard to the interests of the Company. Aritzia's assets may not be used for personal gain or benefit. In addition, all Representatives must act in a manner to protect such assets from loss, damage, misuse, theft, misappropriation, disparagement and waste, and ensure that such assets are used only for legitimate business purposes. By annually signing Aritzia's Acceptable Use Policy, all Representatives expressly agree to protect Aritzia's information technology assets and all Aritzia data.

## Confidentiality

Information is one of Aritzia's key assets. It is Aritzia's policy to ensure that its proprietary and confidential information, including proprietary and confidential information that has been entrusted to Aritzia by others ("Confidential Information"), is adequately safeguarded. All Representatives are responsible for protecting Confidential Information, including information about Aritzia's business, assets, opportunities, suppliers and competitors, from unauthorized advertent or inadvertent disclosure.

All Representatives are required to sign confidentiality agreements upon hire or engagement, and compliance is a condition of employment with, or providing services to, Aritzia. Representatives are prohibited from disclosing Confidential Information to potential or actual business partners unless authorized to do so and the receiving party has signed a non-disclosure agreement. Aritzia has adopted written Information Security Guidelines that further governs the internal and external disclosure of Confidential Information by Representatives. Aritzia Representatives also sign an Acceptable Use Policy every year requiring them to protect the integrity and security of information and data of Aritzia and its customers.

## Insider Trading

Representatives are prohibited from buying or selling shares of Aritzia stock if they are aware of material nonpublic material information about Aritzia. Trading in shares while in possession of material nonpublic information is a violation of insider trading laws.

Material information can be positive or negative. Information is “material” if it would influence a reasonable investor in deciding whether to buy, sell or hold Aritzia stock or, if disclosed to the public, would reasonably be expected to have a significant effect on the market price or value of the stock. Possible examples include financial information such as consolidated sales numbers, financial projections or the Company’s financial performance, or the hiring or departure of key personnel. Information is considered to be “public” two trading days after it has been widely released to the public through a press release or by making a SEDAR filing, giving the public markets adequate time to digest the material information.

Representatives are prohibited from disclosing material nonpublic information pursuant to Aritzia’s Trading Policy. Only certain individuals who are authorized may publicly disclose material nonpublic information as provided in Aritzia’s Disclosure Policy. Improper disclosure, even accidentally, can violate insider trading laws. Disclosing material nonpublic information to other people, including immediate family members or friends, or recommending the purchase or sale of Aritzia’s stock to others while aware of material nonpublic information, is known as “tipping” and is illegal. A person who receives the information (i.e. is “tipped”) and then trades in Aritzia stock or informs others of that information is also in violation of insider trading laws.



## Questions

If you have any questions about how this Code should be followed in a particular case, please contact Aritzia's General Counsel or [compliance@aritzia.com](mailto:compliance@aritzia.com)

## Reporting Violations

All Representatives shall adhere to Aritzia's commitment to conduct its business and affairs in a lawful and ethical manner.

All Representatives are encouraged to talk to their Talent Manager, the General Counsel, or the Director, Enterprise Risk Management when in doubt about the best course of action in a particular situation.

Representatives are encouraged to report any breach or suspected breach of law, this Code or any of Aritzia's corporate policies. Procedures for reporting breaches or suspected breaches are set forth in Aritzia's Whistleblower Policy. A copy of the Whistleblower Policy can be found on Aritzia's intranet at [wearearitzia.com](http://wearearitzia.com)

Aritzia prohibits retaliatory action against any Representative who, in good faith, reports a possible violation of this Code. Any Representative who believes he or she has been retaliated against should promptly report it to the General Counsel or via the procedures set forth in the Whistleblower Policy.

## Consequences

Representatives may be required to certify their understanding of and compliance with this Code from time to time as applicable. Failure to comply with the Code may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. Violation of the Code may also violate certain Canadian and/or other laws. If it appears a Representative may have violated such laws, the Company may refer the matter to the appropriate authorities, which could lead to legal proceedings, penalties, fines or imprisonment.

## Waivers

Waivers or exceptions to this Code will be granted only in advance and under exceptional circumstances by the General Counsel. Any waiver of this Code with respect to a member of the Board of Directors or Executive Officer of Aritzia may be granted only by the Board of Directors or a designated committee of the Board. Any such waiver shall be disclosed to the extent and in the manner required by applicable laws or stock exchange rules.

A woman with short brown hair, wearing a light-colored blazer over a dark turtleneck, stands in a field of tall, golden-brown grass. She is looking over her shoulder towards the camera. The background shows more of the field and some trees in the distance.

# ARITZIA

This Code shall be posted on the Aritzia's website at  
[aritzia.com](http://aritzia.com) and SEDAR's website at [sedar.com](http://sedar.com)

Dated: January 8, 2020  
Approved by: Board of Directors