

# Whistleblower Policy

## I. Purpose

This policy, revised and approved by the Audit Committee of the Board of Directors on February 17, 2015, established “whistleblower” procedures in accordance with the Company’s Code of Business Conduct and Ethics as well as complying with Section 301 and 806 of the Sarbanes-Oxley Act of 2002 and the charter of the Audit Committee of the Board of Directors. Specifically, the “whistleblower” procedures set forth herein is intended to facilitate disclosures, encourage proper individual conduct and alert management and the Audit Committee.

## II. Policy

It is the policy of the Company to establish and maintain a structured and formal process to facilitate (1) the receipt, retention and treatment of complaints received by the Company regarding its accounting, internal accounting controls, auditing matters or violations of the Company’s Code of Business Conduct and Ethics, and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

In furtherance of this policy, the Company shall provide all new employees the Business Practice Guidelines for Associates or the Store Associate Handbook and shall forward to all Corporate employees annually the Code of Business Conduct and Ethics. This correspondence, amongst other things, will (i) advise employees of their ability to make confidential and anonymous complaints regarding the Company’s accounting, internal accounting controls and auditing matters, or regarding violations of the Company’s Code of Business Conduct and Ethics, and (ii) provide employees with the contact information for making such complaints. The Code of Business Conduct and Ethics and Ethics Hotline website will additionally be posted on the Company’s internet and intranet websites at all times, which are available to all employees.

### III. Procedures

The Company maintains 24/7 confidential reporting resources for employees or other persons to report their concerns and/or complaints regarding matters described in the above Policy section. Complaints can also be confidentially e-mailed to the Chief Ethics and Compliance Officer (the “CECO”) or the Legal Department at the following addresses:

Reporting Website	Reporting Numbers	E-mail Address
<a href="http://www.abercrombie-ethics.com">www.abercrombie-ethics.com</a>	1-866-526-1055 (Home Office) 1-800-965-1892 (Stores)	<a href="mailto:CECO@anfcorp.com">CECO@anfcorp.com</a>  <a href="mailto:LegalDept@anfcorp.com">LegalDept@anfcorp.com</a>

All complaints are disseminated by the CECO within the Company to investigate within 24 hours of receipt (certain correspondence regarding violations that may occur within the next 24 hours, such as threats or harm to employees, customers and/or operations require immediate communication). The Company has established protocols (see Appendix A) for disseminating complaints to Designated Investigators based upon the type of incident. A report of any investigation conducted by a Designated Investigator must be provided to the CECO and the General Counsel.

If the complaint does not appear to involve accounting, internal accounting controls, auditing matters, or violations of the Company’s Code of Business Conduct and Ethics by a Company director or officer, the complaint will be investigated based upon the established protocol (see Appendix A). Each investigation will be documented with a final resolution. The CECO and the General Counsel have the ability to review all complaints, regardless of the incident type, to ensure all complaints are adequately investigated and resolved.

However, if the complaint appears to involve accounting, internal accounting controls, auditing matters, or violations of the Company’s Code of Business Conduct and Ethics by a director or officer, the CECO shall report this to the head of Internal Audit, the General Counsel and the Audit Committee Chairperson, if appropriate, to determine the proper action and investigation.

To the fullest extent practicable consistent with the need to conduct an adequate review thereof, Company in-house counsel or outside counsel shall be involved in such investigation in order to maintain, to the extent possible,

attorney-client privilege with respect to any documents or other materials received or prepared in connection with the investigation of any complaint. *(Note: If the complaint is filed against the head of Internal Audit or Internal Audit department, the General Counsel will be notified of these allegations directly).*

In conducting any such investigation, the investigator shall maintain the confidentiality of any party making a complaint or submission on a confidential basis, to the fullest extent possible consistent with the need to conduct an adequate review thereof and to comply with applicable law. A report of all investigations undertaken by other designated investigators (see Appendix A) must be provided to the Chief Ethics and Compliance Officer. If management or the Audit Committee so requests, a written report of all findings of fact, conclusions and proposed recommendation for remedial action, if any, will be submitted within the timeframe set by management or the Audit Committee. The Audit Committee shall have full access to all complaint and investigation documentation at all times.

The proceedings of the investigator and investigation will be documented and retained for a period of at least seven (7) years. All records will be treated as confidential information. Once a quarter at a regularly scheduled Audit Committee meeting, any and all complaints that involve accounting, internal accounting controls, auditing matters, or violations of the Company's Code of Business Conduct and Ethics by a director or officer that have not previously been presented to the Audit Committee will be reviewed by the CECO. Additionally, a high level summary of all other hotline complaints and investigations that do not involve accounting, internal accounting controls, auditing matters, or violations of the Company's Code of Business Conduct and Ethics by a director or officer will be submitted at the Audit Committee meeting. A similar review and summary will also be given quarterly to the principal financial officer, either at such Audit Committee meeting or separately by the CECO and the General Counsel. Should the identity of the employee making the complaint be known, the CECO, General Counsel and the Audit Committee will monitor any disciplinary action against the employee to determine whether it could subject the Company to anti-retaliation liability. Pursuant to Section 806 of the Sarbanes-Oxley Act of 2002, the Company and its officers, employees and agents shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of his or her employment because of lawful actions of such employee with respect to good faith reporting of complaints regarding the

Company's accounting and auditing matters or with respect to disclosure or provision of information or assistance in connection with any governmental or other proceeding or inquiry as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

The Audit Committee and management will review these "whistleblower" procedures as needed.

#### **IV. Administration**

The CEO and General Counsel, with guidance from the Audit Committee, have responsibility for administration of this policy.

**APPENDIX A  
INCIDENT TYPES AND DESIGNATED INVESTIGATOR**

*Incident Types*

*Designated Investigator*

<p><b><i>TYPE I</i></b></p> <ul style="list-style-type: none"> <li>• Accounting/Audit Irregularities</li> </ul>	<p>Head of Internal Audit</p>
<p><b><i>TYPE II</i></b></p> <ul style="list-style-type: none"> <li>• Retaliation Against Whistleblowers</li> <li>• Improper Loans to Executives</li> <li>• Insider Trading</li> <li>• Conflicts of Interest</li> <li>• Falsification of Company Records</li> <li>• Fraudulent Insurance Claims</li> <li>• Kickbacks (Corporate)</li> <li>• Code of Conduct Violations(Corporate)</li> <li>• Violations of the Foreign Corrupt Practices Act</li> <li>• Improper Payments</li> <li>• Release of Proprietary Information</li> </ul>	<p>Chief Ethics and Compliance Officer General Counsel</p>
<p><b><i>TYPE III</i></b></p> <ul style="list-style-type: none"> <li>• Customer Relations</li> <li>• Product Quality Concerns</li> <li>• Safety Issues and Sanitation</li>   <li>• Discrimination</li> <li>• Employee Relations</li> <li>• Sexual Harassment</li> <li>• Substance Abuse</li> <li>• Policy Issues</li> <li>• Wage/Hour Issues</li>   <li>• Workplace Violence/Threats</li> <li>• Theft of Cash (Store)</li> <li>• Theft of Goods/Services</li> <li>• Unauthorized Discounts</li> </ul>	<p>Customer Service Leader</p> <p>Employee Relations Management</p> <p>Store Loss Prevention Management and/or head of Campus Security</p>
<p><b><i>TYPE II &amp; TYPE III</i></b> incidents involving an Officer or Director</p>	<p>Chief Ethics and Compliance Officer General Counsel</p>