

POLICY 政策

CODE OF
CONDUCT
行為準則

tapestry

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Code of Conduct 行為準則

Tapestry, Inc.'s Code of Conduct outlines the significant legal and ethical issues that frequently arise in the course of business and describes the key responsibilities all employees, officers and directors of Tapestry, Inc. and its direct and indirect subsidiaries (collectively referred to as Tapestry in this Code) are expected to uphold and comply with in conjunction with our values and policies.

Tapestry, Inc. 行為準則概述了公司經營過程中經常出現的重大的法律及商業道德問題，並規定了Tapestry, Inc.及其直接和間接子公司（本行為準則中合稱為“Tapestry”）所有員工、高級職員和董事應當貫徹和遵守的有關我們的價值觀和政策的主要職責。

If you have any concerns related to compliance with this Code, including potential conflicts with local law, please see the **Questions, Disclosures and Reporting Violations** section on page 5.

如果您對於遵循本行為準則有任何疑慮（包括本行為準則與當地法律存在潛在衝突），請參見第五頁“**提問、披露及違規舉報**”章節。

The Code cannot anticipate every ethical or legal issue that you may confront at Tapestry. However, by following this Code, living up to our Values, adhering to Policies and applying good judgment to your activities, you will help ensure Tapestry's continued success and reputation as a good corporate citizen, where we all operate with the highest business and ethical standards. Violations of this code may subject you to disciplinary action up to and including termination of employment.

本行為準則無法預見您在Tapestry可能會遇到的每一個法律或道德問題。然而，您在您的各項活動中遵循本行為準則、恪守我們的價值觀、遵守我們的政策，並進行正確的判斷，將有助於確保Tapestry持久的成功及作為良好企業公民的聲譽；在Tapestry，我們將總是貫徹最高標準的商業和道德標準。違反本行為準則可能使您面臨紀律處分（包括但不限於解除勞動關係）。

COMPLIANCE WITH LAWS 遵守法律

Your first obligation is to obey the laws of every location in which we do business. These include labor, safety, environmental, anti-corruption, privacy and data protection, tax, employment and antitrust laws, as well as international trade regulations. No employee may perform any act prohibited by law or policy, or ask anyone else to perform such an act.

你的首要職責是遵守每個公司業務所在地的法律，包括有關勞動、安全、環境、反腐敗、隱私及資料保護、稅務、雇傭和反壟斷的法律，還有國際貿易條例。任何員工都不得進行或要求他人從事法律或政策禁止的任何行為。

INTEGRITY 誠信

Integrity is at the heart of who we are. Be honest, fair and trustworthy in your business relationships. Take responsibility for your actions and their consequences. Tapestry operates not only according to law, but also with a strong commitment to dignity and respect for the individual and the community.

誠信是公司經營的核心。在您的業務關係中，請保持誠實、公平和可靠。您將對您的行為和您行為的結果負責。Tapestry不僅僅根據法律開展業務，並且致力於保護每個個人和團體的尊嚴，給予其充分的尊重。

RESPECT AND DIGNITY 尊重和尊嚴

Consistent with our values, including respect for individuals and cultures, Tapestry is committed to a work place in which everyone is treated with dignity and respect without regard to race, color, religion, sex, gender, gender identity, sexual orientation, marital status, age, ethnic or national origin, disability, veteran status or any other characteristic prohibited by law. Everyone should work in an environment that promotes equal employment opportunities and prohibits discriminatory practices, including harassment.

與我們的企業價值觀一致（包括尊重個人及文化），Tapestry致力於創造一種每個人都獲得尊嚴並被尊重對待的工作環境，不受種族、膚色、宗教信仰、性、性別、性別認同、性取向、婚姻狀況、年齡、民族或國籍、殘疾、服兵役情況或其他法律禁止的因素所影響。每個人都應該在宣導公平的雇傭機會、禁止差別對待（包括騷擾）的環境中工作。

FAIR DEALING 公平交易

We do business honestly with our customers and expect our suppliers, agents and other partners to similarly demonstrate high standards of ethical business behavior. Tapestry has developed a Supplier Code of Conduct that we apply to contractors, joint venture partners and suppliers of goods and services, and that extend the principles of our Code of Conduct to our suppliers. All purchasing decisions and other negotiations

must be made based on the best value received by Tapestry.

我們真誠地與客戶進行交易，並希望我們的供應商、代理商和其他合作夥伴能同樣貫徹高水準的商業道德行為。Tapestry制定有適用於我們的承包商、合資企業合作夥伴和產品及服務供應商的《供應商行為準則》，該等準則將我們的商業行為準則延伸至供應商。所有的採購決策和其他談判都必須以Tapestry的最高價值為基礎。

ACCURACY OF BUSINESS RECORDS 商業記錄的準確性

Honest and accurate recording and reporting of information is essential. Every business transaction must be recorded correctly and in a timely manner in Tapestry's financial reporting systems. Tapestry therefore expects you to be candid and accurate when providing or entering such information.

誠實和準確地記錄和報告資訊是必要的。每一個商業交易都必須在Tapestry的財務報告系統中正確並及時地進行記錄。因此，Tapestry希望您在提供和錄入相關資訊時做到坦白和準確。

You are specifically prohibited from making false or misleading entries in Tapestry's financial reporting systems.

特別地，Tapestry禁止您在Tapestry的財務報告系統中造假或錄入誤導性資訊。

You are responsible for all actions conducted in Tapestry systems or applications using your password. While it is appropriate to delegate tasks to administrative assistants, team members or peers in certain circumstances, you may never delegate tasks within a system or application by sharing your confidential ID or password. Sharing your password with anyone else is a direct violation of Tapestry's Information Security Policies and this Code.

您應當對使用您的密碼在Tapestry系統或應用軟體中進行的所有行為負責。儘管在特定情況下您可以適當地將部分任務委派給行政助理、團隊成員或同事進行處理，但是您絕不能通過分享您的機密 ID 或密碼委派這些人士進行系統或應用軟體內的操作。與任何人分享您密碼的行為將直接違反Tapestry的《資訊安全政策》和本行為準則。

PROTECTING TAPESTRY'S ASSETS 保護Tapestry的資產

You are entrusted with numerous corporate assets, and have a special responsibility to protect them. These include not only cash and other financial assets, but also assets such as intellectual property, facilities, equipment, inventory, and supplies. These assets should be used only to conduct corporate business. Any act that involves theft, fraud, embezzlement, misuse or misappropriation of any assets is prohibited.

公司將會把許多資產託付給您，您應承擔保護該等財產的特殊責任。公司託付給您的財產不僅包括現金和其他金融資產，還包括智慧財產權、設施、設備、存貨和物資等資產。您僅可為公司業務使用該等資產。公司禁止任何涉及盜竊、欺詐、挪用、濫用或侵吞資產的行為。

PROTECTING CONFIDENTIAL INFORMATION 保護保密資訊

One of Tapestry's most valuable assets is information. You must safeguard confidential information by keeping it secure, limiting access to those who have a need to know to perform their jobs and avoiding discussion of confidential information in public areas. Some examples of confidential information include the personal information of our employees and customers, information regarding Tapestry's intellectual property, including future season product information and design materials, as well as other sensitive business or financial information concerning Tapestry. The obligation to preserve Tapestry's confidential information, and that of our employees, business partners and customers, is ongoing, even after your employment ends. Employees must also acknowledge and comply with Tapestry's Confidentiality, Information Security and Privacy Policy, which lists specific obligations of employees with respect to confidential information.

信息是Tapestry最寶貴的資產之一。您必須保障機密資訊的安全，嚴格保證僅履行職責而需要獲悉機密資訊內容的人士可查閱有關資訊，並避免在公眾場合討論機密資訊。機密資訊包括員工和客戶的個人資訊，以及有關Tapestry智慧財產權的資訊，例如今後季的產品資訊和設計素材，以及涉及Tapestry的其他敏感的商業或財務資訊。即使在您與Tapestry的僱傭關係結束後，您仍應繼續履行保障Tapestry、Tapestry員工、合作夥伴和客戶機密資訊安全的義務。員工必須確認和遵守Tapestry的《保密、資訊安全及私隱政策》，該等政策規定了員工承擔的有關機密資訊的具體義務。

GIFTS AND ENTERTAINMENT 贈禮和款待

In accordance with the Tapestry, Inc. Policy on Corporate Gifting, no gift, favor or entertainment should be provided or accepted if it will obligate, or appear to obligate, the recipient. If providing gifts or entertainment, it is Tapestry's policy to treat all individuals and entities with whom we do business fairly and impartially. Gifts or entertainment may be provided only if lawful, and if they are reasonable and modest in value. All gifts

and entertainment provided must be reported on employee travel and expense reports.

根據Tapestry的《企業贈禮政策》，所有員工都不應提供或接受任何可能使得接收方承擔義務或可能承擔義務的饋贈、優待或款待。若您提供饋贈或款待，Tapestry的政策是公平公正地對待與公司有業務往來的所有個人和公司。僅在在合法、合理的情況下，您可以提供饋贈或款待，且饋贈或款待的價值應適度。員工必須在員工差旅報銷報告中申報其提供的所有饋贈或款待。

Giving gifts to, or entertaining, government employees may be illegal. The United States Foreign Corrupt Practices Act (FCPA) prohibits giving, promising, authorizing or offering anything of value, directly or indirectly, to any “foreign official” for the purpose of obtaining or retaining business. In addition, virtually every jurisdiction has a domestic anti-bribery statute. You must obtain prior approval for any proposed gift or entertainment to government officials from the Law Department under the Policy on Corporate Gifting. Tapestry also maintains an Anti-Corruption Policy, which provides more detailed guidance on the provisions of and obligations under the FCPA and other anti-corruption statutes.

向政府官員贈送禮物或提供款待可能是違法的。《美國反海外腐敗法》(FCPA)禁止為獲取業務或維持業務關係而向任何“海外官員”直接或間接地提供、承諾提供、授權提供或贈予任何有價值的物品。此外，幾乎各法律管轄地都制定有當地的反腐敗法規。如果您計畫向政府官員提供任何饋贈或款待，必須事先根據《企業贈禮政策》獲得法務部批准。Tapestry亦制定有《反腐敗政策》，該政策對《美國反海外腐敗法》和其他反腐敗法律項下的條款和義務作出了更為詳細的指南。

Accepting occasional gifts or entertainment may be acceptable if not lavish or in excess of the generally accepted practices in our industry. Accepting or giving gifts of cash or cash equivalent is always unacceptable.

您可以偶爾接受不貴重或者不超過業內一般可接受標準的饋贈或款待。員工永遠不能接受或提供現金或現金等價物。

ANTITRUST ISSUES 反壟斷

Tapestry believes in free and open competition and complies with the antitrust and competition laws of jurisdictions where we do business. You may not enter into any formal or informal agreement with competitors that fixes prices or allocates production, sales, products, customers or suppliers.

Tapestry信奉自由開放的競爭，並致力於遵循公司業務所在法律管轄地的反壟斷及競爭法。員工不能與競爭對手簽訂限定價格或分配生產、銷售、產品、客戶或供應商的任何正式或非正式協議。

“INSIDE INFORMATION” AND SECURITIES TRADING “內幕資訊”和證券交易

Using inside information to trade securities or “tip” others is illegal. Inside information is non-public information that includes (but is not limited to) news about financial results, acquisitions, investments, new products, business relationships, important management changes, and other information that has the potential to affect the stock price of Tapestry or another company.

使用內幕資訊進行證券交易或向其他人提供該等“建議”都是違法的。內幕資訊是非公開的資訊，包括但不限於有關財務業績、收購、投資、新產品、業務關係、重要的管理層變動及其他可能對Tapestry或其他公司股價造成潛在影響的資訊。

In order to avoid the appearance that any Tapestry employee is trading on inside information, no employee should engage in “short sales”, or trade in puts, calls or other derivative securities or options on Tapestry’s stock. Employees may of course purchase Tapestry securities and exercise stock options granted to them, as long as they are not basing decisions on inside information or trading during restricted periods. Tapestry maintains an Insider Trading Policy, and all employees are expected to understand and comply with this policy.

為避免任何Tapestry員工發生利用內幕資訊進行交易的情況，公司嚴禁所有員工參與涉及Tapestry股票的“賣空”，及涉及Tapestry股票看跌、看漲證券或期權，或其他衍生證券或期權的交易。員工可以自由購買Tapestry股票並行使公司向其授予的期權，但前提是該等交易不得基於內幕資訊或在限制期內進行。Tapestry制定有《內幕交易政策》，所有員工需要瞭解並遵循該政策。

If you have any doubt as to whether information is material or public, do not trade or share such information with any third party until you have received advice. See **Questions, Disclosures and Reporting Violations** on page 5.

如您對資訊是否屬重要或公開信息有任何疑問，在獲得相關人員意見之前，請不要進行有關的證券交易或與任何協力廠商分享此類資訊。詳情請參閱第五頁的“**提問、披露及違規舉報**”章節。

CONFLICTS OF INTEREST 利益衝突

All employees have an obligation to act in the best interests of the company. Actions must be based on sound business judgment, not motivated by personal interest or gain. Any situation that creates or appears to create a conflict of interest between personal interests and the interests of Tapestry must be avoided.

所有員工都有義務以公司最佳利益為出發點採取行動。員工行為必須以合理商業決策為基礎，不應受個人利益或獲利影響。任何導致或可能導致個人利益與Tapestry利益相衝突的情況都應避免。

Family Members and Close Personal Relationships – A conflict of interest may arise when doing business with or competing with organizations that employ or are partially owned by family members or close friends. Any situation, including any relationship or transaction between Tapestry and any of its employees or family members of employees that creates or appears to create a conflict of interest between personal interests and the interests of Tapestry must be avoided.

親屬及親密私人關係 - 在與僱傭員工親屬或好友的機構或由員工親屬或好友持有部分所有權的機構進行業務合作或競爭時，可能出現利益衝突。任何情況（包括Tapestry及其任何員工或員工親屬之間的關係或交易）下都必須避免產生或可能產生個人與Tapestry之間利益衝突。

Personal Investments - Employees may not own, either directly or indirectly, a substantial interest in any business entity that does or seeks to do business with, or is in competition with Tapestry. As a guide, a “substantial interest” includes the ownership by an employee and/or family members of more than 5% of a company’s outstanding securities or that represents more than 5% of the total assets of the employee and/or family members. Employees are also prohibited from directly or indirectly buying, leasing or otherwise acquiring rights to any property or materials if they believe that Tapestry may also be interested in pursuing such opportunity.

個人投資 - 就任何與Tapestry有業務往來或競爭，或計畫與Tapestry開展業務合作或競爭的企業，員工都不能直接或間接擁有該類企業的重大利益。作為指引，“重大利益”包括員工及/或其親屬擁有一家公司多於5%的已發行證券或該利益高於員工及/或其親屬總資產的5%。如果員工認為Tapestry可能會購入、租賃任何財產或物料或以其他方式獲得有關該等財產或物料的權利，則員工不得直接或間接購買、租賃或以其他方式獲得有關該等財產或物料的權利。

Disclosure – All employees have an obligation to immediately disclose any situation that has the potential to be misunderstood by others, including other employees, customers, suppliers and the public. See **Questions, Disclosures and Reporting Violations** on page 5.

披露 - 所有員工都有責任立即對任何有可能被其他人士（包括其他員工、客戶、供應商和公眾）誤解的情況作出披露。詳情請參閱第五頁“**提問、披露及違規舉報**”章節。

WORKING CONDITIONS AND WORKPLACE SAFETY 工作條件及工作場合的安全

Tapestry will provide employees with safe and healthy working environments. Employees will be trained in safe practices and safety rules. Practices relating to the use of safety equipment and protective devices will be strictly enforced. All employees are responsible for observing employment and safety rules, and for taking precautions necessary to protect themselves and their co-workers. These precautions include reporting to work free from the influence of alcohol or any substance that could prevent the safe conduct of work activities.

Tapestry將為員工提供安全健康的工作環境。員工將會接受有關安全實踐和條例的培訓。公司將嚴格貫徹與使用安全設備和保護性設備相關的慣例。所有員工必須遵守雇用及安全條例，並採取保護個人及同事所必要的預防措施，包括在工作時不受酒精或任何可能阻礙員工進行安全工作活動的物質所影響。

HOURS OF WORK AND AGE OF EMPLOYMENT 工作時間和僱傭年齡

Hours worked each day, and days worked each week, shall not exceed the legal limitations of the jurisdictions in which we operate. Also, while the legal definition of “children” may vary from jurisdiction to jurisdiction, Tapestry will not knowingly employ individuals who are under 15 years of age.

日工作時間以及周工作天數均不應超出公司業務所在法律管轄地規定的法定上限。此外，儘管各法律管轄地對“兒童”的法定定義有所不同，Tapestry不會在知情的情況下聘用15歲以下人員。

COMPLIANCE WITH CODE OF CONDUCT 遵循行為準則

This Code forms part of the terms and conditions of your employment. You are expected to cooperate in investigations of allegations of violations of the Code and other policies and actual violations may be subject to discipline, up to and including termination. Violations may also constitute violations of law and may result in civil or criminal penalties.

本行為準則構成您僱傭條款和條件的一部分。我們希望您配合我們對涉嫌違反本行為準則及其他政策進行的調查工作。任何實際的違規情況均可能面臨紀律處分，包括但不限於終止僱傭關係。違反本行為準則的行為同時可能構成違法行為，並導致民事或刑事處罰。

Questions, Disclosures and Reporting Violations

提問、披露及違規舉報

You are required to report any known violations to the Code of Conduct. If you have questions about our Code of Conduct, need to make disclosures or are concerned about conduct that you believe violates Tapestry's standards or the law, you should talk to your manager first. If this seems inappropriate, contact Human Resources, the Law Department, the Global Business Standards Officer or any of the members of the Global Business Standards Committee. You may also report a matter (anonymously, if desired) by contacting the Tapestry, Inc. Ethics and Compliance Reporting System online at www.tapestry.ethicspoint.com, or call a representative, at 1.800.396.1807 (for matters in the United States) or the international phone numbers available at www.tapestry.com/investors under "Contacting the Board."

您應當舉報任何與本行為準則相關的違規情況。如您對本行為準則的內容有任何疑問、需要披露特定情況或對某些您認為違反Tapestry標準或相關法律的行為存有顧慮，您應首先向您的上級彙報情況。如您認為不適合向您的上級進行彙報，請聯絡人力資源部、法務部、全球商業標準負責人或全球商業標準委員會的任何成員。您也可以通過Tapestry的道德和合規舉報系統（<http://www.tapestry.ethicspoint.com>）或撥打1-800-396-1807（美國地區）或<http://www.tapestry.com/investors>的“Contacting the Board”頁面所列的國際電話號碼聯絡當地代表，舉報相關事項（如您需要，可選擇匿名方式）。

NO RETALIATION 禁止報復

It is unlawful and expressly against Tapestry policy for anyone to retaliate against any employee either for reporting violations of the Code or for cooperating with an investigation. Anyone who engages in retaliatory conduct against an employee will be terminated.

向舉報本行為準則項下的違規行為或協助調查的任何員工採取報復行動不但違法，更明確違反Tapestry的公司政策。任何向其他員工採取報復行為的員工將被解雇。

Acknowledgement 確認

Each year, Tapestry will notify you about the need for you to acknowledge that you've read, understand, and agree to be bound by this Code of Conduct, and that you are unaware of any unreported violations. Completing this acknowledgement each year is a required condition of your employment.

Tapestry將每年通知您需要您確認您已經閱讀、理解並同意受本行為準則約束，且您不知悉任何未舉報的違規行為。每年填寫確認函是您與公司僱傭關係的必要條件。