



Code of Conduct

OXFORD

OXFORD

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NOTE: The Company does not create any contractual rights through this Code. This Code and the principles, policies and standards described in it are not an employment contract.

“The principles of our company are: Integrity and honesty in everything we do. Ethics in the way we conduct our business. Respect for people.”

**- J. Hicks Lanier Former Chairman & CEO
(retired), Oxford Industries, Inc**

Introduction

This Code of Conduct is a common set of principles and policies that apply to everyone – all employees, officers, and directors – at every Oxford business everywhere throughout the world.

Its reach is broad, but its requirements mostly can be summed up in four words:

Do the right thing .

These are more than just words. Doing the right thing is at the heart of who we are as a company. Our core principles – integrity and honesty in everything we do, ethics in the way we conduct our business, and respect for people – are all about doing what’s right. This Code embodies these principles.

The Code does not try to address every situation that may arise. Some conduct may be contrary to the Code’s spirit, even where the specific language of the Code does not specifically prohibit it. The Code’s spirit, as well as its specific provisions, must be followed.

Those who violate the Code may be subject to disciplinary action, up to and including termination. If you are in doubt about what is required, seek assistance:

- Ask your manager
- Ask Human Resources
- Contact our Legal Department (Legal@oxfordinc.com)
- Call our Fraud and Ethics Hotline (details are at the end of this Code).

This Code co-exists with other policies of the Company and its businesses. You are responsible for learning the details of all of the policies that apply to you and the work you do. Some of these other policies may impose greater restrictions or require more of you than is required by this Code. In those cases, you must follow the higher standard.

Compliance with the Law

You must obey all applicable laws at all times.

Obviously, to do this, you must be familiar with the laws that apply to you and to the work you do for the Company. Laws are often complex and difficult to understand. Moreover, we conduct business in many countries around the world, and it can be challenging to understand how the laws of countries outside your own may apply to the work you do for the Company. When in doubt, seek help! Talk to your manager or contact our Legal Department at Legal@oxfordinc.com.

If you believe the requirements of this Code or another Company policy conflict with local law, contact our Legal Department (Legal@oxfordinc.com) to discuss.



Questions and Answers...

Question: What if I'm not sure whether something is a problem under the Code?

Answer: If you're not sure, ask yourself:

- ◆ Does this seem like the right thing to do?
- ◆ Am I really sure the Code and other Company policies permit this?
- ◆ Am I authorized to do this?
- ◆ Is this legal?
- ◆ Would I want to see a story about this in the media?

If the answer to any of these questions is "no", it likely is a problem under the Code. If you still aren't sure, seek assistance:

- ◆ Ask your manager;
- ◆ Ask Human Resources;
- ◆ Contact our Legal Department (Legal@oxfordinc.com); or
- ◆ Call our Fraud and Ethics Hotline (details are at the end of this Code).

A quick note about this document . . .

In the right hand margin of this document, you will find boxes entitled "Questions and Answers" like the one above. The information contained in these boxes is included alongside the Code of Conduct to assist you in understanding how the Code applies in real life situations and where to go for additional information or assistance.

Avoiding Conflicts of Interest

A conflict of interest arises when your personal interests, or the personal interests of a family member or friend, interfere with your ability to make unbiased business decisions or do what's best for the Company.

You must avoid situations that create a conflict of interest. You also must avoid situations that even have the appearance of creating a conflict of interest.

While it is virtually impossible to cover every situation which may give rise to a conflict of interest, the following are examples of activities that have a particularly high potential for a conflict of interest:

- Causing or influencing Company business to be directed to any company that is owned or managed by you or a member of your immediate family ("immediate family" means your spouse, parents, step parents, children, stepchildren, siblings, mothers and fathers in-law, sons and daughters in-law, brothers and sisters in-law, and anyone (other than a tenant or an employee) who shares your home)
- Giving or receiving gifts, entertainment, discounts, tips, favors or other things of value in a manner contrary to Company policy, especially if a vendor, supplier, landlord, competitor or contractor of the Company is involved
- You or your immediate family holding an ownership interest in a vendor, supplier, landlord, competitor or contractor of the Company
 - *Exception:* An ownership interest of 1% or less in a company listed on a major stock exchange would not, by itself, be considered a conflict of interest as long as such ownership doesn't interfere (or appear to interfere) with your ability to make unbiased business decisions or do what's best for the Company
- Using Company resources or assets, or using your position with the Company, for your own personal business, financial or other interests (including for outside organizations or charities with which you are involved)

If you become aware of a situation that is – or appears to be – a conflict of interest, you must fully disclose it immediately to Oxford's General Counsel (Legal@oxfordinc.com) in writing or to our Fraud and Ethics Hotline. Disclosure is mandatory.

Questions and Answers...

Question: My brother runs a great office cleaning business. Can I retain him to do some contract work for the Company if his rates are the best rates available?

Answer: Regardless of your brother's rates, you cannot play a role in the Company's decision whether to engage him. If you think engaging your brother for cleaning services is in the best interest of the Company, you could tell your manager about your brother and then remove yourself from the decision-making process. If the Company decided to engage your brother, you'd also need to make sure you play no role at all in managing or approving his services.

Question: I would like to ask a vendor I work with to help a local charity I support in our community. Is this okay?

Answer: No. If you did this, you would be using a business relationship to further a personal interest, which is a conflict of interest. Check with Human Resources for rules regarding charitable solicitations.

Question: My spouse owns a small clothing store. Is this a conflict of interest?

Answer: You should contact your manager or Oxford's General Counsel to discuss the situation. A conflict of interest could exist if your spouse's clothing store competes against a store operated by the Company, or if the store purchases products from the Company, or if you are somehow involved in the operation of her store. Disclosing the potential conflict is always the best first step.

Gifts and Entertainment

The purpose of business entertainment and gifts in a business context is to create goodwill and good working relationships. The purpose is not for one party to gain an unfair advantage over the other.

You should not offer, give or accept any gift or entertainment to or from anyone who works for a current or potential customer, supplier, vendor, landlord or contractor of the Company unless:

- the entertainment or gift supports a legitimate business interest of the Company;
- the value, frequency and type of gift or entertainment is reasonable, given the business context;
- the intent and effect is not to unduly prejudice the recipient in favor of the giver;
- the entertainment or gift does not violate any laws or any applicable policies of the recipient's organization; and
- the policies of the Company, including your business unit's policies, do not prohibit it.

Subject to these conditions, the following are not prohibited by the Code:

- **Gifts of Nominal Value:** Gifts not exceeding US\$75 (normal retail value) per recipient per year generally are okay under the Code.
- **Business Entertainment:** It is generally okay to accept business entertainment, such as attending a local sporting event or concert, if it advances the Company's interests, is reasonable and not lavish, is for a legitimate business purpose, and your manager approves. Note that accepting tickets to an event that the business partner is not attending with you should be considered a gift (not business entertainment).
- **Business meals:** Generally speaking, business meals are not considered gifts or entertainment and may be accepted as long as they are infrequent and not extravagant.
- **Customary non-cash holiday gifts:** If you share them with your department or others at your location or if your manager specifically approves, customary holiday gift items such as gift baskets, cookies, flowers or similar non-cash gifts of nominal value may be accepted.
- **Training courses offered by business partners:** Our suppliers, vendors or other business partners may offer business-related conferences or training courses. Participation is not prohibited by the Code if you have prior approval from your manager, your attendance directly benefits the Company, and our guidelines regarding business entertainment and gifts are followed. If complimentary travel, hotel accommodations or other things of significant value are included, you must also obtain the prior approval of Oxford's CEO or General Counsel.

Questions and Answers...

Question: A vendor has invited me to play a round of golf with him at a local course. This isn't a frequent occurrence. May I accept?

Answer: If your manager approves it and your business unit's policies permit it, this kind of business entertainment is generally acceptable because it helps build good business relationships and it's not lavish. However, you should make sure the event wouldn't influence – or appear to influence – a business decision you make about the vendor. Again, get your manager's approval in advance.

Question: A vendor has offered me tickets to a sporting event. No one from the vendor will be attending. May I accept?

Answer: Because no one from the vendor is attending, these tickets would be considered a gift (not business entertainment). Therefore, you cannot accept the tickets unless you meet all of the requirements for accepting gifts under the Code and under your business unit's policies. Ask your manager or the Legal Department if you have questions.

Question: Every year during the holidays one of our vendors sends me a gift basket full of cookies, crackers, and other goodies. It is yummy. Can I keep it?

Answer: If the value is nominal and your manager specifically approves, you can accept this sort of customary gift basket as long as you aren't improperly biased in favor of the vendor. You can also accept this sort of customary gift if you share it with your department or others at your location.

- **“Lai see” cash gifts:** In Chinese communities during festive occasions, you may accept a customary “lai see” cash gift as long as the amount does not exceed HK\$100 (or equivalent) per giver per year, the gift is unsolicited, and the acceptance of the gift would not place you in a potential position of obligation to the giver.

Always remember: Some of our business units have more restrictive rules about giving and receiving gifts and entertainment, so make sure you understand your business unit’s policies before accepting or giving anything.

Handling the offer of gifts, meals or entertainment that aren’t allowed

If you are offered a gift, meal or entertainment that doesn’t fit within what’s allowed under the Code, you should politely decline it and explain that the Company’s rules don’t allow you to accept it. If the giver would be offended by you declining a gift, or if the situation otherwise makes returning it impractical, you may accept the gift, but you should promptly notify your manager or Oxford’s General Counsel (Legal@oxfordinc.com) who will work with you to resolve the situation appropriately within the spirit of the Code (which may include donating the item to charity or making the item available to a larger group of employees).

Questions and Answers...

Question: A business contact at a vendor gave me an expensive watch in recognition of a new contract we recently signed. May I accept it?

Answer: Gifts should be nominal in value and not used to influence our decisions on behalf of the Company. This gift sounds like it might be of more than nominal value. If the gift doesn’t fit within what’s allowed by the Code, return it and explain that accepting it is against our gift policy. Gift-giving customs vary by country, so if returning the gift would be impractical, discuss the gift with your manager or Oxford’s General Counsel. Options might include donating it to charity or turning it over for Company use.

Improper Payments

You must never offer bribes, kickbacks or other improper payments (whether in cash or anything else of value) to government officials, civil servants, political party officials, employees of a customer, or anyone else.

Additionally, you should never permit or authorize anyone else to engage in this type of activity. This includes other Company employees as well as third parties acting on our behalf, such as contractors, consultants or buying agents.

Bribes and kickbacks are never okay (even if others are doing it)

Even if bribery appears to be an accepted local practice in a country, you are not allowed to engage in it. The Company recognizes that demands for improper payments may be made occasionally upon the Company and that rejecting such demands may negatively impact our business. Regardless of the effect, all such demands must be rejected immediately and reported to our Legal Department. Doing the right thing is always the right thing to do.

Dealing with governments? Call Legal.

When dealing with governments, consult with our Legal Department in advance to be certain you are aware of any special rules that apply.

Our parent company, Oxford Industries, Inc. is established in the United States and, as a result, the laws of the United States often apply to our operations throughout the world. One such U.S. law is the "Foreign Corrupt Practices Act" ("FCPA"), which generally prohibits giving anything of value (directly or indirectly) to governmental officials or political candidates outside the United States in order to obtain or keep business or to gain preferential treatment. The laws of other countries, such as the United Kingdom's Anti-Bribery Act, may apply also to some of our operations.

The anti-bribery laws of some countries prohibit bribery outside the country but have an exception for nominal "facilitating payments" to expedite routine, nondiscretionary action by a government official (such as processing government paperwork or providing routine government services such as mail pick-up) to which a person is otherwise entitled. However, these exceptions are very limited. You must obtain approval from our Legal Department before offering or providing anything of value to any government official, civil servant, or political party official.

No exceptions.

Questions and Answers...

Question: A customer rep told me she'd use her influence to make sure we got a big order from the customer if we paid her a one time "consulting fee". That's not okay, is it?

Answer: The consulting fee would likely constitute a "kickback", which is definitely not okay.

Question: What is a "kickback?"

Answer: A "kickback" is something of value (such as a cash payment) that is promised or given to someone for the purpose of improperly obtaining favorable treatment from him/her in connection with the award of a contract or order (see the immediately preceding question for an example).

Question: I was told I need to pay a small gratuity to a customs official to clear our products through customs. What should I do?

Answer: You may not pay a gratuity to a U.S. or U.K. customs official under any circumstance. In some countries outside the U.S. and U.K., small payments to expedite a routine action may be permissible, but only under very limited circumstances. Before making any payment, you must get approval from the Legal Department in each case.

Question: Under the FCPA, are people employed by a state-owned business considered "government officials"? How about employees of a ruling monarchy?

Answer: Yes and yes. Anyone employed by a commercial enterprise controlled by a government would be considered a government official. Anyone within a ruling monarchy would also be a considered a government official.

Fair Dealing and Fair Competition

You must deal fairly with our customers, suppliers, vendors, landlords and competitors. You should not take unfair advantage of anyone through deception, abuse of confidential information, misrepresentation of material facts or any other unfair dealing practice. As part of this, you must comply with all applicable laws, including laws relating to anti-trust, competition, and advertising.

Bottom line: We would rather win than lose, but we would rather lose than cheat.

Some Do's and Don'ts:

- Do talk to our Legal Department (Legal@oxfordinc.com) before having any discussions or attending any meetings with competitors
- Do talk to the Legal Department before entering into any exclusive arrangements with customers, suppliers, vendors or other business partners regarding the purchase or sale of products or services
- Don't talk to any competitor about pricing, other competitors, vendors, marketing, territories or customers
- Don't try to set or influence the prices at which retailers or other third-parties resell our products (unless you've gotten specific approval from our Legal Department)
- Do use only legal and ethical means to collect information about our markets, customers and competitors
- Do make sure we do the right thing for our customers by treating them with proper respect, being honest and forthright in all of our advertising, and making sure our products and services comply with all applicable safety standards
- Do require our suppliers and vendors to live up to our standards for conducting business ethically and legally
- Do talk to our Legal Department or call our Fraud and Ethics Hotline if you think a fellow employee, supplier, vendor or competitor may be engaging in improper behavior

Questions and Answers...

Question: We hired a person who formerly worked for a competitor. She knows confidential information about her former employer. Is it okay for her to share this information with us? It might be pretty helpful to us.

Answer: No. We treat confidential information about other companies the same way that we expect former Company employees to treat our confidential information after leaving. Accordingly, the Code prohibits her from telling us confidential business information about her former company.

Question: My business unit would like to require our wholesale customers to resell our products at prices in line with the prices we charge in our own retail stores. Is this okay?

Answer: Resale price restrictions like these might violate applicable law. You should always talk to the Legal Department before attempting to impose any requirements on our customers regarding resale pricing.

“We would rather win than lose, but we would rather lose than cheat.”

Confidential Information and Privacy

Confidential Business Information

From time to time, you may see or learn information about our business that people outside our Company do not know. This may include things like unannounced financial results, sales data (including things like total sales, comp store sales, and forecasted sales), financial projections, business or strategic plans, plans to buy or sell a business, customer lists, organization charts, and other data or materials that we have not disclosed to the public. All of this is considered confidential business information of the Company.

You must protect the Company's confidential business information from improper disclosure or misuse. You must also respect the confidential information of other parties (such as our customers, suppliers and competitors).

Some Do's and Don'ts:

- Don't disclose confidential information to others within the Company unless required as a part of your job
- Don't disclose confidential information outside of the Company unless a confidentiality agreement has been signed by the other party (contact our Legal Department for assistance at Legal@oxfordinc.com)
- Do be mindful of all the places confidential information may reside around you – such as on your desk, in your office or backroom, in written documents, in paper files, and on computers and other electronic devices – and follow all Company policies and procedures regarding securing and protecting those documents, files and devices
- Don't talk about confidential information where you can be overheard, such as elevators, airplanes, restaurants, or non-soundproof offices
- Don't leave confidential information unattended on printers, in public areas, etc., and don't discard confidential documents where others can retrieve them

Note: Your obligation to preserve confidential information continues after you leave the Company.

Personal Information and Privacy

In the course of your duties, you may see or learn personal information about co-workers, consumers, or other individuals. This personal information may include an individual's name, address, email address, credit card information, telephone number, bank account information, government identification numbers (such as Social Security or Social Security Insurance numbers), or health or medical information.

Questions and Answers...

Question: We hired a person who formerly worked for a competitor. She knows confidential information about her former employer. Is it okay for her to share this information with us? It might be pretty helpful to us.

Answer: No. We treat confidential information about other companies the same way that we expect former Company employees to treat our confidential information after leaving. Accordingly, the Code prohibits her from telling us confidential business information about her former company.

Question: My business unit would like to require our wholesale customers to resell our products at prices in line with the prices we charge in our own retail stores. Is this okay?

Answer: Resale price restrictions like these might violate applicable law. You should always talk to the Legal Department before attempting to impose any requirements on our customers regarding resale pricing.

You must handle personal information responsibly and in compliance with all applicable privacy and data protection laws and Company policies. You must not access or attempt to obtain information which you are not authorized to see.

Some things to remember:

- The collection, use and protection of personal information of consumers (such as names, email addresses, etc.) is governed by law as well as specific Company policies and procedures (for example, restrictions on use of consumer information per our website privacy policies, “opt out” procedures for marketing emails, procedures regarding collection of consumer information at retail point of sale, etc.). If you are involved in the collection, handling or use of any personal information of consumers, you must know these requirements and comply with them.
- There may be legal restrictions on accessing or moving personal information from one country to another, even within our Company (for example, from the U.K to the U.S.). You must always seek advice from Human Resources or the Legal Department before doing so.
- Special additional policies and procedures will apply to certain types of information such as health and medical information.

You are responsible for learning the details of all policies that relate to the work you do for the Company, including policies relating to confidential information, personal information and privacy. You may access these policies through the Intranet (where available) or by requesting copies from Human Resources.

Insider Trading

If you have access to confidential information about Oxford (including any of its business units), you cannot use or share that information to make investment decisions relating to stock or other securities of Oxford (New York Stock Exchange symbol “OXM”).

Similarly, if you have non-public information about any other company (including any of our customers, suppliers or other business partners), you cannot use that information to make investment decisions relating to stock or other securities of that company.

You also cannot “tip” or disclose confidential information to others who may buy or sell stock or other securities because of the information.

For further requirements and information, please consult the Company’s Insider Trading Policy or contact our Legal Department.

Questions and Answers...

Question: My uncle often asks me about the Company and whether he should buy the stock. Usually I tell him what I know about our business and suggest that he buy it. Is this a problem?

Answer: It could be. The same rules about inside information apply whether you buy or sell stock yourself or if you give the information to someone else. If a relative or friend buys or sells stock based on nonpublic information that you provide, both of you could be violating the law.

Books and Records

Each of us must do our part in recording and reporting our financial and nonfinancial information in a complete, accurate and timely manner. This is critically important: Our ability to make responsible business decisions and to comply with legal requirements for public disclosure depends on it.

We must comply with the Company's accounting and financial reporting procedures, as well as applicable generally accepted accounting principles and standards for accounting and financial reporting. The Company's books, records and financial statements must accurately reflect the Company's transactions and conform to the Company's system of internal controls.

As part of this, each of us must:

- Never distort the true nature of any transaction
- Always record transactions in the proper accounting period (for example, never delay or accelerate the recording of revenue or expenses to meet budgets or sales plans)
- Assure all payments and transactions are supported by appropriate documentation
- Never falsify any document
- Never engage in or permit accounting practices that misstate operating results or obscure improper transactions
- Never knowingly or carelessly make a misleading or incomplete statement to the Company's external auditors or internal auditors in connection with any examination of the Company's books and records

You should also be mindful that business communications and records sometimes become public. In your communications and in your recordkeeping (including emails, internal memos, formal reports, and your personal notes), you should avoid derogatory remarks, exaggeration, and inappropriate comments regarding others that may be misunderstood if they are later read by someone else.

You must also comply with the Company's document management policies and process. You must preserve all documents and records relevant to pending or reasonably foreseeable litigation, audits or investigations, and as directed by Company legal counsel.

Questions and Answers...

Question: If my department has met its revenue target for the quarter, is it okay for us to defer recognition of additional revenue to the next quarter?

Answer: No. All revenue and expenses must be recognized in the period in which they are earned or have occurred.

Question: A Company auditor has asked me for a particular document created on a particular date. I can't find the actual document, but I can easily re-create the document and backdate it so it looks just like the document I can't find. Is that okay?

Answer: No. If you don't fully disclose to the auditor that you can't find the original record and that the document you are providing was not created on the date indicated, then you would be falsifying Company records and misleading the auditor.

Protection of Company Assets

All Company assets (including physical, financial and informational assets) must be protected from theft, carelessness, waste and misuse. Company assets should not be used for non-Company business.

Company assets include:

- Company funds
- Company products and property
- Your time at work and the time of other employees while at work
- Computers, IT systems, software, Internet access, telephones and handheld communication devices
- Company trademarks, designs and other intellectual property, as well as the Company's name and goodwill
- Information that is proprietary or confidential
- Business opportunities, including opportunities that you discover through the use of Company property, Company information or your position with the Company

Generally speaking, the occasional personal e-mail or phone call from your workplace is okay. Company policy may allow additional limited personal use of certain other Company property such as a mobile phone or wireless communication device. Make sure you comply with local policies and only use these items as permitted. Excessive personal use of phone, email or Internet is a misuse of assets. Always use common sense.

Note: Please keep in mind that you should have no expectation of privacy in using the Company's electronic systems. Information sent or received by e-mail or over the Internet can be accessed by authorized personnel at the Company at any time without the consent of users.

Always remember: Some of our business units have more restrictive rules about use of Company property, so make sure you understand your business unit's policies and comply with them.

Questions and Answers...

Question: Is it okay for me to take home samples or defective products that are just sitting around the office and no one is using?

Answer: No. These products are Company assets and you are not allowed to convert them to your own personal use.

Question: May I use my work email to send messages to my family or friends?

Answer: Limited personal use of the company's electronic communication assets is okay as long as it complies with our electronic use policies and does not interfere with getting your job done.

Intellectual Property

“Intellectual property” means things like trademarks, brand names, trade names, copyrights, designs, patents, trade secrets and proprietary information.

Our brands and other intellectual property are among our most valuable assets. We all must work to protect these assets.

We must also respect the intellectual property rights of others. Unauthorized use of the intellectual property of others can expose the Company to lawsuits, damages and embarrassment.

Some “Do’s and Don’ts” regarding intellectual property at work:

- Do comply with our policies and guidelines for use of our trademarks and trade names
- Do respect copyrights, trademarks, patents and other intellectual property of others
- Do consult with our Legal Department concerning necessary licenses or approvals to use protected intellectual property of others such as copyrights, patents, trademarks or proprietary information
- Don’t introduce a new product, trademark or brand name without checking with our Legal Department to make sure the trademark and other intellectual property doesn’t infringe the rights of someone else
- Do talk to our Legal Department before using another company to develop new designs, products, ideas, software, etc. so that a written agreement can be put in place covering ownership and other rights in the intellectual property that is developed
- Don’t knowingly wear counterfeit products

Questions and Answers...

Question: I found a great picture on the Internet that I’d like to use in a design I’m working on. Is this okay?

Answer: No. Pictures and other material on the Internet are usually legally protected and can’t be copied into things we design, create or write. If you want to use “clip art”, contact Legal first to check whether your intended use is okay.

Question: I have been asked to provide a quote about the Company’s experience with a vendor I have been working with. They want to use the quote in their marketing materials. Pretty cool, huh? May I provide the quote?

Answer: It’s nice they’ve asked, but before agreeing to be quoted you must consult the Legal Department. The Company is selective about agreeing to provide quotes and endorsements like this. Our name is one of our most valuable assets. We protect our good name by making sure that quotes and endorsements of this type are not only accurate but also promote the Company’s business interests.

Conduct in the Workplace

Discrimination and harassment

We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment based on race, color, religion, gender, age, sexual orientation, national origin or any other legally protected class. For further requirements and information, please contact Human Resources or our Legal Department.

Recording your time

If you are an hourly employee, you must make sure that all of the time you work is recorded accurately per applicable law and Company policy.

Some timekeeping “Do’s and Don’ts” for hourly employees:

- Do not work without pay
- Make sure you accurately record all time worked (this includes, for example, hours for work done at home or at any other off-site location), even if the work wasn’t pre-authorized
- On your time record, do not move hours actually worked one day to another day in order to avoid overtime
- Do not change or remove accurately recorded hours on a time record If you have any questions or problems with recording your time, you must let your manager know as soon as possible.

If you are not satisfied with the response of your manager, contact Human Resources immediately.

Working a second job

Working a second job outside of the Company is not prohibited by the Code if you get the prior approval of your manager and Human Resources (and provided your business unit’s policies permit it). If the second job is with a supplier, vendor, competitor or landlord of the Company, you must also get written approval from Oxford’s CEO or General Counsel prior to commencing work.

Exception: If you are an “hourly” employee (i.e., your pay is calculated based on hours worked times an hourly rate) who works in a retail store, restaurant or distribution center and you don’t supervise other employees, you do not need preapproval to work for other employers (including other retailers or restaurants) as long as the work doesn’t interfere with your job or with your work schedule with the Company.

Questions and Answers...

Question: I am a server in a restaurant. My manager tells me I must take meal breaks, but I’d prefer to work through without a break so I can stay on the clock. Can’t I just keep working?

Answer: No. It is important that you strictly follow Company policies and procedures regarding taking meal and rest breaks, including clocking in and clocking out as required by policy. Failing to adhere to policy can result in discipline up to and including termination.

Question: I work in a Company retail store and also have a second job in a competing retail store in the same mall. Does this cause a problem under the Code?

Answer: If you are an “hourly” retail store employee and don’t supervise others, it’s okay to work the second job as long as it doesn’t interfere with your job for the Company. Of course, you should be careful not to share Company information or materials with anyone at the competing retail store. Also, you should keep things fair (for example, when you are working at one store, don’t try to influence the customers

Other employment standards

Employees are required to follow all applicable laws and regulations relating to employment, including laws and regulations concerning meal periods, rest breaks, overtime pay and minimum age requirements. If you see or suspect any violation of these standards, talk with your manager or Human Resources, or call our Fraud and Ethics Hotline.

Serving as Director or Officer of an Outside Organization

For-profit organizations

Employees must obtain approval from the CEO of Oxford Industries, Inc. before serving as a director or officer of another for-profit company. You may not serve as a director or officer of a competitor.

Non-profit organizations

Service as a director, trustee or officer of a non-profit organization on your own time is not prohibited by the Code. However, if in serving you would be acting as a representative of the Company, you must obtain approval from the CEO or General Counsel of Oxford Industries, Inc. in advance.

Political Contributions and Activities

You must never contribute or use Company funds or other Company assets for political purposes without the approval of both the CEO and General Counsel of Oxford Industries, Inc. This requirement does not restrict the right of anyone to make personal political contributions, so long as there is no reimbursement from the Company and there is no implication that the contribution is connected with the Company.

If you wish to seek or hold political office, you must do so on your own time (e.g., after hours or on weekends). In order to avoid potential conflicts of interest, you must obtain permission from the CEO or General Counsel of Oxford Industries, Inc. prior to running for or accepting political office (except where obtaining such permission is prohibited by applicable law).

Other Responsibilities

Other responsibilities of all employees

Each employee has the following responsibilities under the Code:

- Make sure you understand what is required by this Code
- Learn the details of all other policies that relate to the work you do for the Company
- Promptly ask for assistance if you have any questions or concerns about the Code or other policies
- Report Code violations and concerns promptly
- If you are not satisfied with the response you receive when you report a potential violation, pursue the issue through another channel
- Cooperate fully in any investigations undertaken by the Company.

Other responsibilities of leaders and managers

Leaders and managers must also do the following:

- Set the tone and be a model for ethical conduct
- Create an environment where employees feel comfortable talking about something that concerns them
- Make sure all people who report to you understand the Code and comply with it
- Never direct or approve actions in violation of the Code

No retaliation

The Company simply will not tolerate any retaliation against someone who makes a good-faith report of a violation of this Code or any other Company policy. Anyone who engages in such retaliation will be subject to discipline up to and including dismissal.

Waivers

Waivers of this Code shall not generally be granted. Any waiver of the Code for an employee may be made only by Oxford's CEO or the CEO's designee. Any waiver of this Code for a director or executive officer of Oxford Industries, Inc. may be made only by the disinterested members of the Board of the Directors or of the Nominating, Compensation & Governance Committee of the Board and shall be disclosed to the public to the extent required by law.

Questions and Answers...

Question: I believe I received a poor performance review after I raised a question about the accounting treatment of an item. Previously, I had always received good reviews. What can I do?

Answer: The Company prohibits retaliation against employees who raise legitimate concerns. Contact the Legal Department or Human Resources with your concerns. You can also call the Company's Ethics Hotline.

Oxford's Fraud and Ethics "Hotline"

Anyone may contact Oxford's Fraud and Ethics Hotline to report conduct that is, or might be, unethical, dishonest, illegal or otherwise in violation of this Code or other Company policies.

You may report violations in confidence and without fear of retaliation. If you prefer that your identity be kept secret when you call the Hotline, your anonymity will be protected.

If you make your identity known, the Company's investigators will take reasonable precautions to keep your identity confidential, consistent with conducting a thorough and fair investigation.

For the sake of confidentiality, we may not be able to tell you about the results of an investigation.

You should be able to find the telephone number for the Hotline posted in a common area at your business location. The Hotline telephone number may also be available on the Company Intranet at your location.

If you have any difficulty finding the Hotline telephone number for your location, you may contact the Legal Department (Legal@oxfordinc.com) or Human Resources for assistance.

Questions and Answers...

Question: I'm concerned about reporting suspected fraud. What if I am wrong and it gets me in trouble, or it erroneously gets someone else in trouble?

Answer: We do not hold employees accountable for reports made in good faith, even if the report turns out to be incorrect. The Company takes care to investigate reports in an objective manner.

This Code of Conduct has been adopted

by the Board of Directors of Oxford Industries, Inc.

effective as of January 29, 2012.

