



FOSSIL GROUP

# Code of Conduct

**FOSSIL**  
GROUP

# Introduction

Fossil Group, Inc. (the “Company”) has a reputation for honesty and integrity which is the sum of the personal reputations of its directors, officers and employees. To protect this reputation and to promote compliance with laws, rules and regulations, this Code of Business Conduct and Ethics (this “Code”) has been adopted by our Board of Directors. This Code is only one aspect of our commitment. You must also be familiar with and comply with all other policies contained in our Employee Handbook.

This Code sets out the basic standards of ethics and conduct to which all of our directors, officers and employees are held. These standards are designed to deter wrongdoing and to promote honest and ethical conduct but will not cover all situations. When differences arise between standards set forth in this Code and legal requirements or local customs and policies, the stricter standard, legal requirement, custom or policy shall apply, in compliance with applicable law.

If you have any doubts whatsoever as to the propriety of a particular situation, you should submit it in writing to our Company’s legal department for review and clarification. Any suspected violations of this Code should be reported immediately to the Company. Various alternative methods of reporting suspected violations are included in Section 16 of this Code.

Those who violate the standards set out in this Code will be subject to disciplinary action.



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## SCOPE

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If you are a director, officer or employee of the Company or any of its subsidiaries or controlled entities, you are subject to this Code.

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## HONEST AND ETHICAL CONDUCT

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We, as a Company, require honest and ethical conduct from everyone subject to this Code.

Each of you has a responsibility to all other directors, officers and employees of our Company, and to our Company itself, to act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing your independent judgment to be subordinated and otherwise to conduct yourself in a manner that meets with our ethical and legal standards.

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## COMPLIANCE WITH LAWS, RULES AND REGULATIONS

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You are required to comply, both in letter and in spirit, with all applicable governmental laws, rules and regulations, including those prohibiting bribery and corruption or otherwise governing the conduct of business including with specified individuals, companies or countries.

Although you are not expected to know the details of all the applicable laws, rules and regulations, we expect you to seek advice from our Company's legal department if you have any questions about whether the requirement applies to the situation or what conduct may be required to comply with any law, rule or regulation.



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## CONFLICTS OF INTEREST

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You must handle in an ethical manner any actual or apparent conflict of interest between your personal and business relationships. Conflicts of interest are prohibited as a matter of policy. A “conflict of interest” exists when a person’s private interest (or the interest of a member of his or her family, friend or other individual with whom he or she has a significant personal relationship) interferes, or appears to interfere, in any way with the interests of the Company. For example, a conflict of interest situation arises if you take actions or have interests that interfere with your ability to perform your work for the Company objectively and effectively. Conflicts of interest also may arise if you, a member of your family, a friend or others with whom you have a significant personal relationship receive an improper personal benefit as a result of your position with the Company, which could also constitute unlawful commercial bribery.

If you become aware of any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, you should report it promptly to your manager or the Company’s legal department who will help determine whether a conflict exists and, if appropriate, the best approach to eliminate the conflict.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors. The following standards apply to certain common situations where potential conflicts of interest may arise:

### **A. GIFTS AND ENTERTAINMENT**

Personal gifts and entertainment offered by persons doing business with our Company may be accepted when offered in the ordinary and normal course of the business relationship and the giving or accepting such gift is legal in the location and under the circumstances where given. However, the frequency and cost of any such gifts or entertainment may not be so excessive that your ability to exercise independent judgment on behalf of our Company is or may appear to be compromised. For more information on the Company’s policy concerning personal gifts and entertainment, including approval guidelines for such, please see the separate Conflict of Interest – Gifts and Entertainment Policy of the Company and the related Gifts & Entertainment Disclosure Form.

### **B. FINANCIAL INTERESTS IN OTHER ORGANIZATIONS**

The determination whether any outside investment, financial arrangement or other interest in another organization is improper depends on the facts and circumstances of each case. Your ownership of an interest in another organization may be inappropriate if the other organization has a business relationship with, or is a direct competitor of, our Company and your financial interest is

of such a size that your ability to exercise independent judgment on behalf of our Company is or may appear to be compromised. If you own an interest in another organization that does business with the Company, consider whether you are influencing a transaction between the Company and such organization or if a transaction between such organization and the Company is significant enough to potentially affect the value of your investment. As a general rule, a passive investment would not likely be considered improper if it: (1) is in publicly traded shares; (2) represents less than 1% of the outstanding equity of the organization in question; and (3) represents less than 5% of your net worth. Other interests also may not be improper, depending on the circumstances. For more information on the Company's policy concerning conflicts of interest that may be presented by certain kinds of financial interests, please see the separate Conflict of Interest – Financial Disclosure Policy of the Company.

### **C. OUTSIDE BUSINESS ACTIVITIES**

The determination of whether any outside position an employee may hold is improper will depend on the facts and circumstances of each case. Your involvement in trade associations, professional societies, and charitable and similar organizations will not normally be viewed as improper. However, if those activities are likely to take substantial time from or otherwise conflict with your responsibilities to our Company, you should obtain prior approval from your supervisor. Other outside associations or activities in which you may be involved are likely to be viewed as improper only if they would interfere with your ability to devote proper time and attention to your responsibilities to our Company or if your involvement is with another Company with which our Company does business or competes. For a director, employment or affiliation with a Company with which our Company does business or competes must be fully disclosed to our Company's Board of Directors and must satisfy any other standards established by applicable law, rule (including rules of any applicable stock exchange) or regulation and any other corporate governance guidelines that our Company may establish.

### **D. INDIRECT VIOLATIONS**

You should not indirectly, through a spouse, family member, affiliate, friend, partner, or associate, have any interest or engage in any activity that would violate this Code if you directly had the interest or engaged in the activity. Any such relationship should be fully disclosed to our Company's legal department or CEO (or the Board of Directors if you are a director of our Company), who will make a determination whether the relationship is inappropriate, based upon the standards set forth in this Code.



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## CORPORATE OPPORTUNITIES

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You are prohibited from taking for yourself, personally, opportunities that are discovered through the use of corporate property, information or position, unless the Board of Directors has declined to pursue the opportunity. You may not use corporate property, information, or position for personal gain, or to compete with our Company directly. You owe a duty to our Company to advance its legitimate interests whenever the opportunity to do so arises.

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## FAIR DEALING

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You should endeavor to deal fairly with our Company's suppliers, competitors and employees and with other persons with whom our Company does business. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

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## PUBLIC DISCLOSURES

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It is our Company's policy to provide full, fair, accurate, timely, and understandable disclosure in all reports and documents that we file with, or submit to, the U.S. Securities and Exchange Commission and the Nasdaq Stock Market and in all other public communications made by our Company.

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## CONFIDENTIALITY

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You should maintain the confidentiality of all confidential information entrusted to you by our Company or by persons with whom our Company does business, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors of, or harmful to, our Company or persons with whom our Company does business, if disclosed and includes, among other things: strategic plans, sales and financial data and reports, products and pricing, internal emails, identification

of customers and vendors and/or sales to or from them, personnel information, forecasts, information contained in or relating to reports, spreadsheets, analyses, recommendations, schedules, ads, prototypes or other materials prepared for internal use, information pertaining to any legal matters or any audits involving the Company, information regarding any internal systems or controls or procedures and any other information that has not already been generally disclosed to the public by the Company.

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## INSIDER TRADING

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If you have access to material, non-public information concerning our Company, you are not permitted to use or share that information for stock trading purposes, or for any other purpose except the conduct of our Company's business. All non-public information about our Company should be considered confidential information. Insider trading, which is the use of material, non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information, is not only unethical but also prohibited by the federal securities laws of the United States. The prohibition on insider trading applies not only to our Company's securities, but also to securities of other companies if you learn of material non-public information about these companies in the course of your duties to the Company. Violations of this prohibition against "insider trading" may subject you to criminal or civil liability, in addition to disciplinary action by our Company.

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## PROTECTION AND PROPER USE OF COMPANY ASSETS

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You have a responsibility to protect the Company's assets, are accountable for any Company funds or property entrusted to your care and must ensure that all such property is used properly and only for the Company's benefit.

Theft, carelessness, and waste have a direct impact on our Company's profitability. All assets should be used for legitimate business purposes. The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.





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## EQUAL EMPLOYMENT OPPORTUNITY

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The Company is an equal opportunity employer, and it is the duty and responsibility of every employee to create and maintain an environment free of discriminatory acts and behavior.

It is our policy to recruit, hire, train, promote, assign, compensate, transfer and in all ways treat persons in compliance with all applicable local, state, and federal laws and without regard to race, color, religion, gender, sex (including breast feeding and related medical conditions) pregnancy, childbirth and related medical condition, national origin, genetic information, uniform service member status, protected medical condition, citizenship status, ancestry, age, disability, sexual orientation, gender identity and expression, gender dysphoria, veteran's status, marital status, or any other legally protected status.

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## COMMITMENT TO HUMAN RIGHTS

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The Company supports the protection of Human Rights and is committed to conducting our business accordingly.

This commitment applies not only to our workforce but also to the businesses we contract with around the world. We do not tolerate any human rights abuses, including but not limited to human trafficking, child labor and forced labor.

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## WORKPLACE HEALTH AND SAFETY

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The Company is committed to maintaining a safe and healthy workplace. All employees are required to follow all Fossil Health and Safety Rules.

### A. WORKPLACE VIOLENCE

The Company strives to provide a safe and healthy workplace free from actual, attempted or threatened violence or bullying. Violence or bullying in the workplace is never acceptable and the Company will take reasonable precautions to prevent workplace violence and to protect employees at the workplace. Further, weapons of any kind, including firearms, knives and ammunition are prohibited on company property.

### B. DRUG AND ALCOHOL ABUSE

Alcohol and drug abuse in the workplace can undermine individual performance, the security of other employees, and Fossil business. Accordingly, the use, possession, sale or being under the influence of alcohol, illegal drugs, misused prescription medication, or the abuse of legal drugs while at work, on the Company's premises, or while conducting or performing Company business, is prohibited. Employees who violate this policy may be subject to criminal prosecution or penalties.

### C. SAFE WORK

The Company will not knowingly permit unsafe conditions to exist, nor will it permit employees to engage in unsafe acts.

All employees are to report every work-related injury to their supervisor, the Benefits department and Fossil's workers' compensation carrier, no matter how insignificant the injury may appear.



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## NON-DISCRIMINATION AND ANTI-HARASSMENT

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The Company is committed to a work environment in which all individuals are treated with respect.

Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities in all aspects of employment including recruiting, hiring, training, promotions and compensation (without discrimination or harassment on the basis of race, color, national origin, religion, sex (including breast feeding and related medical conditions), pregnancy, childbirth and related medical conditions, sexual orientation, gender identity and expression, gender dysphoria, age, disability, citizenship status, marital status, veteran status, uniform service member status, genetic information or any other characteristic protected by law) and strictly prohibits discriminatory practices, including harassment. The Company's policy against discrimination and harassment applies to all employees of the Company, including supervisors and managers, as well as to all unpaid interns and volunteers. The Company also prohibits its customers, vendors, suppliers, independent contractors and others doing business with the Company from harassing or discriminating against the Company's employees. Harassment includes things such as derogatory comments based on racial or other protected characteristics and unwelcome sexual advances. Sexual harassment is a violation of the Company's policies and is unlawful. You are encouraged to speak out when any employee's or third party's conduct makes you uncomfortable or you witness harassment or discrimination occurring, and to report it to your manager, Human Resources or via FossilSafeWorkplace when it occurs in accordance with the policies and procedures set forth in the separate Employee Handbook of the Company. The Company prohibits retaliation against any individual who reports, in good faith, any violation of Company policy, including any individual who reports discrimination or harassment or participates in an investigation of any such report. For the Company's full Non-Discrimination and Anti-Harassment Policy and the procedures in place for reporting an incident of harassment, discrimination or retaliation, please see the separate Employee Handbook of the Company.

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## COMPUTING AND ONLINE SERVICES USE (“OLS”) AND SOCIAL MEDIA

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### COMPUTING AND OLS

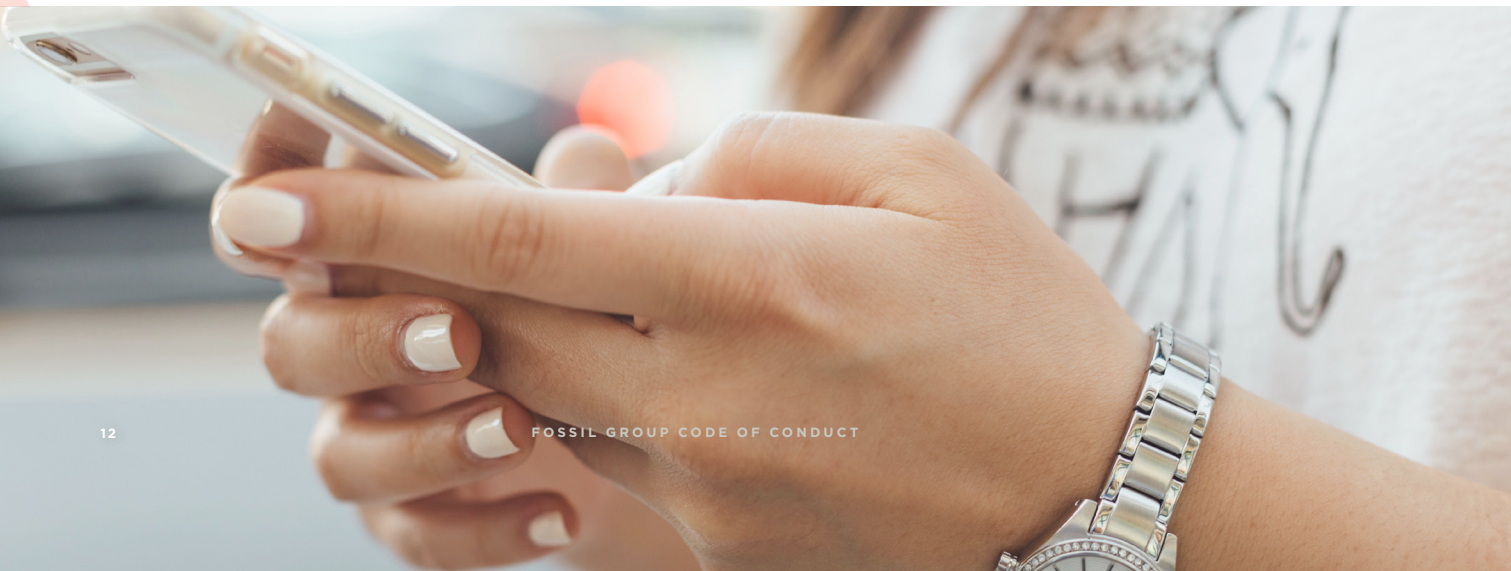
E-mail, Company issued cellular/smart phones, OLS (World Wide Web, Internet, Intranet, and Extranet, etc.) and all computing services (desktop PC's, MAC's, laptops, iPads, tablets, etc.) are intended to be used by employees for Company business purposes or employee-related activities supported by the Company. Employees are responsible for their logon and password information and may not share such information with anyone.

Employees are strictly prohibited from using the Company's computers, e-mail system, Company issued cellular/smart phones and Company voice mail systems, or personal computers used for Company business for any improper purpose. In this regard, employees may not transmit or store any confidential Company data to personal devices or cloud services not explicitly provided by the Company or without the Company's express written permission.

### SOCIAL MEDIA

The Company respects the rights of all employees to use social media. However, because communications by Company employees could, in certain situations, negatively impact business operations, customer relations, or create legal liability, it is necessary for Fossil to provide these guidelines. When posting on social media, please refer to this Code and the Company's Social Media policies.

Employees engaging in use of social media are subject to all of the Company's policies and procedures, including, but not limited to, the Company's policies: (1) protecting certain confidential information related to the Company's operation; (2) safeguarding Company property; (3) prohibiting unlawful discrimination, harassment and retaliation; and (4) governing the use of Company computers, telephone systems, and other electronic and communication systems owned or provided by the Company.



The Company's social media policies will not be interpreted or applied so as to interfere with the rights of employees to discuss or share information related to their wages, hours, or other terms and conditions of employment. Employees have the right to engage in or refrain from such activities.

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## POLITICAL PROCESSES

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The Company encourages and respects the right of each of its employees to participate in the political process and to engage in the political activities of their choosing. However, political activities are strictly regulated by federal, state, and local laws. The Company's resources should never be used for, or committed to, any political activity without prior consultation with the Legal Department.

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## BRIBES AND OTHER IMPROPER PAYMENTS

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A bribe or other improper payment is not an acceptable way of doing business and exposes both the Company and you to criminal and civil liability under anti-bribery laws. The Company does not condone bribery in any form, including so-called "grease" or "facilitating" payments. You may not offer or receive bribes or kickbacks to, or from, any individual, whether that individual is a government official or a private party. Even if you pay for gifts or entertainment for other individuals yourself, if the gift is given for business reasons and you are representing the Company, local and international anti-bribery laws may apply. While all forms of public bribery are prohibited, particular care must be taken to avoid actual or perceived bribery in your dealings with government officials, including employees of government-owned enterprises. As a company with operations in a number of countries, we are subject to a variety of local and international anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (the "FCPA"), the Canadian Corruption of Foreign Public Officials Act (the "CFPOA") and the U.K. Bribery Act (the "Bribery Act"), each of which is summarized below.

**A . F C P A :** prohibits any corrupt offer, payment, promise to pay, or authorization to pay any money, gift or anything of value (made directly or through intermediaries) to any foreign official, in order to obtain or retain business for anyone, or direct business to anyone, and requires the maintenance of accurate books of account, with all company transactions being properly recorded. A "foreign official" may be any officer or employee of a foreign (non-U.S.) government or any department, agency of instrumentality of a foreign government (including a foreign state-owned enterprise or international organization such as the World Bank, International Monetary Fund, United Nations and affiliated organizations) or a member of a royal family. In addition, anyone acting on behalf of a government, such as a consultant or negotiator representing a state-owned business, and a political party or candidate may be deemed "foreign government officials." Restrictions on dealing with foreign government officials may extend to their



family members as well as activities and payments made to intermediaries, such as distributors, sales agents, commercial representatives, consultants and contractors, with knowledge that some or all of those payments or benefits will be given to a foreign government official for an improper purpose.

**B. CFPOA:** prohibits anyone from offering, paying, promising to pay, or authorizing the payment of a loan, reward, advantage or benefit of any kind to a foreign public official, whether directly or indirectly through an agent or intermediary, for the purpose of obtaining or retaining an advantage in the course of business.

**C. BRIBERY ACT:** prohibits bribery in both the public and private sectors. The crime of bribery is described in the Bribery Act as occurring when a person offers, gives or promises to give a “financial or other advantage” to another individual in exchange for “improperly” performing a “relevant function or activity.”

“Financial or other advantage” is not defined in the Bribery Act, but has been interpreted as potentially encompassing items such as contracts, non-monetary gifts and offers of employment. The “relevant function or activity” element has been explained as covering “any function of a public nature; any activity connected with a business, trade or profession; any activity performed in the course of a person’s employment; or any activity performed by or on behalf of a body of persons whether corporate or unincorporated.” The Bribery Act applies to both private and public industry and, like the FCPA, can apply to the activities of the directors, officers and employees of the Company (or any of its subsidiaries or controlled entities) anywhere in the world.

For more information on the Company’s policy concerning bribes and other improper payments, and for record-keeping requirements designed to prevent concealing bribery transactions, please see the separate FCPA Compliance Policy of the Company. If any employee, officer or director has a question about whether any particular expense should be viewed as a permissible amenity or an impermissible bribe, he or she should refer that question to the Company’s legal department.

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## ANTITRUST LAWS

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Strict compliance with antitrust and competition laws globally is required. Under no circumstances should you engage in any type of prohibited anti-competitive behavior. These laws are very complex. Generally speaking, you should avoid any plans, agreements, or understandings with competitors that restrict competition, including, without limitation, price fixing and allocation of contracts. Accordingly, all employees, officers and directors should avoid any such activity relating to the business of the Company or the competitor without first obtaining the approval of the Company’s legal department.

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## SECURITY

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It is the policy of our Company to ensure that all employees are aware, recognize and convey Company information as a valuable asset and protect it from unauthorized disclosure, modification, use and/or destruction. All Company employees have an inherent responsibility to protect the electronic and physical information assets of the company, including the personal data of its employees as well as any confidential information. Security awareness will ensure that the integrity, confidentiality, and availability of our information are not compromised by working diligently to evolve with modern security standards and our changing business environment.

The policies and practices contained herein apply to the entire Company environment. Security awareness of our information and data may apply to any activity that involves the access, use, or modification of our information and/or physical resources. Access can be logical or physical and includes access to paper or electronic information or data that has the potential to affect us in a negative way.

All Company employees need to consider the potential risks regarding information security in their day-to-day tasks. You are expected to:

- Protect our information assets;
- Comply with laws and regulations;
- Abide by our policies and procedures; and
- Report all security incidents and thefts to the Loss Prevention or IT Security Departments.

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## INTERPRETATIONS AND WAIVERS OF THE CODE OF CONDUCT AND ETHICS

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If you are uncertain whether a particular activity or relationship is improper under this Code or requires a waiver of this Code, you should disclose it to our Company's legal department or Chief Executive Officer (or the Board of Directors if you are a director) who will make a determination whether a waiver of this Code is required and, if required, whether a waiver will be granted. You may be required to agree to conditions before a waiver or a continuing waiver is granted. However, any waiver of this Code for an executive officer or director may be made only by the Company's Board of Directors and will be promptly disclosed to the extent required by applicable law, rule (including any rule of any applicable stock exchange) or regulation.

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## REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

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Our Company desires to promote ethical behavior. Employees are encouraged to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. Additionally, employees should promptly report violations of laws, rules, regulations or this Code. Any report or allegation of a violation of applicable laws, rules, regulations or this Code may be sent anonymously. All reports of violations of this Code, including reports sent anonymously, will be promptly documented, investigated and, if found to be accurate, acted upon in a timely manner. If any report of wrongdoing relates to accounting or financial reporting matters, or relates to persons involved in the development or implementation of our Company's system of internal controls, a copy of the report will be promptly provided to the chairman of the Audit Committee of the Board of Directors, which may participate in the investigation and resolution of the matter. It is the policy of our Company not to allow actual or threatened retaliation, harassment or discrimination due to reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct.

**Employees may report violations or suspected violations of laws, rules, regulations or this Code in several different ways.**

Consider the nature and seriousness of the violation in determining the most appropriate method of reporting. For example, it would be appropriate to report violations of insider trading laws to the Company's Chief Legal Officer. Employees should use their best judgment in determining how to report violations. The Company has made the following reporting methods available.

### FOSSILSAFEWORKPLACE

*Confidential/Anonymous and 24/7 Access*

[www.FossilSafeWorkplace.com](http://www.FossilSafeWorkplace.com)

Tel: (800) 461-9330

### LEGAL DEPARTMENT

*Randy S. Hyne, Vice President, General Counsel and Secretary*

Tel: (972) 699-2115

Fax: (972) 498-9615

### HUMAN RESOURCES

*Darren Hart, Executive Vice President of Human Resources*

Tel: (972) 629-2869

Fax: (469) 360-2462

### INTERNAL AUDIT

*Stephen Shelton, Sr. Director*

Tel: 972-699-6805

For further reporting and correspondence, the Company's address is:

901 S. Central Expressway,  
Richardson, Texas 75080







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## COMPLIANCE STANDARDS AND PROCEDURES

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This Code is intended as a statement of basic principles and standards and does not include specific rules that apply to every situation. Its contents have to be viewed within the framework of our Company's other policies, practices, instructions and the requirements of the law. This Code is in addition to other policies, practices or instructions of our Company that must be observed. Moreover, the absence of a specific corporate policy, practice or instruction covering a particular situation does not relieve you of the responsibility for exercising the highest ethical standards applicable to the circumstances. Please refer to the Company's employee handbook and other employee policies and guidelines for more information on the subjects covered herein.

In some situations, it is difficult to know right from wrong. Because this Code does not anticipate every situation that will arise, it is important that each of you approach a new question or problem in a deliberate fashion:

- a. Determine if you know all the facts.
- b. Identify exactly what it is that concerns you.
- c. Discuss the problem with a supervisor or, if you are a director, the Company's legal department.
- d. Seek help from other resources such as other management personnel or our Company's legal department.
- e. Seek guidance before taking any action that you believe may be unethical or dishonest.

You will be governed by the following compliance standards:

- You are personally responsible for your own conduct and for complying with all provisions of this Code and for properly reporting known or suspected violations;

- If you are a supervisor, manager, director or officer, you must use your best efforts to ensure that employees understand and comply with this Code;
- No one has the authority or right to order, request or even influence you to violate this Code or the law; a request or order from another person will not be an excuse for your violation of this Code;
- Any attempt by you to induce another director, officer or employee of our Company to violate this Code, whether successful or not, is itself a violation of this Code and may be a violation of law;
- Any retaliation or threat of retaliation against any director, officer or employee of our Company for refusing to violate this Code, or for reporting in good faith the violation or suspected violation of this Code, is itself a violation of this Code and may be a violation of law; and
- Our Company expects that every reported violation of this Code will be investigated.

A violation of any of the standards contained in this Code, or in any other policy, practice or instruction of our Company, will be subject to disciplinary actions, including dismissal and civil or criminal action against the violator.

This Code should not be construed as a contract of employment and does not change any person's status as an at-will employee.

This Code is for the benefit of our Company, and no other person is entitled to enforce this Code. This Code does not, and should not be construed to, create any private cause of action or remedy in any other person for a violation of this Code.

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VIEW OUR CODE OF CONDUCT ONLINE AT  
[WWW.FOSSILGROUP.COM/FOSSIL-GROUP-CODE-OF-CONDUCT-AND-ETHICS](http://WWW.FOSSILGROUP.COM/FOSSIL-GROUP-CODE-OF-CONDUCT-AND-ETHICS)

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**FOSSIL**

**SKAGEN**

  
**MICHELE**

  
**MISFIT**

  
**WATCH  
STATION  
INTERNATIONAL**

  
**Zodiac**

**A | X**  
ARMANI EXCHANGE



**DIESEL**

**DKNY**

EMPORIO  ARMANI

kate spade  
NEW YORK

**MICHAEL KORS**

  
**PUMA®**

**RELIC®**

TORY  BURCH

