



GLOBAL BUSINESS
PARTNER **CODE**
OF CONDUCT



Qurate Retail Group Global Business Partner Code of Conduct

INTRODUCTION

The members of the Qurate Retail Group, which includes Zulily, HSN, Cornerstone, QVC and their subsidiaries (referred to as QRG), work with individuals and companies to bring the highest quality products to our customers. These supply chain vendors, supplying product for retail, whether government owned or private entities, are defined as Business Partners.

The conduct of QRG Business Partners and of their subcontractors can affect QRG and its reputation.

This QRG Global Business Partner Code of Conduct (Code) identifies the standards QRG expects Business Partners to maintain. Business Partners must comply with international, national and other applicable laws. If the applicable law and this Code cover the same subject, QRG expects that Business Partners will comply with the higher standard.

Scope

This Code applies to all QRG Business Partners globally. QRG expects Business Partners to ensure that their subcontractors also comply with the requirements of this Code as it relates to the environmental, social and governance expectations identified throughout.

Monitoring this Code

QRG conducts monitoring of Business Partners. Business Partners must respond to monitoring enquiries made by or on behalf of QRG.

Adherence

QRG will only work with Business Partners that meet or exceed the standards of this Code. QRG reserves the right to take all appropriate action in response to violations of this Code, including, without limitation, termination of its relationship and agreements with such Business Partner.

Contact

Questions regarding this Code can be sent to QRG vendor relations at:
Vendor.Relations@qvc.com

BUSINESS PROCESSES

Business Partners must comply with this Code at their own expense and through self-enforcement.

Management, monitoring and confirmation

In order to comply with this Code, Business Partners must, as appropriate:

- make this Code available to employees and their subcontractors;
- inform their employees about the requirement to comply with this Code;
- monitor compliance to this Code;
- ensure compliance to this Code by their agents and subcontractors; and
- have a corrective action program in the case of non-compliance with this Code.

Applicable documentation demonstrating compliance with this Code must be kept for a minimum of three years.

Inspection and audit

Business Partners and their subcontractors may be audited by QRG or a third-party auditor appointed by QRG, at the expense of the Business Partner, at intervals established by QRG, to confirm compliance with this Code or to evaluate a report or audit finding. These audits will generally be scheduled on a mutually agreed date.

Business Partners must co-operate with QRG and its designees in any such audits.

Business Partners must permit QRG or an appointed auditor to conduct private interviews with their employees.

Business Partners must not retaliate in any way against any employee interviewed by QRG or an appointed auditor.

ENVIRONMENT

QRG expects Business Partners to have appropriate policies and procedures in place to ensure environmental impact is minimized.

Business Partners are encouraged to make sustainable improvements in environmental performance and recycling.

ETHICAL SOURCING PRACTICES

Business Partners are expected to engage in ethical sourcing practices when producing and procuring materials sourced from animals.

EMPLOYMENT CONDITIONS

Forced labor or slavery

Forced labor, slavery, bonded, indentured or prison labor or any other forced or involuntary labor in any form must never be used by Business Partners.

Employees of Business Partners must be permitted to:

- work without a requirement to pay any deposit;
- work without a requirement to deposit any original identification papers; and
- resign without any unlawful penalty.

Child labor

Business Partners must never use child labor. A child is any person who is:

- under the age of 15; or
- under the age for compulsory education under applicable laws; or
- under the minimum age for employment in the country of operation.

Individuals under the age of 18 shall not be subjected to hazardous work, including night work and overtime.

Legitimate workplace apprenticeship programs are permitted. Business Partners must maintain complete records of any workplace apprenticeship programs demonstrating compliance with local laws and standards.

Health and safety

Business Partners must provide a safe workplace that complies with applicable laws. Business Partners must design and maintain its workplace to minimize hazards and to prevent accidents and injuries related to work.

Work conditions

QRG expects Business Partners to:

- comply with applicable work hour laws and conditions; normal working hours shall not exceed 60 hours per week including a maximum of 12 hours overtime. This would only be acceptable in extraordinary cases.
- comply with compensation and employee benefit laws and industry standards;
- appropriately document the terms of employment for their employees; including compensation practices
- provide employees with an environment where discrimination and harassment is not tolerated and any instances are dealt with appropriately;
- develop a process for its employees to express grievances without fear of retaliation;
- treat employees respectfully and without any improper discipline or punishment; and
- pay employees wages that are transparently calculated, recorded and maintained, and made equally without regard to gender.

ETHICAL CONDUCT

QRG will not tolerate any form of bribery or corruption.

Anti-Bribery and Corruption

Business Partners must comply with all applicable anti-bribery and corruption laws.

Business Partners must not seek advantages in business except by fair, legal and ethical conduct.

Business Partners must not offer, provide, request, or accept benefits or things of value in order to give or receive an improper advantage. This applies in all cases, whether the thing of value is given, promised, offered, requested, or accepted directly or indirectly, such as through an external person or intermediary, or to a spouse, close relative, friend, or associated company, or whether the request or offer comes from a government employee or entity, or a private person or entity.

Business Partners must have appropriate policies in place regarding corruption as part of a prevention program.

Expediting or grease payments

Business Partners must not offer, pay, promise or give a benefit or anything of value to a government official in exchange for any business advantage, including a commitment to expedite or perform a routine government action.

Conflict of interest

Behaviors, business relationships and decisions of Business Partners must be free from conflicts of interest and any improper favoritism or unfair advantage. Business Partners must also avoid the appearance of any conflict of interest.

Business Partners must not permit their objectivity and decision making related to QRG's business interests to be interfered with or compromised by personal benefit.

Confidential Information

Business Partners must treat QRG confidential information appropriately and respect QRG and QRG licensors' intellectual property.

Gifts and Hospitality

Business Partners must not offer or accept gifts, hospitality, promotional expenses, travel, or other benefits or expenses, where they might improperly affect, or appear to improperly affect, the outcome of a business decision, or would violate applicable laws.

Between QRG employees and Business Partners:

- QRG discourages the exchange of any gift or hospitality. Any gift or hospitality must be of very low value, and not given for the purpose of influencing business decisions.
- Gifts of cash or cash equivalents (for example, gift cards) must never be offered or accepted in any amount.
- Business Partners must not pay or offer to pay for QRG travel expenses.
- Business Partners should not make charitable donations on behalf of QRG.
- QRG does not accept requests for sponsorships or donations without following an established internal process.

Compliance with Economic Sanctions

Business Partners must, in relation to any QRG business, remain compliant with all laws administered by the United States Office of Foreign Assets Control ("OFAC") and any component of the United Kingdom or EU governments imposing economic sanctions and trade embargoes ("Economic Sanctions Laws") against designated countries ("Embargoed Countries"), entities, and persons (collectively, "Embargoed Targets"). Business Partners must not cause a violation of Economic Sanctions Laws by QRG, a business with holdings in the US, UK and EU. Additionally, Business Partners must not, in relation to any QRG business:

- directly or indirectly export, re-export, transship, or otherwise deliver any shipment or any portion of any shipment to an Embargoed Target without an applicable authorization or exemption; or
- broker, finance, or otherwise facilitate any transaction involving an Embargoed Target without an applicable authorization or exemption.

Conflict Minerals

Certain Business Partners that supply merchandise to QRG's businesses are subject to the Conflict Minerals Policy of Qurate Retail, Inc., which is expressly incorporated by reference into this Code and which can be found at

<http://www.qurate-retail.com/investor-relations/conflict-minerals-policy.html>

Business records

Business Partners must keep accurate books and records, available for inspection, that properly and fairly document all QRG financial transactions. All QRG transactions must be recorded accurately. Inappropriate or off-the-books accounts must not be created or maintained.

By accepting any orders issued by a QRG member company, each Business Associate, for itself and on behalf of its agents and subcontractors, hereby certifies that it will comply in all respects with the Code.