

# code of ethics

## CODE OF BUSINESS CONDUCT AND ETHICS

\*This Amended and Restated Code of Business Conduct and Ethics was approved by the Buckle's Board of Directors on March 24, 2014 to clarify provisions related to ethical conduct and business practices.

## INTRODUCTION

### ABOUT THIS CODE

The Buckle, Inc. and its owned subsidiaries (collectively "Buckle") is committed to conducting business in a manner that is ethical and promotes the best interest of its guests, Teammates, and shareholders. This Code of Business Conduct and Ethics ("Code") was prepared to reaffirm the policies and business practices that apply throughout Buckle. By virtue of their review and approval of this Code, each member of Buckle's Board of Directors is subjected to its standards. All Teammates have an obligation to exhibit a high degree of personal and professional integrity and exercise sound and independent business judgment at all times. While the Code is intended to provide an understanding of our business conduct standards, it cannot address every situation. Accordingly, Teammates are to abide by this Code and use proper ethical judgment in any situation. Additional information on some of the topics included in this Code may be found in the Teammate Handbook and in the policy entitled, "Understanding and Dealing with Harassment and Discrimination."

As you begin reading the Code, there are several important things to keep in mind. First, it contains only general information and guidelines. It is not intended to be comprehensive or to address all the possible applications of, or exceptions to, the general policies and procedures described. Because this Code is the main resource outlining Buckle's Code of Business Conduct and Ethics policies, all Teammates are expected to sign an acknowledgement that they have been shown how to access this Code and understand its application to their employment at Buckle. For that reason, if you have any questions concerning a particular Buckle policy, the applicability of a policy or practice to you, you should address your questions to your Manager or the Human Resources department by calling the HR Helpline at 1-888-801-2814.

**Neither this Code nor any other Buckle document confers any contractual right, either expressed or implied, to remain in Buckle's employ. Nor does it guarantee any fixed terms and conditions of your employment.** Subject only to state law to the contrary, your employment is not for any specific time and you may be terminated at-will, with or without cause and without prior notice, by Buckle, or you may resign for any reason at any time. No one other than the President of Buckle may enter into an agreement for employment for a specific period of time or make any agreement contrary to the policy of employment at-will. Any such agreement must be in writing signed by the President of Buckle and the Teammate.

## UPDATES TO THE CODE

The procedures, practices, policies and benefits described herein may be modified or discontinued from time to time without notice. The constantly changing environment in which we do business, the growth of Buckle and the desire to always improve are some of the factors that bring about change. For these and other reasons, Buckle may have to change various provisions contained in this Code. We will always try to inform you of any changes as they are posted. You will also have access to this Code on Buckle's Intranet and [www.buckle.com](http://www.buckle.com) and can see any changes as they are posted.

## **COMPLIANCE WITH LAWS**

Teammates shall conduct their business affairs in accordance with applicable laws of the United States of America and other governmental jurisdictions in which we do business. Any instance of non-compliance with applicable laws may be subject to disciplinary action, up to and including termination of employment, recovery of damages, and filing of criminal charges. When in doubt about a legal issue, please contact the Legal department.

## **EQUAL EMPLOYMENT OPPORTUNITY**

Buckle is committed to hiring and developing the most qualified Teammates from the available workforce in the communities we serve.

Equal employment opportunity has been, and will continue to be, a fundamental principle at Buckle, where employment is based upon personal capabilities and qualifications without discrimination because of race, color, national origin, ancestry, citizenship status, creed, religion, sex, age, disability, genetic information, marital status, military status, veteran status, or any other protected characteristic as established by applicable local, state or federal law. For additional information about state specific protections, refer to the State Law Supplements on the Teammate Center, under Human Resources.

Our Equal Employment Opportunity policy expressly prohibits any form of discrimination because a Teammate, applicant or person doing business with Buckle is, or is perceived to be, a member of a protected classification.

This policy of Equal Employment Opportunity applies to all policies and procedures relating to recruitment and hiring, compensation, benefits, termination and all other terms and conditions of employment.

Teammates with questions concerning Equal Employment Opportunity should contact the Director of Human Resources by calling the HR Helpline at 1-888-801-2814, via email at [humanresources@buckle.com](mailto:humanresources@buckle.com), via fax at 1-866-907-4121 or via U.S. mail at P.O. Box 1480, Kearney, Nebraska, 68848-1480.

Appropriate disciplinary action may be taken against any Teammate willfully violating this policy, up to and including termination. If a Teammate believes someone has violated this policy, the Teammate should:

1. Notify your direct Manager immediately or the appropriate Area or District Manager at their respective stores; and/or
2. Notify the Director of Human Resources at 1-888-801-2814, via email at [humanresources@buckle.com](mailto:humanresources@buckle.com), via fax at 1-866-907-4121, or via U.S. mail at P.O. Box 1480, Kearney, Nebraska 68848-1480.

Buckle will promptly investigate the facts and circumstances of any policy violation claims that have been violated and take appropriate disciplinary measures. No Teammate will be subject to, and Buckle prohibits, any form of discipline or retaliation for reporting perceived violations of this policy, pursuing any such claim, or cooperating in any way in the investigation of such claims.

## **PREVENTION OF DISCRIMINATION AND HARASSMENT IN THE WORKPLACE**

At Buckle, we work hard to make sure that everyone is treated with respect. Buckle has no tolerance for unlawful discrimination or harassment in our stores, or at any other work-related event. Consistent with Buckle's respect for the rights and dignity of each Teammate, unlawful discrimination or harassment by any individual Teammate, Manager, or person doing business with Buckle, based on race, color, national origin, ancestry, religion, sex, age, disability, genetic information, marital status, military status, veteran status, or any other protected characteristic as established by applicable local, state or federal law, will not be sanctioned or tolerated.

During the Onboarding process, Teammates receive a copy of our policy entitled, "Understanding and Dealing with Harassment and Discrimination." For more information, see "Understanding and Dealing with Harassment and Discrimination" which can be found in the Teammate Center, under Human Resources. Any Teammate who violates our policy prohibiting discrimination or harassment in the workplace will be subject to appropriate disciplinary action, up to and including termination.

### **Harassment**

Harassment on the basis of any protected characteristic is strictly prohibited. Harassment is visual, verbal, non-verbal, or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her characteristic protected by applicable law or a characteristic of his/her relatives, friends or associates, and that: (1) has the purpose or effect of creating an intimidating, hostile, or offensive working environment; or (2) has the purpose or effect of unreasonably interfering with an individual's work performance; or (3) otherwise adversely affects an individual's terms and conditions of employment.

### **Sexual Harassment**

Sexual harassment in the workplace is strictly prohibited. Sexual harassment means sexual advances, requests for sexual favors, and visual, verbal, non-verbal or physical conduct of a sexual nature when: (1) submission to or rejection of such advances, requests or conduct is made, either explicitly or implicitly, a term or condition of employment or as a basis for employment decisions; or (2) such advances, requests or conduct have the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating or sexually offensive work environment.

## **Prohibited Actions**

Buckle prohibits the following behaviors:

- Negative stereotyping, such as singling someone out or creating an intimidating, hostile or offensive environment because of any characteristic protected by law;
- Making acceptance of unwelcome sexual conduct, advances, or requests for sexual favors of any nature a condition of employment or continued employment;
- Engaging in a pattern or practice of conduct directed at a person's protected status which unreasonably interferes with that individual's work performance; and
- Taking an adverse action against a Teammate based on his/her protected status or because he/she engaged in protected activity.

## ***Examples***

- Visual – the posting or circulation of materials or photographs of a sexual nature or derogatory nature based on a protected characteristic
- Verbal – sexual comments or sexually provocative jokes; demeaning comments or jokes based on a person's protected status
- Non-verbal – suggestive or demeaning looks or leering
- Physical – contact such as hitting, patting, touching, pinching, blocking, hugging or brushing up against another person in a way that cannot be explained as inadvertent
- Making acceptance of unwelcome sexual conduct a condition of employment or continued employment
- Any action that creates an intimidating, hostile or offensive working environment for any individual based on a protected characteristic

## **Consensual Relationships in the Workplace**

Buckle strongly discourages Teammates in a leadership position from pursuing or dating Teammates who report to them. If a Leadership Teammate is involved in a consensual, romantic relationship with a Teammate, he or she must notify his or her direct Manager immediately and the appropriate Area and District Store Manager. Buckle reserves the right to take action to address any concerns about the appearance of or an actual conflict of interest.

## **No Retaliation**

Buckle will not, in any way, retaliate against a Teammate, potential Teammate, or former Teammate who, in good faith, makes a complaint or report of discrimination or harassment, or participates in the investigation of such a complaint or report. Retaliation against any individual for in-good-faith reporting a claim of discrimination or harassment, or cooperating in the investigation of the same, will not be tolerated and will itself be subject to appropriate discipline.

## **Handling a Complaint**

Any Teammate who believes that he or she has been the subject of discrimination or harassment by anyone at Buckle or by any person who does business with Buckle should:

1. Notify your direct Manager immediately or the appropriate Area or District Manager at their respective stores; and/or
2. Notify the Director of Human Resources at 1-888-801-2814, via email at [humanresources@buckle.com](mailto:humanresources@buckle.com), via fax at 1-866-907-4121 or via U.S. mail at P.O. Box 1480, Kearney, Nebraska, 68848-1480.

### **Investigation**

A prompt and thorough investigation of the alleged incident will be conducted and appropriate disciplinary action will be taken if warranted. All efforts will be made to keep your complaint as confidential as possible. During the course of the investigation, you will be asked to provide as much detail as possible, including dates and witnesses. A complete and thorough investigation, however, will on many occasions require contact with other Teammates. If the situation is not resolved within five (5) working days from the time the complaint is discussed with the Teammate's immediate Manager, barring extenuating circumstances, it should be brought to the attention of the Director of Human Resources at 1-888-801-2814, via email at [humanresources@buckle.com](mailto:humanresources@buckle.com), via fax at 1-866-907-4121, or via U.S. mail at P.O. Box 1480, Kearney, Nebraska, 68848-1480.

### **DRUG AND ALCOHOL FREE WORKPLACE**

Buckle is committed to achieving and maintaining a drug and alcohol free workplace. The use of illegal drugs, including illegal inhalants, on or off the job, by Teammates will not be tolerated. Teammates in violation of this policy are subject to appropriate disciplinary action, up to and including termination.

Selling, purchasing, using, possessing, dispensing, or being under the influence of any illegal drug, alcohol, or controlled substance on Buckle premises is strictly prohibited and will result in appropriate and disciplinary action, up to and including termination when this policy is violated.

Buckle will not tolerate a Teammate who comes to work under the influence of alcohol, illegal drugs or inhalants, or uses, dispenses, or possesses these substances while at work (including substances consumed while on a meal period or rest break), as it is damaging to the image and reputation of Buckle.

The use of medications, other than any illegal drugs, prescribed to a Teammate by a licensed physician, and used solely by that Teammate, or that are available over the counter is not prohibited by this policy. However, if a physician has prescribed medication that may impact a Teammate's ability to perform their job or otherwise pose safety concerns, the Teammate must notify Buckle. The Company will engage in the interactive process with the Teammate to determine if the Company can enable the Teammate to return to work with or without reasonable accommodations. However, this does not extend any right to report to work under the influence of medical marijuana or to use medical marijuana as a defense to a positive drug test, to the extent permitted by and in accordance with applicable law. Buckle maintains a policy of non-discrimination and will endeavor to make reasonable accommodations to assist individuals recovering from substance and alcohol dependencies, and those who have a medical history which reflects treatment for substance abuse conditions. To the extent necessary, Teammates

should notify the Director of Human Resources by calling the HR Helpline at 1-888-801-2814 to discuss what accommodations may be necessary. However, Teammates may not request an accommodation to avoid discipline for a policy violation.

## **INTERNAL COMPLAINT PROCEDURES OTHER THAN FOR COMPLAINTS OF DISCRIMINATION AND HARASSMENT**

You can always discuss questions, problems and job-related complaints with your Manager. Your concerns will be given careful consideration. An important part of every Manager's responsibility is to listen and help if you have work-related problems or complaints. They are concerned about you as an individual, and you can talk openly with them so problems and complaints can be resolved.

To foster sound Teammate-Manager relations through communication and reconciliation of work-related problems Buckle provides Teammates with an established procedure for expressing employment-related concerns.

In situations where Teammates feel a complaint is in order, the following steps should be taken:

If a Teammate believes that he/she has a legitimate work-related complaint, the Teammate can first attempt to resolve the issue(s) through discussions with his/her Manager. In cases of harassment, if your Manager is directly involved in the situation or the Teammate otherwise feels uncomfortable speaking with their Manager, the Teammate may contact their direct Manager or the appropriate Area or District Manager at their respective stores or the Director of Human Resources by calling the HR Helpline at 1-888-801-2814. More details regarding the handling of complaints of discrimination and harassment are found in the section of this Handbook regarding prevention of discrimination and harassment in the workplace.

Any situation that is not resolved within five (5) working days from the time the complaint is discussed with the Teammate's immediate Manager, barring extenuating circumstances, should be brought to the attention of the Director of Human Resources at 1-888-801-2814, via email at [humanresources@buckle.com](mailto:humanresources@buckle.com), via fax at 1-866-907-4121 or via U.S. mail at P.O. Box 1480, Kearney, NE, 68848-1480. Every effort will be made to resolve the complaint within a reasonable period of time while preserving the confidentiality and privacy of those involved to the extent possible.

## **STANDARDS OF CONDUCT**

Buckle believes teamwork and cooperation are critical to the success of our business and each individual Teammate. These characteristics allow everyone to work together more effectively and efficiently. The responsibility to achieve success is a balance between communicating our standards of behavior and holding Teammates accountable to those standards. Buckle expects all Teammates to observe reasonable and proper standards of conduct at all times. Buckle has specific policies and procedures that are for the protection of all Teammates and our guests and we ask that all Teammates use good judgment, common courtesies and respect in their business interactions.

Generally, accountability to the standards of behavior at Buckle will be administered in accordance with our Commitment to Success program through disciplinary action, up to and including termination. However, Buckle reserves the right to address violations of its Standards of Conduct, Code of Business Conduct and Ethics and any other violations of Buckle's policies and procedures on a case by case basis. Nothing in this Handbook should be construed as a promise of specific treatment in a specific situation. Buckle reserves the right to impose whatever discipline it chooses, or none at all. Depending on the severity of the conduct, Buckle may skip any of the Commitment to Success program steps.

Violations of the following are considered to be of a serious nature:

- Misrepresenting or omitting facts on any Buckle document, record or report, including facts written on a job application or stated during an interview.
- Falsifying time records or recording time for another Teammate or allowing another Teammate to record your time without management authorization.
- Misuse of Teammate discount privilege.
- Removing from the store or wearing merchandise that is not paid for, including merchandise currently on layaway with an outstanding balance.
- Aiding or assisting any person in gaining unauthorized entrance to or exit from Buckle premises.
- Negligence which results in the loss of Buckle property.
- Destroying, defacing or damaging property of Buckle or others while on Buckle premises or parking lots corresponding to Buckle premises.
- Fighting or willfully causing bodily injury or harm on Buckle premises.
- Revealing confidential Buckle information to anyone inside or outside the business in violation of Buckle's confidential information policy.
- Possessing any weapon inside a Buckle store, unless such policy is otherwise prohibited by applicable state law.
- Possessing, selling or using alcohol or illegal drugs or drug paraphernalia at work or reporting to work (including team meetings or substances consumed while on a meal period or rest break) under the influence of alcohol, unauthorized legal drugs or illegal drugs. This includes offering or selling personal prescription medication to another Teammate or guest.
- Assisting in any way the procurement of alcohol or illegal drugs for a minor.
- Possessing, using or selling illegal drugs or drug paraphernalia outside of work.
- Illegal activities while at work or in conducting Buckle business.
- Criminal conduct on Buckle premises.
- Any inappropriate comments or conduct which may be deemed or interpreted as a violation of Buckle's discrimination and harassment policies.
- Refusal to perform a job assignment that is not illegal, immoral, unethical, or hazardous, including cooperation in a security investigation.
- Use of abusive language (profanity, obscenity, harassing conduct) toward a guest.
- Theft of goods or money belonging to Buckle or other Teammates, or any type of dishonesty including any dishonesty or fraud involving other retail stores or that which is related to retail.

- Giving away merchandise, known in the retail environment as “sweetheart deals” or “hook-ups.”
- Giving inappropriate discounts or inaccurate credits on our frequent shopper program.
- Convictions of criminal charges which directly or indirectly affect this employment relationship.
- Attendance (i.e. failure to report to work, not working scheduled shifts, not taking meal periods and rest breaks as scheduled, excessive tardiness, etc.)
- Failure to properly record a sale or return.
- Obtaining guest credit card information for personal use or gain.
- Completing inappropriate commission adjustments or paid outs resulting in personal gain.
- Violation of the Code of Business Conduct and Ethics.
- Violation of any policy contained in the Teammate Handbook.

This list is not intended to be all inclusive. In certain situations, you may be placed on an unpaid administrative leave so that Buckle has time to thoroughly review the circumstances of the situation before making any decisions affecting your employment. There are other situations which, based upon the circumstances, could result in immediate termination. Buckle will decide upon the severity of a Teammate’s action. Termination will occur where it is deemed appropriate.

## **CONFIDENTIAL INFORMATION**

As a Teammate of Buckle you may have access to confidential information about Buckle, guests, or other Teammates. We expect you to keep information concerning the operation of Buckle confidential and avoid discussing it with anyone outside Buckle. Confidential information may not be sent via email or other unsecured communication over the public internet without being encrypted. Requests for information concerning Buckle or its Teammates, either by phone or in person, must be referred to your Manager.

Teammates should follow the general principle that Buckle considers confidential information to be any information that is neither officially nor publicly disclosed or is common knowledge and which might be desired and used by others. Some examples of confidential information include sensitive personnel information (Social Security Number, driver’s license number, state identification card number, financial account number, debit card number, credit card number, medical information, health insurance information, date of birth, account passwords, access codes, security codes, or personal identification numbers – PIN), business plans and strategies, same store sales (prior to public disclosure), capital investments, detail on spending, financial information that has not been released to the public, vendor lists, and other types of confidential information that Teammates come in contact with through the course of their daily work, unless such information has been publicly disclosed.

Confidential information should be used only as necessary to do your job and never for personal benefit. You are responsible for the safekeeping of any confidential information, whether verbal, written or electronic, and for limiting access to only those who have a need to know the information in order to do their jobs.

To protect Buckle's confidential information and the privacy of its Teammates and guests, Teammates may not use personal cameras in Buckle's stores – including still and video cameras, camera equipped cell phones, and other handheld computing or communication devices, unless you've obtained approval from the Director of Human Resources by calling the HR Helpline at 1-888-801-2814 for an approved business-related purpose.

When guests share their personal information with us, they expect Buckle to keep their information safe. Teammates have access to personal information that can impact the reputation and financial well-being of Buckle, our guests and Teammates, if it falls into the wrong hands. Buckle is subject to laws that require us to protect certain types of information and specify how that information must be protected.

After a Teammate terminates employment with Buckle, he or she must return all confidential information and materials (manuals, documents, software, etc). The obligation to preserve confidential information continues even after employment ends.

## **PROTECTION OF BUCKLE ASSETS**

Buckle assets are maintained and provided for the conduct of Buckle business. Buckle assets include physical and intellectual property, such as Buckle brands and trademarks, cash, inventory, equipment, supplies, displays, and samples. Unless otherwise approved, personal use of Buckle assets is not allowed. Buckle assets may not be used for any unlawful purpose or to access, receive or transmit any offensive or inappropriate materials.

Each Teammate is responsible for preventing the loss, damage, unauthorized access or disclosure, misuse, waste, or theft of any Buckle asset. Any Teammate caught stealing, damaging or defacing Buckle property will be terminated and prosecuted if appropriate. If you witness or have knowledge of a criminal act, please report it to your Manager immediately. If you wish to remain anonymous, you may report any criminal acts through the Loss Prevention Hotline number at 1-800-446-2535.

## **ADVERTISING, AVOIDING MISREPRESENTATION AND COMPARISON SHOPPING**

Buckle will provide accurate information to help our guests make their buying decisions. All advertising used by Buckle is legally required to be true and not deceptive or misleading in any way. If you believe a guest may have misunderstood you, please promptly correct any misunderstandings. Buckle's advertising must comply with the laws and regulations of the Federal Trade Commission and applies to such areas as sweepstakes, pricing, labeling and marketing.

Teammates should not disparage any competitors, their products or their services. If you are doing comparable shopping in competitors' stores, please do not enter any areas that are not open to the public or ask or accept any information that is not generally available to the public.

If you become aware that any aspect of Buckle's operations might be in violation of any applicable law or regulation, please contact Loss Prevention or Buckle's Internal Audit and

Ethics Hotline an anonymous incident reporting system, known as My Safe Workplace. This system may be accessed through the internet at [www.mysafeworkplace.com](http://www.mysafeworkplace.com) or by calling a toll free number 1-800-461-9330.

## **CONFLICTS OF INTEREST**

Buckle respects your right to engage in activities outside of your employment which are of a private nature. We expect you to avoid a situation that could be a possible conflict of interest or adversely affect your ability to meet the requirements of your job. Conflicts of interest include relationships with suppliers, contractors, guests, competitors or regulators that directly or indirectly compete for your loyalty to Buckle or that affect your independent judgment on behalf of Buckle. Never place yourself or Buckle in a position of obligation involving personal gain from persons seeking favors from you as a Teammate of Buckle. You should perform your job duties based primarily upon what is in the best interest of Buckle and in compliance with any applicable laws rather than upon personal benefit. It could be a conflict of interest for you to:

- Have a substantial financial interest in any vendor that does business with Buckle or competes with Buckle.
- Perform any services for any vendor that does business with Buckle, wants to do business with Buckle, or competes with Buckle.
- Represent Buckle in a transaction with any vendor in which you or a family member have an interest.
- Solicit, accept or be reimbursed for any personal gifts, favors, travel, housing, services, excessive meals or entertainment, or anything else of value from a vendor that does business with Buckle, wants to do business with Buckle or competes with Buckle.
- Participate with a vendor in any activity that could result in personal gain.
- Take merchandise samples for non-business use.
- Misuse your job position to make purchases for personal gain.
- Performing outside work or soliciting outside business in working areas or while working on Buckle time.
- Soliciting contributions, requests for signatures, or memberships.
- Use of Buckle equipment, telephones, electronic mail, computer equipment, copier machines and other Buckle materials, resources, or property for any outside work.

While employed by Buckle, Teammates are expected to devote their energies to their job with Buckle. For this reason, all Teammates should be highly sensitive to activities that create the potential for conflict and/or interference with a Teammate's work schedule, duties and responsibilities. For example, personal business endeavors or outside employment may create a conflict of interest and/or may interfere with the Teammate's duties to Buckle. Buckle has a concern about Teammates, both full-time and part-time, who are self-employed or working for other employers due to the fact that scheduling problems and misinterpretations by our guests can occur. However, exceptions may be allowed, provided the Teammate obtains approval from the Teammate's direct Manager. If approved, the situation will be closely monitored on an ongoing basis.

## **GRATUITIES AND TIPS**

With the excellent customer service we know you will provide our guests, you might be offered gratuities or tips in appreciation of your hard work. If this should happen, please thank the guest very kindly for their offer. Then explain that it is our policy to always provide superior service to our guests and therefore it would not be appropriate to accept gratuities or tips for your service. Suggest that to show their appreciation they could simply just return to our store and allow our team to help them again. Please report any offer of a tip to your Manager.

If the guest persists in the offer, or you need further assistance in handling a situation like this, please ask your Manager for advice.

## **GIFTS FROM VENDORS**

Vendors should be chosen solely on the basis of the needs of our business. No Teammate may select a vendor for any reason other than such vendor's ability to fulfill the given needs of the business. To ensure compliance with this requirement, no Teammate may accept gifts from vendors in violation of this policy. Examples of gifts may include merchandise, discounts, services, tickets to theaters, concerts and sporting events, trips, vehicle use, lodging, meals and entertainment. The guidelines for acceptance of vendor gifts are as follows:

- Gifts (of nominal retail value), including small mementos and sales promotional items (e.g. mugs, pens and t-shirts) are not prohibited.
- Any monetary gifts received for special occasions, such as a wedding, birth of a child or other personal celebrations, that exceed \$100 at retail, should be disclosed in "writing" (email) to your direct Manager.
- Gifts, cash, gift certificates or expense reimbursement that exceeds \$100 at retail is prohibited unless you have approval from your direct Manager. In certain situations, a Teammate may be required to return a gift or donate to charity a monetary gift in the amount determined with his or her Manager of the gift received.
- Perishable items such as food, gift baskets, or flowers that are associated with common courtesies or customary business practice may be accepted. It is generally encouraged that you share these gifts with fellow Teammates.
- Going to business lunches or dinners is acceptable if kept within reasonable limits of customary business practice. Teammates are required to obtain approval in "writing" (email) from their direct Manager before accepting a vendor's invitation for entertainment after a meal. If a Teammate chooses to drink alcohol on limited occasions while meeting with vendors, he or she must be of legal drinking age and is expected to do so responsibly and adhere to the policies outlined in the Teammate Handbook. Alcohol consumption should not be excessive.
- Gifts must be infrequent and exclude family members.

If a vendor persists in offering a gift of greater than \$100, please notify your direct Manager for assistance in handling the situation. Gifts should never influence your judgment or be used to influence another's judgment. If accepting any gift, even of nominal value, would influence your business judgment, you should not accept it. The same is true if you believe the motive is to influence your business judgment.

## **DEALINGS WITH GOVERNMENT OFFICIALS**

The U.S. Foreign Corrupt Practices Act ("FCPA") prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Teammates may not offer, give or promise to give any money or anything else of value or authorize such payment or gift to any of the following individuals for the purpose of influencing any act or decision of such person or inducing such person to take or forbear from taking any action in violation of his or her lawful duty, or inducing such person to use his or her influence with the government to affect or influence any governmental decision relating to Buckle obtaining or retaining business:

- foreign government officials, which includes any officer or employee of a foreign government or any department, agency or instrumentality thereof, any person acting in an official capacity for or on behalf of any such government or department, agency or instrumentality, any officer or employee of a public international organization or any person acting in an official capacity for or on behalf of any such public international organization;
- any foreign political party or official thereof;
- any candidate for foreign political office;
- any family members of a party listed in the three categories above; or
- any person that knows that all or a portion of the payment will be offered, given or promised to an individual falling within one of the four categories above.

Under the FCPA, improper payments are defined expansively to include gifts, entertainment and certain travel expenses and certain charitable contributions.

No sale or purchase of products or other business should be conducted where there is reason to believe that improper transactions are involved.

Teammates are also prohibited from indirectly offering, giving or promising to give money or anything of value to any person to accomplish the purposes set forth above. Teammates should take care in dealing with commission agents, distributors, dealers or other intermediaries to ensure that such third parties do not make a payment or a promise to make a payment that would violate the FCPA and/or this Code of Ethics.

The only exceptions to this policy are as follows:

- In narrow circumstances, small "facilitation" payments may be made to expedite the routine performance of legitimate duties, unless such payments would violate local law of the foreign jurisdiction.

- Payments may be made to ensure the health or safety of any Teammate while engaged in Buckle business.

In order to be an allowed exception, any such payments must be approved in advance with the Legal Department.

The accounting provisions of the FCPA requires that books, records and accounts be made and kept which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of corporate assets. To implement the FCPA, the SEC has issued a rule that no person shall directly or indirectly falsify any book, record or account. Thus, Teammates should ensure that all books, records and accounts continue to be prepared accurately on the basis of reliable supporting documentation in order to avoid criminal and civil penalties.

If you become aware of any transaction or individual that might be engaging in any act that may be in violation of the FCPA, please contact the Legal Department or Buckle's Internal Audit and Ethics Hotline, an anonymous incident reporting system known as My Safe Workplace. This system may be accessed through the internet at [www.mysafeworkplace.com](http://www.mysafeworkplace.com) or by calling a toll free number 1-800-461-9330.

## **UNDUE INFLUENCE**

In accordance with Buckle's Undue Influence Policy, Teammates may not exercise undue influence upon any third party conformity assessment body for the purpose of undermining the integrity of laboratory test data used in the certification of children's products ("Undue Influence"). Appropriate Teammates who interact with vendors or testing labs regarding product design or compliance will receive training on avoiding Undue Influence.

## **RECORD RETENTION**

Teammates must follow Buckle's practices and guidelines regarding the retention of records and the maintenance or destruction of Buckle's records or files. Records retention guidelines are necessary to comply with laws and regulations that require the retention of certain business records for various periods of time.

Teammates have an obligation to ensure that our records are kept for the required amount of time. Please refer to Buckle's Records Management Policy for more information.

When litigation or an investigation is pending, relevant records must not be destroyed. Destruction or falsification of any potentially relevant document may lead to prosecution for obstruction of justice. If you have any questions, please contact Buckle's General Counsel.

## **AUDITS AND INSPECTIONS**

Buckle is subject to audits and inspections by government agencies that regulate Buckle's business. Buckle strives for compliance with all laws and regulations, so we're always willing to cooperate with a request for an audit or inspection. If you receive a written request in the mail or

an oral request by a visit at your store, please contact the Human Resources department immediately for procedures on handling this request.

If you receive information requests, such as subpoenas, search warrants, or any legal documents from government agencies or a law firm, please contact the Legal department immediately.

## **BUSINESS RECORDS AND ACCOUNTING PRACTICES**

All business records should be clear, truthful, and accurate. Buckle strives to maintain sound processes and controls that enable management to provide complete, accurate, timely and understandable reporting of financial and other information and make informed business decisions. Buckle's system of internal controls is designed to provide Teammates with specific guidance to ensure that management receives complete and honest data regarding Buckle's business and operations.

As a public Company, Buckle is required to file periodic reports with the Securities and Exchange Commission. Teammates must act to ensure Buckle information is full, fair, accurate, timely, and understandable for disclosure and reporting purposes. All transactions are recorded in accordance with Generally Accepted Accounting Principles applied on a consistent basis. In addition, anyone who becomes aware of any material misstatement or omission in Buckle's filings, or other outside communications, should contact the Internal Audit and Ethics Hotline (My Safe Workplace) at 1-800-461-9330 or [www.mysafeworkplace.com](http://www.mysafeworkplace.com).

## **INSIDE INFORMATION AND SECURITIES TRADING**

Confidential information may not be used for personal benefit. It is prohibited to trade securities or to tip others to trade securities of Buckle or other companies on the basis of material information before it is made publicly available to ordinary investors through appropriate media. Such information includes news about acquisitions, investments, new business relationships, financial results, important management changes, and other information that has the potential to affect stock prices.

If doubt exists as to whether the information is material or has been released to the public, don't trade until you have consulted with management. In order to avoid the appearance that any Buckle Teammate is trading on inside information, no Teammate may engage in "short sales," or trade in puts, calls or other options on Buckle's stock. Teammates may of course purchase Buckle's securities and exercise stock granted to them, as long as they are not basing decisions on inside information.

## **CORPORATE OPPORTUNITIES**

Teammates 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 Buckle directly. You owe a duty to Buckle to advance its legitimate interests wherever the opportunity to do so arises.

## **FAIR DEALING**

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

## **WAIVER**

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 Buckle's Legal department or President (or the Board of Directors if you are a director) who will make a determination first, whether a waiver of this Code is required and second, 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 Buckle'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.