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July 25, 2013

Dear Stein Mart Associates:

Success is important to any company. At Stein Mart, we challenge our associates to achieve results to ensure our continued success. However, let me be clear – the achievement of results is never more important than *how* we achieve those results. While a competitive advantage is part of our business strategy, we believe in gaining that advantage only through ethical business practices.

This booklet contains a statement of some of the formal policies on ethical business conduct which are applicable to Stein Mart and all of its subsidiaries. While it is impossible to write a policy statement covering every instance where a question of ethical business conduct may arise, this booklet sets forth those fundamental principles which underlie the policies and which are to guide the conduct of every Stein Mart associate.

Compliance with laws and regulations that govern our business is not negotiable. We will operate within the law regardless of the challenges of the business climate, how others may choose to operate, or whether one option is easier than the other. Honesty, respect, fairness, integrity and trust are integral to Stein Mart as a company.

Compliance with ethical business standards is also not optional. Failure to observe such standards exposes the Company and possibly its associates to severe legal sanctions and damages the reputation of the Company and its associates. Conduct which falls short of the mark, no matter what may be considered “standard business practice,” is not acceptable. If you are in a situation which you believe may violate or lead to a violation of this Policy, follow the guidelines described in the Reporting Illegal or Unethical Behavior or Compliance sections of this Policy.

You are asked to read this booklet carefully, and complete the on-line certification process by its due date.

It is the responsibility of each Stein Mart manager to make sure that the associates under his/her direction understand and adheres to the Company’s policies. If you ever have a question you should consult with the Vice President, Loss Prevention, Safety and Security.

Sincerely,

Hunt Hawkins
Executive Vice President, Chief Operating Officer

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COMPLIANCE WITH LAWS

The Company, through its associates, must comply with all statutes, regulations and other applicable laws wherever its business is conducted. Neither lax law enforcement nor widespread disregard of the law is an excuse for the Company's failure to obey the law.

References to the law contained in these policies are not complete statements of the law and do not impose on associates or the Company any greater obligation than is otherwise imposed under the law.

RESPONSIBILITY OF EVERY ASSOCIATE

We must all work to ensure prompt and consistent action against violations of this Policy. Any associate having information regarding any violation of the policies set forth in this booklet is required to immediately report that violation. In some situations, however, it may be difficult to know right from wrong. Since we cannot anticipate every situation that may arise, it is important that we have a way to approach a new question or problem as well as a way to report a known violation. These are the steps to keep in mind:

- **Make sure you have all the facts.** In order to reach the right solutions, we must be as fully informed as possible.
- **Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?** This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- **Clarify your responsibility and role.** In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- **Discuss the problem with your supervisor.** This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- **Seek help from Company resources.** In the rare case where it may not be appropriate to discuss an issue with your supervisor or where you do not feel comfortable approaching your supervisor with your question, discuss it locally with your manager or your department head. If that is also not appropriate, call (800) 338-5653, the Company's toll-free Ethics Line, which will put you in direct contact with the appropriate associate at the Corporate office. If you prefer you can also either write, e-mail or call with concerns/questions to the Vice President, Loss Prevention, Safety and Security or the Executive Vice President, Chief Operating Officer as noted at the end of this document.
- **You may report ethical violations in confidence and without fear of retaliation.** The Company does not permit retaliation of any kind against associates for making good faith reports of ethical violations. If you identify yourself when you make a report of an ethical violation and your situation requires that your identity be kept secret, Stein Mart will protect your

anonymity; provided, in certain circumstances, it may be impossible to conduct a thorough investigation without revealing some information that may identify you. If you require or desire complete anonymity, you should make your report to the company's toll free Independent Confidential Ethics Hotline (855) SMT-LINE (855-768-5463).

- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

CONFLICT OF INTEREST

Each associate is expected to perform his/her duties in a loyal and faithful manner. He/she should avoid any activity, investment, interest or association which conflicts or interferes with, or appears to interfere with, the independent exercise of his/her judgment in the Company's best interests. An associate should never use his/her position in the Company for a purpose that is, or appears to be, motivated by the desire for private gain for himself/herself or another.

A conflict of interest may arise in many situations. Some of the most common are:

1. Unless the associate has first made full disclosure to, and received written approval from the company's Vice President, Loss Prevention, Safety and Security no associate (directly or indirectly through a relative, friend, partner or other means), shall:
 - a. have a personal financial interest in or relationship with any supplier, customer or competitor of the Company or in any other party doing or seeking to do business with the Company(such as having an ownership interest in a consignment clothing store); Ownership of less than one percent of any class of publicly traded securities of a company will not be considered a conflict of interest; or
 - b. have a personal financial interest in any transaction between the Company and any such party; or
 - c. hire any relatives to do independent contract work or labor at their store or at the corporate office.
2. Unless the associate has first made full disclosure to, and received written approval from the Company's Vice President, Loss Prevention, Safety and Security no associate shall make or attempt to influence any decision relating to any business transaction, if such transaction is between the Company and:
 - a. a relative of such associate, by blood or marriage; or

- b. a friend or partner of such associate; or
 - c. any firm of which such relative, friend or partner is a principal, director, officer or associate.
3. No associate or relative, friend, or partner of an associate shall request or accept any money, lavish or excessive hospitality, free or discounted services or use of facilities, loans or any gifts or favors having more than a nominal value (i.e., \$50) from any supplier, customer or competitor of the Company or any other party doing or seeking to do business with the Company. An associate, however, may accept normal sales promotional items or mementos or other such gifts, which are of nominal value of \$50 or less and limited frequency. Should the associate be unsure of the value or propriety of the hospitality, service, use of facility, gift or favor, they should contact the Vice President, Loss Prevention, Safety and Security or the Executive Vice President, Chief Operating Officer before accepting the offer.
 4. Notwithstanding section 3 above, participating in business related functions, such as the acceptance of lunches or other meals, or customary and reasonable entertainment in connection with Company business including accepting invitations to attend local sporting events, musicals or theatrical performances from/with suppliers, customers or competitors on occasion, is a normal and permissible business practice, even if the value of the activity exceeds \$50.

However, care should be exercised to avoid a cumulative effect of accepting and participating in any of these types of business related functions on a regular basis so as to avoid the appearance of a conflict. For example, if an associate is on a five day trip to New York, prudence would dictate that no more than one show, sporting event or dinner valued at more than \$50 should be accepted from a vendor. Second, should a vendor offer an associate the opportunity to attend a high-profile event such as the Super Bowl or Masters, the associate is required to get approval, in advance, from either the Vice President, Loss Prevention, Safety and Security or the Executive Vice President, Chief Operating Officer. If the associate is unsure if a vendor offer would be considered a high-profile event, they should ask for guidance from either of the executives named above. In addition, under no circumstances should any transportation and/or lodging expenses be paid for by a vendor in connection with the event.

5. Associates may never accept customer-owned Panache or E-Credit stored value cards, and no associate or other person should realize any benefit from any Panache or E-Credit stored value card lost or left in the store by a customer. It does not matter whether the card was lost, left intentionally or unintentionally by a customer, or was given to an associate by a customer as a gift. Any remaining value, regardless of amount, may not be used in an associate purchase, and the card may not be taken by an associate to give to any other person.

6. An associate may purchase insurance, receive loans on competitive terms or purchase services from insurance companies, banks, other financial institutions or other organizations which do business with the Company. Key management associates that have official interaction with insurance companies, banks, other financial institutions or other organizations which do business with the company must report personal transactions, including loans, mortgages and brokerage accounts in advance to the Vice President, Loss Prevention, Safety and Security or the Executive Vice President, Chief Operating Officer.
7. The receipt by an associate of any prohibited gratuity or any offer of such a gratuity should be reported immediately to the Vice President, Loss Prevention, Safety and Security or the Executive Vice President, Chief Operating Officer for a determination as to whether the gift should be accepted or returned or, if a return is not feasible, the proper disposition of the gift. After reporting the receipt of the gift to the person in charge of the operating unit or staff department, any gift to be returned should be forwarded to the corporate security department. The gift should be accompanied by written details as to:
 - a. the name of the individual from whom the gift was received;
 - b. the name and address of the firm with whom the individual making the gift is employed;
 - c. the date the gift was received;
 - d. the name and department of the person receiving the gift; and
 - e. STEIN MART's relationship with the firm or person making the gift.

The corporate security department will arrange for return of the gift to the sender with a letter explaining the Company's policy.

Annually, or more frequently if necessary, the company will forward to all vendors and suppliers a letter explaining the Company's position on the giving and receiving of gifts.

7. No associate shall use his/her position with the Company to purchase merchandise directly from outside suppliers for personal use, unless such purchase is first approved in writing by the Executive Officer having responsibility for the associate's operating division or staff department.
8. No associate shall serve as a director of a business corporation without the approval of the Chief Executive Officer or, in the case of the Chief Executive Officer, the approval of the board of directors.

9. No associate (directly or indirectly through a relative, friend, partner or other means) shall take advantage of a business opportunity related to the Company's business, unless the associate has first offered such opportunity to the Company and the Company has declined such opportunity and agreed that the associate may personally take advantage of that opportunity.
10. It is almost always a conflict of interest for a Company associate to work simultaneously for a direct competitor, customer or supplier. You are not allowed to work for a direct competitor as a consultant or board member, without first obtaining the written consent of the Company's General Counsel, either directly or thru the Vice President, Loss Prevention, Safety and Security or Executive Vice President, Chief Operating Officer. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or direct competitors, except on our behalf.

ACCOUNTING RECORDS, FINANCIAL REPORTING & ASSETS

Accuracy and Retention of Business Records

Honest and accurate recording, reporting and retention of financial and other information are extremely important for Stein Mart's continued success and are required by law. Investors count on Stein Mart to provide accurate, complete and timely information about its business and financial condition, including Stein Mart's financial statements, so they can make informed investment decisions. It is the obligation of each associate to ensure that every record, document or report he or she creates or approves is accurate and complete in every respect. It is unethical and unlawful, for example, to make false claims on an expense report, to record false sales, to understate or overstate known liabilities and assets, or to defer recording items that should be expensed. No entry may be made that intentionally hides or disguises the true nature of any transaction.

All financial books, records and accounts must accurately, completely and timely reflect transactions and events, and must conform in all respects both to generally accepted accounting principles and to Stein Mart's system of internal accounting controls. Undisclosed or unrecorded funds or assets are strictly prohibited. Associates may never mislead or manipulate the Company's auditors when they are performing an audit of the Company's financial statements. Associates who have information or knowledge of any prohibited act or who are concerned about the validity of an entry or process must promptly consult the Chief Financial Officer, Vice President, Loss Prevention, Safety and Security, or the Executive Vice President, Chief Operating Officer.

Stein Mart's financial books, records and accounts must be stored properly and retained in accordance with record retention policies. If you are uncertain as to retention periods, please contact the Senior Director, Associate General Counsel before discarding any records. Associates having custody of Stein Mart's financial books, records or accounts are responsible for their security.

Financial Reporting and Disclosure

Federal securities laws require Stein Mart to file annual, quarterly and other reports with the Securities and Exchange Commission. Stein Mart's policy is to make full, fair, accurate and timely disclosure in its SEC reports. Stein Mart maintains controls and other procedures that are designed to ensure that information required to be disclosed in its SEC reports is recorded, processed, summarized and reported within the time periods specified by the SEC. No report may contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading with respect to the period covered by the report. The financial statements, and other financial information included in a report, must fairly present in all material respects Stein Mart's financial condition, results of operations and cash flows as of, and for, the periods presented in the report.

Company Assets

All associates are entrusted with numerous Company assets and have a responsibility to protect them. This includes not only cash, but also assets like fixtures, equipment, software, inventory and supplies. Company resources should be used only to conduct Company business or for purposes authorized by management. Any act by a Stein Mart Associate which involves theft, fraud, embezzlement, or misappropriation of any property is strictly prohibited.

CONFIDENTIAL OUTSIDE "HOTLINE"

You are encouraged to discuss any concerns about any possible unethical or illegal activity with your supervisor. However, if you would prefer to be anonymous or fear any retaliation you may call the Stein Mart Independent Confidential Hotline at 855-SMT-LINE (855-768-5463), and request assistance. The person answering the call will then take the appropriate steps to communicate your concerns to the Company's Audit Committee without disclosing your name. Please note that the Hotline is to report possible unethical or illegal activity – it is not intended for complaints of a Human Resources nature such as complaints as to work assignments, or perceived unequal treatment by a supervisor. Such matters should be reported to the Company's Human Resources department.

CONFIDENTIAL INFORMATION

No associate shall make any unauthorized use or disclosure of any of the Company's confidential or proprietary information, whether or not such use or disclosure is for the associate's personal benefit or gain. Associates have an affirmative duty to safeguard the confidentiality of such information. Confidential Company information includes, but is not limited to, the following:

- product development and marketing plans and strategies;

- sales reports, all financial statement information not disclosed to the public (for example, interim monthly financial statements, etc.);
- information relating to customers and suppliers;
- methods and procedures of doing business;
- personnel records, pay rates, proposed managerial changes and other personnel plans; and
- stockholder lists and other information relating to stockholders, and material, nonpublic information.

Should the associate be unsure of how to handle requests for confidential information, they should contact the Vice President, Loss Prevention, Safety and Security or the Executive Vice President, Chief Operating officer.

INTELLECTUAL PROPERTY

Included among Stein Mart's most valuable assets is its intellectual property - trade secrets, trademarks, service marks, copyrights, logos, and other proprietary information. It is Stein Mart's policy to establish, protect, maintain, and defend its rights in its intellectual property. The intellectual property assets and other proprietary information of Stein Mart can be used only for authorized company business. All associates must take steps to safeguard these assets and information.

Stein Mart respects the valid intellectual property rights of others. Unauthorized use of intellectual property rights or copyrighted materials of others may expose Stein Mart to civil lawsuits and damages. Remember, simply because material is available for copying, such as information downloaded from the Internet, this does not mean that it is permissible to copy or distribute that information. For example, a Stein Mart buyer must not ask a vendor to "copy" a pattern or make a "look alike" design. Therefore, you should consult with management or Stein Mart's General Counsel concerning necessary licenses and approvals to use such intellectual property, and you should not solicit, accept, or use proprietary information of third parties, such as former employers of current Stein Mart associates, without the required licenses and approvals.

Stein Mart is legally entitled to all rights in ideas, innovations, patents and works of authorship relating to its business or the retail business that are made by associates during the term of their employment and whether or not in the scope of their employment and whether or not created, using the resources of Stein Mart. As a condition of employment, associates (i) are required to disclose such ideas, innovations, and works of authorship to their supervisor, (ii) hold all such rights in trust for Stein Mart, and (iii) to execute necessary documentation to transfer these ideas, innovations, and works of authorship to Stein Mart. Many associates may also be required, as a condition of

employment, to sign and comply with an Intellectual Property, Invention, and Work Product Agreement.

INSIDER TRADING

Pursuant to SOP 3-40-925(Insider Trading), it is unlawful and against Company policy for an associate

- a. to buy or sell securities of the Company if the associate has material information about the Company which has not been publicly disclosed;
- b. to make unauthorized disclosures of such nonpublic information to others who do not have a legitimate need to know and who trade in securities on the basis of that information; or
- c. to recommend that others purchase or sell the Company's securities while in possession of such nonpublic information.

This prohibition also includes purchases or sales of securities of another corporation based on material, nonpublic information about such other corporation which is acquired by an associate in the course of his/her employment by the Company. Information is considered to be material if a reasonable investor would consider it important in making an investment decision. Such information includes, but is by no means limited to, proposed dividends, stock redemptions or repurchases, stock splits or other such capital changes; earnings reports, operating plans or budgets and other actual or projected financial information; possible mergers, acquisitions or divestitures; planned debt or equity securities offerings; changes or expected changes in debt ratings; significant contracts; new products, significant management changes; and significant litigation or governmental investigations. Information is considered nonpublic if it is not generally available to investors (i.e., has not been broadly disseminated through the news media or in a filing with the Securities and Exchange Commission). Associates are also prohibited from granting a lien on (pledging) their shares in the Company without approval from the Compliance Officers, which are our Executive Vice President, Chief Financial Officer or Executive Vice President, Chief Operating Officer. When in doubt, associates should assume information is material and nonpublic.

There are also strict laws as to requirements for certain associates to immediately report to the Securities and Exchange Commission trades in the Company's shares. If you have any questions, please consult the Executive Vice President, Chief Financial Officer.

DISCRIMINATION AND HARASSMENT

The diversity of the Company's associates is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include, but shall not be limited to, derogatory comments based on racial, religious or ethnic characteristics and unwelcome sexual advances. Any such instances should be immediately reported to the Executive Vice President, Chief Operating Officer.

HEALTH AND SAFETY

The company strives to provide each associate with a safe and healthy work environment. Each associate has responsibility for maintaining a safe and healthy workplace for all associates by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Associates should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of or possession of alcohol, firearms, weapons, or illegal drugs on company property will not be tolerated. Many states have passed laws that protect the right of individuals to keep licensed firearms concealed in their vehicles at their place of employment. This policy is not intended to infringe upon that right, but even in these states, associates, customers, and vendors must not exhibit their firearm on any Stein Mart property, including a parking lot, for any reason other than a lawful defensive purpose. We encourage you to report any unsafe conditions to your supervisor.

FAIR LABOR STANDARDS

The Company has a policy against knowingly buying goods that are produced in "sweat shops" or in manufacturing facilities using child labor or otherwise violating labor and employment laws applicable in the jurisdictions in which the goods are produced, including, in the United States, Sections 6, 7 and 12 of the Fair Labor Standards Act of 1938, as amended, and other applicable state and federal laws and regulations.

RELATIONSHIP WITH GOVERNMENT OFFICIALS

Associates are prohibited from offering, promising to pay or authorizing payment of any money or anything of value to any government official, any political party or official thereof or any candidate for political office for the purpose of influencing any act or decision of such official, party or candidate in his/her or its official capacity or for the purpose of inducing such official, party or candidate to use his/her or its influence to affect or influence any act or decision of a government or any agency thereof. This applies to such person within the United States and in foreign jurisdictions. Associates

are likewise prohibited from using agents or intermediaries, if the associates know or have reason to know that the agent is engaged in such activities on behalf of the Company.

Federal and many state laws strictly prohibit the payment of compensation or giving of gifts or anything of value to anyone connected with the government as an inducement for contract awards, including subcontracts with a government contractor. Seeking or accepting any compensation in connection with such contracts is similarly prohibited.

All relations with government or political officials should be conducted in a manner that will not adversely reflect on the Company's or the government official's integrity and with the expectation that all such actions will become a matter of public knowledge.

POLITICAL CONTRIBUTIONS

United States law prohibits corporations from making any expenditures or contributions of money or anything of value in support of political candidates for elective federal offices. The laws of many states and foreign countries similarly prohibit the use of corporate funds or contributions for political purposes.

No contributions of Company funds, property or services for political purposes shall be made directly or indirectly by or on behalf of the Company, unless, prior thereto, such contributions have been determined to be lawful and have been approved by the Company's Board of Directors. A "contribution" includes the rendering of services on behalf of the Company or the sale of Company assets for less than normal charges.

This policy statement relates only to contributions by or on behalf of the Company and is not intended to discourage associates from making contributions of their own resources or own time to the candidates or political parties of their choice. However, the Company will not reimburse any associate directly or indirectly for any political contribution made by the associate. No associate shall apply any pressure to any other associate that infringes upon an individual's right to decide whether, to whom and in what amount, a personal political contribution is to be made.

RELATIONSHIP WITH VENDORS AND CUSTOMERS

All vendors and customers and potential vendors and customers are to be treated honestly and fairly. Sales and purchases by the Company shall be based on price, product quality and customer services.

To avoid conflicts of interest and the appearance of conflicts of interest, associates shall maintain an arm's length relationship with vendors, potential vendors, and the employees, representatives, and agents of vendors and potential vendors. This means an associate shall not be married to nor engage in a romantic, sexual, or other type of personal

relationship with employees, representatives, and agents of vendors and potential vendors. Should the associate be unsure of how to handle a relationship issue with either a vendor or a customer, they should contact the Vice President, Loss Prevention, Safety and Security or the Executive Vice President, Chief Operating Officer.

No associate shall give or offer to give any money, gifts, favors, lavish or excessive hospitality, loans or anything of value to any associate or agent of any vendor or customer to obtain or retain business or realize higher or lower prices for the Company under any circumstances which might be construed as an attempt to unduly prejudice the recipient in favor of the Company. An associate of the Company, however, may give normal sales promotional items or mementos or other such gifts which are of nominal value of \$50 or less and limited frequency, and customary and reasonable entertainment in connection with Company business.

Associates should not suggest or imply that purchases or sales by the Company will be conditioned upon sales or purchases from the Company.

No associate shall make any false or misleading remarks to vendors or customers about other vendors or customers or about competitors of the company, their products or services. Neither shall an associate make promises which he/she knows the Company is unwilling or unable to keep.

The Company shall not purchase any goods or services from or through a former associate of the Company, whether such former associate is acting on his/her own behalf as a supplier or vendor or as an associate or independent agent for a supplier or vendor, for a period of three years following the termination of his/her employment. The Company may do business with firms which employ former STEIN MART associates, provided that no former associates attempt to influence the Company's decision to purchase such goods or services or are otherwise involved in the sale to the Company during the three-year period. Exceptions to this policy may be approved by ethics officer Vice President, Loss Prevention Safety & Security. or the Executive Vice President, Chief Operating Officer.

Cooperation with boycotts imposed by other countries is strictly prohibited. Any request for information about business relationships with a boycotted country or other boycott-related information must be promptly reported to the Vice President, Loss Prevention, Safety and Security even though there is no intent of complying with such a boycott request.

VENDOR SAMPLES AND ASSOCIATE RESELLING OF MERCHANDISE

Samples are the property of either the vendor or Stein Mart, and are never to be considered as gifts. Samples may not be taken out of the building and kept by an associate under any circumstances for their own personal use or be given to anyone else for their personal use or retention. Any business testing of products outside of the office

must be approved by the Divisional Merchandising Manager, with the product(s) returned in a timely manner. Samples may be used as office accessories, and consumables, such as paper products and food may be shared with other associates on site. On occasion the company may have authorized sample sales to support a charitable cause.

No associate may resell, for profit, any merchandise or fixture purchased from Stein Mart. This includes a ban on resale at flea markets and online enterprises such as E-Bay.

THIRD COUNTRY PAYMENTS

Unless payment in another manner shall have been approved by the Vice President, Loss Prevention, Safety and Security, the payment of all:

- a. fees or commissions to brokers, consultants, attorneys or the independent agents;
- b. salaries, bonuses, commissions or other compensation to associates; and
- c. trade payables and other such disbursements,

must be made directly to such party in the country where the recipient maintains his/her or its principal office or, if the recipient regularly maintains an office in such country, in the country where the payments were earned. No approval will be given if such proposed payment is determined to be of questionable legality or if it appears such payment may facilitate the evasion of tax, currency exchange control or other laws by the Company, its associates or others.

DOING BUSINESS THROUGH INDEPENDENT AGENTS

The Company does some of its business through independent agents where it is determined that they can represent the Company more effectively and economically than Company associates. While the independence of these agents makes it difficult to monitor their activities, the Company should:

- a. make clear to all independent agents that they are expected to observe the same ethical business practices which the Company would follow; and
- b. through normal business procedures and accounting controls, do what it can to make sure that independent agents representing the Company adhere to such practices.

REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

Associates are encouraged to talk to supervisors, managers, or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the strict policy of the Company not to tolerate any retaliation for reports of misconduct by others made in good faith by associates. Associates are expected to cooperate in internal investigations of misconduct.

SUMMARY

All associates will be required to certify each year, or at such other intervals as may be requested by the chief executive officer, affirming that they have read and understand the policies contained in this booklet and that they are not aware of any violations of such policies by themselves or others.

Any person who violates the policies set forth in this booklet may be subject to severe disciplinary action including, where appropriate, termination of employment. Under some circumstances, the associate may also be subject to criminal prosecution or a civil action by the Company for damages or other relief.

Any questions regarding the interpretation or application of the policies set forth in this booklet should be directed to the Vice President, Loss Prevention, Safety and Security or Executive Vice President, Chief Operating Officer. Any questions concerning the legality of any course of conduct or actions taken or proposed to be taken by associates should be directed to the General Counsel. Inquires may be submitted by mail or telephone as follows:

James M. Casey
Vice President, Loss Prevention, Safety and Security
(904)346-1476
jcasey@steinmart.com

D. Hunt Hawkins
Executive Vice President, Chief Operating Officer (904) 346-1283
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Stein Mart Independent Confidential Ethics Hotline
To report possible unethical or illegal activity
(855) SMT-LINE
(855) 768-5463

EMPLOYMENT-AT-WILL

Nothing contained in this document is intended to guarantee any term of employment or specific benefits for any period of time. The Company may, from time to time, change your duties, your location of employment, your continued employment, or any of the terms and conditions of your employment. None of the Company's guidelines, policies, or procedures changes the employment-at-will relationship between you and the Company, nor should they be construed to create a contract of employment between you and the Company.