



Workplace Code of Conduct

Roots Canada Ltd. (“Roots”) aims to do business with suppliers that respect the culture in which they operate, the local law, and the workers who manufacture Roots products.

Roots has developed this Workplace Code of Conduct (“Code”), which sets forth the basic minimum requirements that all suppliers must meet in order to do business with Roots.

In addition to the specific provisions in this Code, Roots expects its suppliers to act reasonably in all respects and to do their best to ensure that no abusive, exploitative or illegal conditions exist at their workplaces.

I. SUPPLIER AGREEMENT

Country Law: Roots suppliers must operate in full compliance with the laws of their respective countries and with all other applicable laws, rules and regulations, including those relating to labor, worker health and safety, and the environment. In cases where the Roots standard is more stringent, the Roots standard will apply.

Subcontracting: Roots will only work with subcontractors who comply with this Code and who have signed a copy of this Code. Supplier must agree to disclose to Roots the name and address of every subcontractor used in the production of Roots garments and products.

Recordkeeping: Suppliers and subcontractors must agree to permit Roots and their representatives to inspect all facilities and documents to ensure compliance with local laws and international standards. All documents provided must be accurate and must be presented in a manner that allows for a complete inspection by auditors.

Communication of Standards: Roots expects our suppliers to support and cooperate in the distribution of this code. This includes posting the Code of Conduct document in the local language, as well as English, in an area where all workers may regularly view these principles.

Any worker with knowledge of a violation against the Roots Code of Conduct may contact Roots Canada Ltd. at the following address:

Roots Canada Ltd.
Compliance & Quality Department
1400 Castlefield Avenue
Toronto, Ontario
M6B 4C4

II. EMPLOYMENT STANDARDS

Wages and Benefits: Suppliers must pay all employees who manufacture Roots garments, products, or components at least the minimum wages and benefits mandated by local law, including an annual paid holiday as required by law or which meet the local industry standard. Wages must be paid directly to the worker in full in legal tender. Only legal deductions are permitted, and workers must be notified of these deductions. Payment of wages must be made at or near the workplace. In addition to their compensation for regular hours of work, employees shall be compensated for overtime hours at such premium rate as is legally required in the country of manufacture or, in those countries where such laws do not exist, at a rate at least equal to their regular hourly compensation rate.

Work Hours and Overtime: Except in extraordinary business circumstances, employees shall (i) not be required to work more than the lesser of (a) 48 hours per week and 12 hours overtime or (b) the limits on regular and overtime hours allowed by the law of the country of manufacture or, where the laws of such country do not limit the hours of work, the regular work week in such country plus 12 hours overtime and (ii) be entitled to at least one day off in every seven day period. Each employee must be notified at the time of hiring that compulsory overtime may sometimes be necessary.

Child Labor: Suppliers to Roots shall employ workers who meet the applicable minimum legal age requirement of their country or are at least 15 years of age.

Forced Labor: No forced labor, in any form, may be used by any Roots supplier, whether prison labor, indentured labor, bonded labor or otherwise.

Discrimination and Harassment: No employee of Roots suppliers shall be subject to workplace discrimination, harassment or abuse. Discrimination must not occur on the basis of race, color, sex, religion, political opinion, nationality, social origin, maternity or marital status.

Health and Safety: The workplace must be safe and healthy, and suppliers must comply in all respects with all applicable laws regarding the provision of a safe, hygienic, and healthy working environment. Suppliers must take steps to prevent workplace injuries and illnesses, and must train employees to use safe workplace practices.

Freedom of Association: Employers shall recognize and respect the right of employees to freedom of association and collective bargaining.

Environment: Roots will favor suppliers and contractors who take steps to ensure that their operations have the least impact possible on the environment.

Monitoring and Verification: Roots, by our representatives, may audit the facilities of any supplier and the facilities of any subcontractor. All suppliers and subcontractors shall fully cooperate and provide access to all facilities and

documents to ensure compliance with this Code. Roots reserves the right to perform unannounced audits when deemed appropriate.

Name of Supplier

Address of Supplier

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Agreed by Supplier

(Signature)

Date

Updated June 2006