



BOARD OF DIRECTORS CONFIDENTIALITY AND COMMUNICATIONS POLICY

Approved February 2020

Goals of this Policy

We are issuing this Confidentiality and Communications Policy (the "Policy") to remind all directors of The Children's Place, Inc. (the "Company") the procedures to be followed with respect to confidentiality and communications related to Company information. This Policy is intended to facilitate compliance with applicable regulations regarding the selective disclosure of material, non-public information and to ensure message consistency and coordination across our businesses. This Policy seeks to balance the interest of the Company in an active and open dialogue with security holders and potential investors with our need for confidentiality about key business and operating strategies.

Confidential Information

Pursuant to their fiduciary duties of loyalty and care, all directors are required to protect and hold confidential all non-public information obtained due to their position with the Company absent the express or implied permission of the Company to disclose such information. Accordingly:

- no director shall disclose Confidential Information outside the Company, either during or after his or her service as a director except with authorization of the Company or as may be otherwise required by law; and
- no director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company.

"Confidential Information" is all non-public information entrusted to or obtained by a director by reason of his or her position with the Company. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed, such as:

- non-public information about the Company's financial condition, prospects or plans, its marketing and sales programs and research and development

information, as well as information relating to mergers and acquisitions, stock splits and divestitures;

- non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers, joint venture partners or lessors; and
- non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and directors.

These examples are merely illustrative of the types of information that may be considered non-public information. Non-public information can be positive or negative and can relate to virtually any aspect of our business. Information should be considered "non-public" unless and until it has been disclosed by the Company by means of a non-exclusionary, broad, public dissemination, such as a press release, filing with the U.S. Securities and Exchange Commission or publicly accessible webcast.

Designated Official Spokespersons

In order to ensure message consistency and coordination across our businesses and to assist in complying with applicable regulation, it is necessary to have a small group of senior executives and communications specialists responsible for **all** contacts with investors, the securities markets and the media on behalf of the Company. These contacts shall be made **only** by the following individuals: the Chief Executive Officer, the Chief Operating Officer or the Vice President, Investor Relations (we refer to these individuals as the "Official Spokespersons" in this Policy).

If it is appropriate, with respect to a specific matter or event, for additional persons to be permitted to communicate on behalf of the Company with securities market professionals, investors or the media, Official Spokespersons may authorize such individuals to do so. Such delegations are generally intended to be temporary and must be renewed, by the person making the delegation, for each specific matter or event intended to be covered.

Responding to Securities Market Participants or the Media

If you are called or otherwise contacted by any securities market participants (e.g., stockholders, broker-dealers, investment advisors, financial analysts) or from a reporter or other media representative, you may not respond to their inquiries or questions. Instead, you must direct securities market participants, reporters or other media representatives to contact Investor Relations at (201) 558-2400 or via email at investor_relations@childrensplace.com. Investor Relations will arrange for the appropriate Official Spokesperson to respond.

Responding to Communications Regarding Transactions with the Company

As discussed at the meeting of the board of directors of the Company on August 4, 2010, if any director is approached by any other person regarding a potential merger, sale or other strategic transaction regarding the Company, such director should respond as follows: “The board of directors remains focused on continuing the ongoing growth and development of the Company and has no interest in pursuing any such transaction.” Such director should notify the Chief Executive Officer promptly upon receiving any such proposal or communication.

Responding to Rumors or Unusual Market Activity; Comment on Competitors

The Company will not comment on market rumors unless required to do so by law or regulation. This includes responding to comment or accusations made in Internet message boards. If asked about rumors in the marketplace concerning the Company, Official Spokespersons should state only that it is the Company’s policy to not comment on market rumors or speculation. If the Company is required by law or regulation to comment on any market rumor, it will do so by public dissemination of information in accordance with this Policy. If the source of the rumor is found to be internal, the Legal Department should be consulted to determine the appropriate course of action. The Company does not, even upon request, comment upon its competitors or their activities. If, for some reason, it should be considered necessary to comment on a competitor, Investor Relations will decide how to proceed.

If Communications Occur That May Possibly Be Inappropriate

If you become aware of the possibility that securities market professionals or investors have received material, non-public information before it has been made generally available to all investors, you should **immediately** contact the Legal Department, so that any necessary steps can be taken. In addition, if you become aware of the possibility that any person may be having communications that should be handled only by an Official Spokesperson or are failing to follow any of the other requirements of this Policy, you should contact Investor Relations as soon as possible.

This Policy May Change Over Time.

Our communications practices will continue to evolve over time. The Policy may be amended from time to time as needed to reflect changes in those practices or in applicable legal requirements.

Statement of Principles

Each director has an obligation to the Company and his or her fellow directors to protect the integrity of the decision-making process of the Board. This obligation includes maintaining in confidence non-public information made available to a director and the confidentiality of Board deliberations, limiting public comment on Company or Board matters to comments specifically requested by management or authorized by the Board and assuring that any potential conflicts of interest on the part of a director are properly addressed. In furtherance of the foregoing:

- The deliberations of the Board (including its committees) are intended to be confidential and decisions about the timing and manner of announcement of the Board's actions are the prerogative of the Board. The views on matters concerning the business and affairs of the Company expressed by a director should not be disclosed by a director beyond the Board members and those members of management or others invited to participate in the Board's deliberations on a matter, except as required for the performance of a director's duties or as required by law.
- Management, in particular the Company's executive officers, speaks for the Company with shareholders, investors, employees, customers, suppliers, the press and other constituencies. In general, the Chairman of the Board speaks for the Board. Individual directors may, from time to time at the request of management or the Board, meet or otherwise communicate with various constituencies. If comments from the Board are appropriate, however, they should, in most circumstances, come from the Chairman unless otherwise directed by the Board.



ACKNOWLEDGMENT OF
BOARD OF DIRECTORS CONFIDENTIALITY AND COMMUNICATIONS
POLICY

I hereby acknowledge receipt of a copy of the *Board of Directors Confidentiality and Communications Policy*, which I have read and understand. I will comply fully with all provisions of these policies and procedures.

By: _____
Name:
Title: Director