

# STEVE MADDEN

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KURT GEIGER

dolce vita

*Betsy Johnson*

CARVELA

 Blondo  
EST. 1910

**ATM**  
ANTHONY THOMAS MELILLO

## CODE OF CONDUCT

## A LETTER FROM OUR CEO

At Steve Madden, we win by doing things the right way. How we treat one another, make decisions, and show up for our customers and partners all matter. Our reputation is one of our most valuable assets. Every day, each of us has the opportunity to protect it or put it at risk.

This Code of Conduct is here to help us make the right call, especially when the answer is not obvious. It lays out expectations for how we work: with integrity, transparency, respect, and accountability. Following the Code is not about checking a box. It is about choosing to lead with character in big moments and small ones.

If something feels off, speak up. Ask questions. Get clarification. We support one another in raising concerns, and no one will face retaliation for reporting in good faith.

We will not get everything right. Mistakes happen. What matters is how we respond: by owning issues quickly and fixing them the right way.

Thank you for playing your part in keeping this company strong and ethical. I am proud of the work we do and the standards we set together.



A handwritten signature in black ink, which reads "Edward R. Rosenfeld".

**Edward R. Rosenfeld**

Chief Executive Officer, Steven Madden, Ltd.



## OUR GUIDING PRINCIPLES

### **First things first.**

Take care of the fundamentals before anything else.

### **It starts with trust.**

Great teams are built upon trust. We build trust through honesty, care for the greater good, and follow-through.

### **Don't coast.**

Celebrate success, but don't rest on your laurels. Hustle and grind are what set us apart.

### **Think big and small.**

Have your eyes on the big picture while obsessing over the details.

### **The customer is our muse.**

Study our customers, connect with them directly, and always be open to inspiration.

### **Place team ownership over personal ego.**

The Company wins when the team has ownership. Don't let your ego control you.

### **Everyone can be creative.**

Creativity is about more than making art. It's about seeing around corners, working within limitations, and being original.

### **Progress, not perfection.**

Act upon good ideas quickly and always be ready to reiterate.

## ABOUT THIS CODE

This Code of Conduct (this "**Code**") applies to all officers, directors, and employees of Steven Madden, Ltd., including its affiliates and subsidiaries worldwide and their respective employees (collectively, the "**Company**"). Every individual subject to this Code is expected to act with integrity, ask questions, make appropriate disclosures, and raise concerns when needed. The Company also expects everyone to comply with all other policies, procedures and laws that supplement this Code.

### The Purpose of this Code

The purpose of this Code is to promote ethical behavior, provide guidance for common workplace situations, and encourage open communication whenever there is uncertainty about the right course of action. Employees are encouraged to seek guidance, voice concerns, and offer suggestions under the Company's Open Door Policy, which can be found in the Employee Handbook.

### Responsibility to Speak Up

When faced with a difficult situation, employees should promptly seek guidance from a manager or take action in accordance with the reporting resources described in this Code.

### Reporting Concerns & Whistleblower Hotline

Employees have the responsibility to immediately report any actions or words of a manager, co-worker, vendor or other individual that they believe to be in violation of this Code or any other applicable policy, procedure or law. Employees can review the Employee Handbook and applicable State Supplement, reach out to the Human Resources Department at [HumanResources@stevemadden.com](mailto:HumanResources@stevemadden.com), contact the Legal Department at [GeneralCounsel@stevemadden.com](mailto:GeneralCounsel@stevemadden.com), or call the Company's Ethics & Employee Hotline (the "**Whistleblower Hotline**") at the appropriate contact listed below. The Whistleblower Hotline is free, confidential, and available 24/7 to every Company employee around the world. It is operated by an independent third party, allowing workers to escalate concerns to the Human Resources Department through an external channel. Calls are reviewed daily.

Country	Whistleblower Hotline Contact Number
U.S.A.	+1 (844) 714-0950
Canada	+1 (844) 995-4936
Mexico	+52 (844) 995-4937
China	+86 (400) 120-0497

**No Retaliation**

Open communication without fear of retaliation is vital to this Code's success. The Company will not tolerate retaliation against any employee for good-faith reports or complaints regarding misconduct, including, but not limited to, harassment, intimidation, threats, coercion or discrimination. If an employee believes that they have been retaliated against, they may refer to the contacts listed under the "Reporting Concerns & Whistleblower Hotline" section above.

**Special Responsibilities for Management**

If an employee is a manager at the Company, they are expected to serve as a role model by acting with integrity and respect toward all. Managers are expected to reinforce compliance with Company policies and seek help from the Legal Department when needed. All employees with any supervisory authority (including all supervisors and managers) must report any suspected violations, either brought to their attention or observed, to the contacts listed under the "Reporting Concerns & Whistleblower Hotline" section above.

**Enforcement & Investigations**

Employees are expected to comply with all provisions of this Code. The Company will investigate good-faith reports of violations and take corrective and/or disciplinary action as appropriate, up to and including termination of employment.

The Company's General Counsel has primary authority and responsibility for the enforcement of this Code, subject to oversight of the Nominating/Corporate Governance Committee and in the case of accounting, internal controls or auditing matters, the Audit Committee of the Board of Directors.

**Waivers**

Waivers of any provision of this Code may be granted only by authorized Company leadership. Waivers for executive officers may be granted only by the Nominating/Corporate Governance Committee of the Board of Directors and will be disclosed as required by law.

**Information Resources**

Policies and procedures referred to throughout this Code are available on employees' ADP dashboards and at [stevemadden.ethicspoint.com](http://stevemadden.ethicspoint.com).

# A SAFE & RESPECTFUL WORKPLACE

A workplace where people feel respected, valued, and safe enables everyone to do their best work. The Company expects all employees to treat one another with dignity, communicate honestly, and help create an environment where people can contribute fully.



## Diversity

The Company values the unique strengths every person brings. Welcoming people from different backgrounds, identities, experiences, and belief systems helps us understand our diverse consumers and fuels our growth. When everyone feels included, respected, and empowered to show up as themselves, our teams thrive and our ideas get better. The Company wants every employee to have the chance to realize their full potential, no matter who they are or where they come from.

## Equal Opportunity

The Company treats all employees and applicants for employment fairly, and provides equal employment opportunities without regard to race, color, sex, religion, national origin, age, physical or mental disability, genetic disposition or carrier status, AIDS or HIV-positive status, veteran or military status, citizenship, sexual orientation, gender identity or perceived identity, marital status, familial status, pregnancy or pregnancy-related conditions, status as a victim of domestic violence, or any other characteristic protected by applicable federal, state or local law.

## Discrimination & Harassment

The Company maintains a workplace free from unlawful discrimination and harassment. Any behavior that interferes with another person's work performance or creates an intimidating, hostile, or offensive environment is unacceptable. Employees must report conduct they believe involves discrimination or harassment through any reporting option in this Code.

**Health & Safety**

The Company strives to maintain a safe work environment for its employees and customers by:

- i. Complying with all applicable federal, state, and local safety laws;
- ii. Communicating this policy to all employees;
- iii. Promoting awareness of safe practices and injury prevention; and
- iv. Requiring employees to promptly notify their managers and the Company of any unsafe condition so that the Company can take action to correct it.

Safety is part of every employee's job, and the Company ensures that the right systems, information, and support are in place. Employees are urged to consult their supervisor and the Human Resources Department with respect to safety guidelines and procedures specific to their location.

**Substance Abuse**

The Company is a drug-free workplace. All employees are expected to work free from the effects of drugs, alcohol, or other impairing substances. This includes the abuse of over-the-counter or prescription drugs to the extent an employee's performance or ability to work safely is affected.

Employees seeking help with substance-related concerns may request support or an unpaid leave of absence for rehabilitation. It is the employee's responsibility to seek help before the problem interferes with their job duties and/or threatens the safety of others. If an employee needs assistance in seeking this type of help, they can talk to the Human Resources Department confidentially. They will not be discriminated against for undertaking rehabilitation.

**Violence**

The Company is committed to preventing violence and threats of violence in the workplace. Violent, abusive, or threatening behavior by anyone on Company premises or while working on behalf of the Company is strictly prohibited. Violence includes, but is not limited to, physical harm, pushing, flashing firearms or other weapons, and threatening or talking of engaging in violent activities.

Weapons, including guns, knives, explosives, and any items that could cause harm, are not allowed on Company property. Employees must immediately report any violent or threatening behavior to their manager and the Human Resources Department.

# HOW WE PROTECT THE COMPANY

The Company relies on its people to protect its assets, information, and reputation. Employees must act responsibly, safeguard Company resources, and follow the policies in this section.

## Confidentiality

Employees may access confidential or proprietary information through their work, including non-public information about the Company's business, financial performance, strategies, and prospects, as well as information received from third parties with an expectation of confidentiality. Employees must:

- i. Use confidential or proprietary information only for legitimate business purposes;
- ii. Share it only with authorized individuals who need it to perform their jobs;
- iii. Take reasonable measures to prevent unauthorized access, use, or disclosure; and
- iv. Dispose of confidential information securely when no longer needed.

If an employee suspects any inappropriate use or disclosure of confidential or proprietary information, they should report it to their manager, the Legal Department, or any other reporting option listed in this Code.

## Protecting Company Assets

Employees must use Company property, funds, and other resources only for legitimate business purposes and protect them from loss, damage, theft, waste, or misuse. Employees who engage in theft, fraud, embezzlement or misappropriation of Company assets will be subject to disciplinary action, up to and including termination. Employees must immediately report any suspected misuse or loss of Company property or funds in accordance with the reporting options listed in this Code.

## Avoiding Conflicts of Interest

Business decisions must be objective and in the Company's best interest. A conflict of interest arises when an individual's personal or professional interests interfere with, or appear to interfere with, the interests of the Company. Examples include:

- i. A financial interest in a competitor, supplier, vendor, or customer;
- ii. Directing business to a company owned or managed by a close personal friend or immediate family member (which includes spouse, domestic partner, child, parent, sibling, grandparent or parents-in-law, siblings-in-law, stepparents, stepsiblings, stepchildren, and anyone who shares the employee's home); or
- iii. A separate job that interferes with Company responsibilities.

Employees must disclose any actual or potential conflicts of interest to their manager and the Legal Department as soon as they become aware of them.

**Gifts, Hospitality & Other Payments**

Exchanging reasonable business courtesies can support business relationships, but gifts or entertainment may create a conflict of interest or the appearance of one. Employees must not offer or accept:

- i. Any gifts, gratuities, kickbacks, bribes, payments or consideration of any kind that is perceived as an attempt to influence fair and impartial judgment;
- ii. Non-cash gifts valued at \$100.00 or above;
- iii. Loans (other than loans at customary rates of interest from established banking or financial institutions);
- iv. Favors from any person or organization that does, or is seeking to do, business with or establish a relationship with the Company; or
- v. Gifts or entertainment that violate any law or regulation.

Many retail customers prohibit their employees from receiving gifts or hospitality from suppliers. Employees must follow those customer policies when applicable.

Business gifts must be pre-approved by a Department/Business Unit Head or the CFO. The recipient's name, title, company affiliation, and the reason for giving the gift must be included as documentation. Charitable contributions may not be requested for reimbursement.

If an employee is unsure whether giving or accepting a gift or hospitality is within reason or appropriate, they should contact their manager or the Legal Department. Need more information? Review the Travel & Entertainment Policy.

**Accurate Corporate Books & Records**

As a public company, the Company must maintain complete and accurate records. The integrity of these records supports internal decision-making and financial planning, and also forms the basis for quarterly and annual earnings statements, financial reports and other publicly-disclosed information. The Company's books, records, accounts and financial statements must be maintained in reasonable detail, accurately reflect the Company's transactions, and comply with applicable legal requirements and the Company's system of internal controls. Employees must not:

- i. Falsify any document or record;
- ii. Make misleading entries in the Company's accounting records or disclosures; or
- iii. Condone or approve "off-the-books" accounts or practices.

Employees must follow the Travel & Entertainment Policy for expenses and report concerns about accounting, auditing, or financial controls to the Legal Department, the Audit Committee of the Board of Directors, or any reporting option in this Code.



### Avoiding Insider Trading

An employee may become aware of important Company information before it is made public. All non-public information (information that has not been disseminated to the public) about the Company is considered confidential information and is considered “material” if it could influence a person’s decision to purchase, sell or hold Company stock (securities).

It is both illegal and against Company policy for any employee who is aware of material, non-public information to trade in Company stock (“**Insider Trading**”). Material information includes, for example, the Company’s anticipated earnings, plans to acquire or sell significant assets and changes in senior executives.

An employee may not disclose material, non-public information to any person outside the Company (including family members, friends, business associates, investors, etc.) who may trade stock or make an investment decision because of that information.

The standards involving insider trading and personal trading also apply to the employee’s family members who live with them, anyone else who resides in their household, and any family members who may consult with them before they trade in Company stock. The employee is responsible for the transactions of any of these individuals and therefore, it is their responsibility to make these individuals aware of the need to consult with them before trading in Company stock.

Insider trading may result in severe consequences including civil fines, criminal penalties, and imprisonment. Employees should contact the Legal Department if they have questions. Officers of the Company, in particular, should consult with the Legal Department regarding the safest times to trade in the Company’s securities.

**Respecting Intellectual Property Rights**

Some of the Company's most valuable assets include intellectual property rights, which are protected by law. Intellectual property includes trademarks, copyrights, patents, logos and other intangible property.

The Company expects others to recognize and respect the intellectual property rights it has in its brands and technology. Likewise, it respects the intellectual property rights of others. Therefore, employees should never make unauthorized copies of copyrighted, trademarked or patented materials such as books, magazines, newspapers, films, videos, music, websites, products, or computer programs.

Employees should also remember that the Company and/or its clients own the concepts and developments that they produce in connection with their employment. Employees may not use any intellectual property belonging to the Company or its clients unless they have written approval from Company management.

**Privacy & Security**

The Company believes in providing a safe and secure experience for all its online visitors. To that end, the Company has implemented security measures designed to protect the information collected from employees. The Company maintains reasonable physical and electronic safeguards designed to limit unauthorized access to their employees' personal information, and to protect them against the criminal misuse of that information.

While the Company uses industry standard security measures designed to protect their employees' information, please note that no data transmitted over the Internet or stored and utilized for business purposes can be guaranteed to be completely secure. Employees can reduce these risks by using common sense security practices such as choosing a strong password, using different passwords for different services, and using up-to-date antivirus software.

**Communicating with the Public & Media**

Only the Company's designated spokespersons should represent the Company to the public or media. Please direct all media inquiries to the Company Investor Relations Department at [InvestorRelations@stevemadden.com](mailto:InvestorRelations@stevemadden.com).

**Social Media**

Employees must use social media responsibly. Online posts are often public and may be associated with the Company. Employees must ensure that any social media content does not disclose confidential, non-public, or proprietary information, and does not violate securities laws or other applicable regulations.

# FAIR DEALING WITH OUR BUSINESS PARTNERS

The Company expects employees to act honestly and fairly in all business interactions. Strong and transparent relationships help protect our reputation and long-term success.

## Unfair Advantage

Employees should never take unfair advantage of anyone by engaging in unfair practices including, for example, manipulation, concealment, falsification, misrepresentation of material facts or any other unfair dealing or practice.

Employees should never seek or possess proprietary or trade secret information that was obtained without the owner's consent. Employees should also not encourage former or current employees of other companies to make such disclosures to the Company.

## Antitrust Laws & Competition

Antitrust laws are designed to promote competitive pricing and fair competition in the marketplace. The antitrust laws prohibit, among other things, agreements among competitors on matters such as price, terms of sale to customers, and allocating markets or customers.

When communicating with the Company's competitors, employees must not discuss Company pricing, arrangements that stabilize prices, credit terms, promotions, discounts, strategic plans, division or allocation of markets, boycotts of suppliers, or other competitive information.

Antitrust laws prohibit an agreement or understanding by the seller and customer which sets the price at which the customer will resell the product. Therefore, employees must never make any agreement regarding restrictions on resale without obtaining prior legal review.

It is important to remember that there does not need to be a formal signed document for there to be an understanding or agreement that may present problems under antitrust laws.

## Global Trade Laws

The Company conducts business around the globe and therefore must comply with U.S. import and export laws, trade restrictions and anti-boycott laws everywhere in the world, and local trade controls in the areas in which it conducts business.

The laws can be complex and may require the Company to pay duties and tariffs, acquire a license, or submit certain paperwork. There are significant penalties associated with violation of these laws and regulations. If an employee suspects that a proposed commercial relationship or transaction may violate one of the laws or is uncertain about the laws, rules and regulations in these areas, they should contact the Legal Department.

**Avoiding Bribery & Corruption**

In the U.S. and in many other countries, it is illegal to provide, offer or accept a bribe. Bribery, dishonesty, and fraud can take on multiple forms, such as bribing other companies' officials, embezzlement, kickbacks, alteration of company documents, or other fraudulent activities.

The Company prohibits bribery in any form. If an employee is approached by anyone to engage in bribery or other inappropriate business activities or become aware of someone who plans to engage or is engaged in bribery or other inappropriate business activities, they should contact the Legal Department.

**Foreign Corrupt Practices Act (FCPA)**

The FCPA is a federal law that exists to prevent corrupt practices in international transactions. The FCPA makes it illegal for U.S. persons—including U.S. companies and their subsidiaries, officers, directors, employees, and agents—to bribe foreign officials. Specifically, the FCPA prohibits payments, offers or gifts of money or "anything of value," with corrupt intent, to a "foreign official."

Employees must never offer, promise or provide anything of value to a government official to obtain or retain business. This principle applies to all employees worldwide, regardless of location.

Employees also cannot hire a third party such as a consultant, agent or other intermediary to give something of value to influence government action.

The record-keeping provisions of the FCPA require publicly-held U.S. companies, such as the Company, to keep books, records, and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets. Thus, the FCPA prohibits mischaracterization or omission of any transaction on the books or any failure to maintain proper accounting controls which results in such a mischaracterization or omission. Keeping detailed, accurate descriptions of all payments and expenses is crucial for this component of the FCPA.

The consequences of an FCPA violation are severe and can include criminal and civil penalties for the Company, and potential imprisonment for those involved in the violation. If an employee is uncertain about compliance with the FCPA, they should consult with the Legal Department.

Of note, at the time of onboarding, all employees are asked to review and sign the Foreign Corrupt Practices Act Compliance Policy as a form of acknowledgment and commitment to comply.

# BEING A RESPONSIBLE CORPORATE CITIZEN

As a leader in the fashion industry, the Company seeks to have a positive influence on the communities where we work and live.

## Environment

The Company aims to conduct business in a way that reduces impact on the environment. At a minimum, all employees must comply with applicable environmental laws and internal policies. Information on sustainability priorities and initiatives can be found in the Company's annual sustainability report at <https://investor.stevemadden.com/sustainability>.

## Commitment to Human Rights

The Company respects and promotes internationally recognized human rights throughout its operations. This includes prohibiting human trafficking, forced labor and the exploitation of children. The Company does not recruit child labor and supports global efforts to eliminate such practices. More information is available in the Company's Modern Slavery Statement and Global Human Rights Policy, linked on <https://investor.stevemadden.com>.

## Engaging in Political Activities

Employees are encouraged to participate in civic and political matters on their own time and in their personal capacity. If an employee expresses their political opinion in a public forum, they should make it clear that their opinions are their own, not the Company's.

Except where permitted by law and expressly authorized by Company policy, Company funds or resources may not be used to support political candidates or causes.



# STEVE MADDEN

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