

# **THE GYMBOREE CORPORATION**

## **CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS**

### **I. Introduction**

This Code of Ethics for Senior Financial Officers (this “Code”) applies to the Chief Executive Officer, Chief Financial Officer, Vice President, Corporate Controller, and Vice President, Finance (and any persons performing similar functions) (together, the “Senior Financial Officers”) of The Gymboree Corporation (the “Company”). Senior Financial Officers are also subject to the Business and Ethics Code of Conduct applicable to all employees and directors. The Business and Ethics Code of Conduct contains provisions relating to ethical conduct, conflicts of interest and compliance with law.

### **II. Purpose**

The purpose of this Code is to promote the honest and ethical conduct of our Senior Financial Officers, including to promote (i) the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) full, fair, accurate, timely and understandable disclosure in periodic reports and other documents the Company publicly files with the Securities and Exchange Commission (the “SEC”) and in the Company’s other public communications; (iii) compliance with all applicable rules and regulations that apply to the Company; (iv) prompt internal reporting of significant deficiencies or fraud in internal controls, disclosures or financial reporting; (v) prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and (vi) accountability for adherence to the Code.

### **III. Conflicts of Interest**

The Senior Financial Officers will abide by the provisions regarding conflicts of interest contained in the Business and Ethics Code of Conduct. Each Senior Financial Officer will promptly report any information he or she may have concerning any violation of the Company’s Business and Ethics Code of Conduct, including any actual or apparent conflicts of interest between personal and professional relationships involving management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls. Such report must be made in accordance with the procedure outlined under the heading “Reporting and Treatment of Violations” below.

### **IV. Accurate Periodic Reports and Other Public Disclosures**

The Senior Financial Officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports and other documents the Company files with the SEC and in the Company’s other public communications. Accordingly, it is the

responsibility of each Senior Financial Officer to promptly and accurately report any information that affects the disclosures made by the Company in its public filings or other public communications. We have established the following guidelines in order to ensure the quality of our periodic reports:

- All Company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction.
- All records must fairly reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses.
- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transaction may be intentionally misclassified as to accounts, departments or accounting periods or in any other manner.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information may be concealed from the internal auditors or the independent auditors.
- Compliance with Generally Accepted Accounting Principles and the Company's system of internal accounting controls is required at all times.

Such report must be made in accordance with the procedure outlined under the heading "Reporting and Treatment of Violations" below.

## **V. Compliance with Laws**

The Senior Financial Officers are expected to comply with both the letter and the spirit of all governmental rules and regulations, this Code and the Business and Ethics Code of Conduct. Each Senior Financial Officer is expected to report any suspected violations by the Company or any agent of the Company of applicable securities or other laws, rules, and regulations or this Code or the Business and Ethics Code of Conduct.

## **VI. Deficiencies and Fraud in the Company's Internal Controls**

The Senior Financial Officers should promptly bring to the attention of the Company's Audit Committee of the Board of Directors any information concerning (a) significant deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data, or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

## **VII. Reporting and Treatment of Violations**

Persons who become aware of suspected violations of this Code should report such suspected violations promptly to the Company's General Counsel, who will forward such report to the Company's Audit Committee of the Board of Directors. To assist in the response to or investigation of the alleged violation, the report should contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the alleged violation. Without limiting the foregoing, the report should, to the extent possible, contain the following information:

- a description of the alleged event, matter or issue that is the subject of the alleged violation;
- the name of each person involved;
- if the alleged violation involves a specific event or events, the approximate date and location of each event; and
- any additional information, documentation or other evidence available relating to the alleged violation.

The Audit Committee shall have the power to monitor, investigate, make determinations and recommend action to the Board of Directors with respect to violations of this Code. In determining whether a violation of this Code has occurred, the Audit Committee may take into account:

- the nature and severity of the violation;
- whether the violation was a single occurrence or involved repeated occurrences;
- whether the violation appears to have been intentional or inadvertent;
- whether the person in question had been advised prior to the violation as to the proper course of action;
- whether the person in question had committed other violations in the past; and
- such other facts and circumstances as the Audit Committee shall deem advisable in the context of the alleged violation.

## **VIII. Consequences of Violations**

If a violation is substantiated, the Board of Directors, upon the recommendation of the Audit Committee, may impose such sanctions or take such actions as it deems appropriate, including, but not limited to, the following:

- Disciplinary action (including censure, re-assignment, demotion, suspension or termination);
- Pursuit of any and all remedies available to the Company for any damages or harm resulting from a violation, including injunctive relief; and
- Referral of matters to appropriate legal or regulatory authorities for investigation and prosecution.

#### **IX. Requests for Waivers and Changes in Code**

A waiver of a provision of this Code shall be requested whenever there is reasonable likelihood that a contemplated action will violate this Code. Any waiver (including an implicit waiver) that constitutes a material departure from a provision of this Code shall be publicly disclosed on a timely basis, to the extent required by applicable rules and regulations of the SEC. In addition, any amendments to this Code (other than technical, administrative or other non-substantive amendments) shall be publicly disclosed on a timely basis, to the extent required by applicable rules and regulations of the SEC.

The persons subject to this Code are required to acknowledge and agree to the foregoing and deliver a copy of such acknowledgement, attached as Exhibit A, to the Company's General Counsel. The General Counsel will maintain this acknowledgement with the Company's corporate records.

SENIOR FINANCIAL OFFICER

CERTIFICATION AND AGREEMENT OF COMPLIANCE

I certify that I have read the Code of Ethics for Senior Financial Officers (the “Code”) for The Gymboree Corporation (the “Company”) and fully understand the obligations set forth in the document.

The Code includes a statement of the Company’s policies, which are designed to ensure that the Company and its Senior Financial Officers, as defined in the Code, conduct the Company’s business in compliance with all federal and state laws governing its operations and the conduct is consistent with the highest standards of business and professional ethics.

I understand that the Code obligates all Senior Financial Officers to carry out their duties for the Company in accordance with these policies and with applicable laws. I further understand that any violation of these policies or applicable laws, or any deviation from appropriate ethical standards, may subject a Senior Financial Officer to disciplinary action. Indeed, I understand that even a failure to report such a violation or deviation may, by itself, subject a Senior Financial Officer to disciplinary action.

I am also aware that in the event that I have any question about whether an action complies with the Company’s policies or applicable law, I should present that question to the Company’s General Counsel.

With these understandings of my obligations, I agree to act in accordance with the Company policies set forth in the Code. Having read the Code, I am not currently aware of any matter that should be brought to the attention of the Company’s General Counsel as a violation or suspected violation of this Code.

Signed: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_