



## Whistleblower Policy

### Procedures for Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters

#### Introduction

The Gymboree Corporation (the "Company") seeks to facilitate disclosure regarding accounting and auditing matters, encourage proper individual conduct and provide notice to the Audit Committee of potential problems relating to accounting or auditing matters before they have serious consequences. Accordingly, the Company has established the procedures set forth below for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. The procedures have been developed to ensure that Company employees can submit concerns regarding questionable accounting, internal accounting controls or auditing matters in a confidential, anonymous manner without fear of dismissal or retaliation of any kind.

#### A. Scope of Matters Covered by These Procedures

These procedures relate to complaints or concerns regarding accounting, internal accounting controls or auditing matters of the Company ("Complaints"), including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording or maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentations or false statements to or by an officer of the Company or an accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company's financial condition;
- conduct which may reasonably be believed to be a violation of the Foreign Corrupt Practices Act and other local anti-corruption laws; or
- mail fraud, wire fraud, bank fraud, securities fraud, violation of any rules or regulations of the United States Securities and Exchange Commission or violation of any federal law relating to fraud against stockholders.

#### B. Submission and Receipt of Complaints

##### 1. In General

Persons with Complaints should promptly report them in writing to the Company's General Counsel by mail addressed to General Counsel, The Gymboree Corporation, 500 Howard Street, San Francisco, California 94105, or by e-mail to [whistleblower@gymboree.com](mailto:whistleblower@gymboree.com). The General Counsel will maintain the confidentiality and anonymity of persons making Complaints to the fullest extent reasonably practicable within the legitimate needs of law and any ensuing evaluation or investigation.

##### 2. Anonymous Third Party Whistleblower Hotline Service

Company employees who have Complaints may, rather than submitting such Complaints directly to the Company through its General Counsel, submit them confidentially and anonymously by e-mail, voicemail or Web interface through the Company's third party Whistleblower Complaint Hotline Service (the "Hotline Service"). All Complaints submitted to the Hotline Service are sent directly to each of the Company's Senior Vice President of Human Resources and General Counsel. All Complaints shall be forwarded to the Audit Committee and, if necessary or advisable, appropriate Company personnel. The Hotline Service voicemail may be reached by telephone at 1-866-225-5084. International callers may access the Hotline Service voicemail at 1-402-516-5007. The Hotline Service may also be accessed by e-mail or Web interface through the Company's link to the Hotline Service on its Website at [www.gymboree.com](http://www.gymboree.com).

#### C. Content of Complaints

To assist in the response to or investigation of a Complaint, the Complaint should be factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint. Complaints that contain unspecified wrongdoing or broad allegations without verifiable evidentiary support will be less likely to result in an investigation. Without limiting the foregoing, the Complaint should, to the extent possible, contain the following information:

- a detailed description of the alleged event, matter or issue that is the subject of the Complaint;

- the name of each person involved;
- if the Complaint involves a specific event or events, the approximate date and location of each event; and
- any additional information, documentation or other evidence available to support the Complaint.

Anyone filing a complaint concerning a violation or suspected violation of accounting, internal controls, or auditing matters must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

#### **D. Retention of Complaints**

Written copies of all Complaints will be retained by the Company or Audit Committee (as appropriate) in accordance with applicable law.

#### **E. Treatment of Complaints**

A copy of all Complaints shall promptly be forwarded to the Audit Committee. The Audit Committee, in consultation with the Company's General Counsel, shall evaluate each Complaint and may conduct an investigation based upon a Complaint. The Audit Committee may, in its discretion, appoint a person other than the Company's General Counsel to initiate and direct an investigation, including outside legal, accounting and/or other advisors, as appropriate. The Audit Committee may, at any time, request a briefing by the General Counsel or other person conducting the investigation regarding his or her investigation and findings regarding a Complaint. The Audit Committee shall have full authority to determine the corrective action, if any, to be taken in response to a Complaint, which may include, alone or in combination, a warning or letter of reprimand, corrective action, demotion, loss of merit increase, bonus, stock options or other stock award, suspension without pay or termination of employment. The Audit Committee may direct an additional investigation of any Complaint.

#### **F. Confidentiality/Anonymity**

The Company shall maintain the confidentiality and anonymity of the person making the Complaint to the fullest extent reasonably practicable within the legitimate needs of law and of any ensuing evaluation or investigation. Legal or business requirements may not allow for complete anonymity, and in some cases it may not be possible to proceed with or properly conduct an investigation unless the complainant identifies himself or herself. In addition, persons making Complaints should be cautioned that their identity might become known for reasons outside of the control of the Company. It may be less likely that an investigation will be initiated in response to an anonymous Complaint due to the difficulty of interviewing anonymous complainants and evaluating the credibility of their Complaints. The identity of other persons subject to or participating in any inquiry or investigation relating to a Complaint shall be maintained in confidence subject to the same limitations.

#### **G. Protections from Retaliation**

Employees are entitled to protection from actual or threatened retaliation for having, in good faith, made a Complaint, disclosed information relating to a Complaint or otherwise participated in an investigation relating to a Complaint. The Company shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against an employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of Complaints, participation in a related investigation or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002. This includes any person who reports in good faith an actual or suspected violation to the Company or a government agency, or who initiates, testifies in or assists in any investigation or judicial or administrative action by a government agency. If an employee believes in good faith that he or she has been subject to retaliation because of a complaint filed under this policy or based on any lawful act that is protected or allowed under applicable whistleblower laws, such employee may report the retaliation using the processes outlined in this policy for filing a complaint or undertake the processes available under appropriate state or federal law for reporting retaliation or seeking available remedies. An employee's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Complaint or an ensuing investigation.

These procedures are in no way intended to limit the rights of employees to report alleged violations relating to accounting or

auditing matters to proper governmental and regulatory authorities.