

***GYMBOREE HOLDING CORPORATION***

***WHISTLEBLOWER POLICY***

***PROCEDURES FOR ADDRESSING CONCERNS OR  
MAKING COMPLAINTS REGARDING  
ACCOUNTING, INTERNAL ACCOUNTING  
CONTROLS OR AUDITING MATTERS***

**Introduction**

Gymboree Holding Corporation (together with its direct and indirect subsidiaries, 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 made and concerns raised 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 manner (anonymously if they prefer) 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/or 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, Gymboree Holding Corporation  
71 Stevenson Street, Suite 2200  
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").

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).

All Complaints submitted to the Hotline Service are sent directly to the Company's Vice President of Human Resources and General Counsel. All Complaints will be forwarded to the Audit Committee and, if necessary or advisable, appropriate Company personnel.

If an employee making a Complaint would like to discuss any matter with the Audit Committee, he or she may indicate this in his or her Complaint and include a telephone number or other contact information through which he or she may be contacted if the Audit Committee deems it appropriate.

### **3. Reminders**

Contact information will also be included as follows:

- Periodically with pay stubs, and
- In employee breakrooms / on employee bulletin boards.

#### **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 to 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 or inquiry 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 or inquiry, 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.

The Audit Committee shall submit a report to the Board of Directors at least annually summarizing the complaints and disposition of all claims and reports submitted to each of them under this policy in the preceding year.

**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 requirements 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 made under this policy or based on any lawful act that is protected or allowed under applicable whistleblower laws, such employee is encouraged to 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.

This policy is intended to encourage and enable employees and others to raise serious concerns within the Company with confidence that the matter will be investigated and that appropriate action will be taken. 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, including but not limited to the Securities and Exchange Commission ("SEC"), the Department of Justice, the U.S. Congress, and any governmental agency Inspector General. This policy is not intended to limit the rights of employees to receive an award (including, without limitation, a monetary reward) for information provided to the SEC. Employees do not need the prior authorization of anyone at the Company to make any such reports or disclosures, and employees are not required to notify the Company that they have made such reports or disclosures.