

francesca's®

*Code
of
Conduct*





Code of Business Ethics and Conduct

Table of Contents:

1. Overview
2. Expectation of Honest and Ethical Conduct
3. Maintaining an Appropriate Work Environment
4. Conflicts of Interest
5. Confidential Information
6. Compliance with Applicable Laws
7. Insider Trading
8. Use of Assets and Intellectual Property
9. Accounting Practices
10. Financial Reporting
11. Business Gifts and Entertainment
12. Political Contributions and Activities
13. Anti-Corruption
14. Penalties for Violation
15. Reporting Concerns and Questions
16. Waivers and Amendments

1. Overview:

Francesca's Holdings Corporation (together with its subsidiaries, "francesca's") is committed to managing its business in an ethical manner with uncompromising integrity. The policies set forth in this Code of Business Ethics and Conduct (the "Code") provide guidance to the employees, officers and directors of francesca's on doing the right thing. Although this Code is not an all-inclusive list of rules and situations, conduct not specifically addressed in this Code should be governed by the following fundamental principles of ethical conduct.

francesca's takes the Code and all of its policies very seriously. Each employee, officer and director of francesca's is responsible for compliance with all aspects of the Code. Each employee, officer and director will be required to review and confirm agreement with the Code prior to or on his or her start date and on an annual basis.

2. Expectation of Honest and Ethical Conduct:

It is important that all employees, officers and directors review this Code carefully on an annual basis. Everyone who joins the francesca's team is required to honor this Code. All of us have a personal responsibility to embrace and model ethical behavior and follow the expectations listed below.

- Abide by the Code, all francesca's policies and all applicable laws and rules.
- Promote honest and ethical conduct, and report any conflicts of interest.
- Safeguard all confidential information and francesca's assets and resources.
- Raise questions about the Code and illegal or unethical acts.
- Promptly report any violation of a francesca's policy or any activity that conflicts with this Code to your supervisor or Human Resources.

These commitments must be reflected in all our relationships with customers, business partners, competitors, government, media and the public. Managers have the additional obligations of ensuring policies are communicated to employees and fostering a working environment that encourages employees to voice any concerns.

3. Maintaining an Appropriate Work Environment:

francesca's strives to ensure that all employees are treated with dignity and respect and to provide a safe work environment where employees have the opportunity to realize their full potential. francesca's expects its employees to treat other employees, business partners, clients and customers with honesty and courtesy, and to perform tasks and fulfill goals in a fair and professional manner. francesca's is committed to maintaining a safe work environment by eliminating all significant recognized hazards in the workplace and to conducting its business in compliance with all applicable health, safety and environmental laws and regulations.

francesca's values the talents and contributions of its employees. francesca's also seeks and values diversity among employees and recognizes that a mix of people enriches francesca's and encourages creativity and business growth. It is francesca's policy to provide equal employment opportunities and advancement consideration to all individuals based on job-related qualifications and ability to perform the job, without regard to race, color, ancestry, national origin, religious creed, sex, disability, veteran status, sexual orientation, age or marital status. It is also francesca's policy to provide a working environment that is free of intimidation or harassment.

Certain activities are prohibited because they are not consistent with the type of work environment francesca's strives to achieve. These activities include threats of physical harm, violent behavior, intimidation, the possession of weapons of any type on francesca's premises or at any Company sponsored activities or events, and the use, distribution, sale or possession on francesca's premises or at any Company sponsored activities or events of illegal drugs or any other controlled substance, except for approved medical purposes which are compliant with applicable law. Being under the influence of drugs or alcohol on francesca's premises or during work hours is prohibited.

Additional details setting forth francesca's standards regarding matters relating to employment with francesca's are published in the ***Employee Handbook*** and in other policies issued by the Human Resources Department. Employees, officers and directors are required to comply with these policies.

4. Conflicts of Interest:

A conflict of interest occurs when the personal interest of an employee, officer or director (or any of their family members, friends, or acquaintances) interferes in any way, or appears to interfere, with his or her duties as an employee, officer or director or the interests of francesca's. A conflict of interest can arise when an employee (or any of his or her family members, friends, or acquaintances) takes actions or has interests that may make it difficult to perform his or her work for francesca's objectively and effectively. Conflicts of interest also arise when an employee (or any of his or her family members, friends, or acquaintances) receives personal benefits because of his or her position at francesca's or when francesca's resources are used for personal purposes. Conflicts of interest should be avoided, and employees must disclose any outside activities, financial interests or relationships that present a conflict of interest or the appearance of a conflict of interest to their supervisor or to the General Counsel as soon as the conflict or appearance of a conflict arises.

Some examples of prohibited conflicts of interest include:

- **Taking Business Opportunities:** Employees, officers and directors may not take for themselves, family, friends, or acquaintances business opportunities that are discovered using corporate property, information or position.
- **Related Party Transactions:** Employees, officers and directors must remain free from obligations to suppliers and vendors and should not participate in the purchase of goods or services on behalf of francesca's from any person or entity if the individual (or any of his or her family members) has a substantial financial interest in the supplier or vendor. Please refer to the francesca's ***Related Party Transaction Policy*** for additional guidance.

- Referral Fees: Employees, officers and directors may refer service providers or other parties (excluding customers and vendors) that francesca's does business with to other third parties so long as: 1) The service provider or other party does not have an exclusive arrangement with francesca's, and 2) he or she does not accept any fee, commission or other compensation directly or indirectly related to that referral.
- Outside Employment and Outside Directorship: Outside employment and directorship should not interfere or appear to interfere with an individual's employment with francesca's. Full time employees must obtain a supervisor's written approval prior to accepting concurrent employment with any other retail company that is a competitor of francesca's. Participation on the board of directors of other companies or organizations requires written approval where the potential for a conflict of interest exists. Prior approval must be obtained from the head of Human Resources if you are an employee. Current members of the francesca's Board of Directors (the Board) should notify the Secretary of the Board prior to participating on a board where the potential for conflict exists.

Employees who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with their supervisor and the General Counsel. The General Counsel must provide written approval of any potential conflict of interest. Conflicts of interest involving executive officers or directors must be referred to the Audit Committee for consideration. After receiving the Audit Committee's recommendations, the Board may approve a resolution by a majority vote of disinterested directors.

5. Confidential Information:

During employment or while serving on the Board, employees, officers and directors may acquire confidential information about francesca's that is not known to others. Employees are responsible for protecting that confidential information. Confidential information includes, but is not limited to: business strategies, business plans, financial information, product development, business practices, trade secrets, marketing plans, sales data, and all such information that has not been publicly disclosed. All such information is the property of francesca's and must only be used for appropriate business purposes. The proper use of confidential information applies to both current and former employees, officers and directors.

The confidentiality of information received from other companies or organizations must also be maintained. Any such information must be gathered using appropriate methods in a legal and ethical manner. Employees, officers and directors should not solicit or knowingly accept confidential information from a competitor's employees or ex-employees.

To avoid accidental disclosure, confidential information should never be discussed or shared with any unauthorized person. Prior to disclosing any confidential information to a third-party vendor, the vendor must sign a written confidentiality and non-disclosure agreement.

6. Compliance with Applicable Laws:

All employees, officers and directors must obey the applicable laws, rules and regulations of the United States and any countries in which they do business, including, but not limited to all applicable trade agreements and import laws. Questions about compliance should be directed to the General Counsel.

7. Insider Trading:

All employees, officers and directors must comply with securities laws with respect to insider trading. Employees, officers and directors may acquire material information that is not available to the public. Material non-public information may include, but is not limited to, financial data, information about strategic plans, changes in key management, forecasts of financial results, business restructurings, major litigation and other similar information. It is illegal and prohibited to use such information to trade in francesca's securities or to provide anyone with a tip about francesca's to be used in trading securities. Trading based on material non-public information may result in civil and criminal penalties. No employee, officer or director may purchase or sell any francesca's securities while in possession of material non-public information regarding francesca's. For additional details, refer to the francesca's *Insider Trading Policy*.

8. Use of Assets and Intellectual Property

francesca's property (including its offices, equipment, systems and supplies) is available to enable employees to perform the business-related duties that their positions require. The use of francesca's property is for the sole purpose of conducting francesca's business requirements. Employees, officers and directors must safeguard francesca's property and not use francesca's property, assets, information, name or influence for their personal benefit or gain, except as authorized by and relating to their employment.

francesca's protects, maintains and defends its intellectual property assets (including its patents, trademarks, copyrights, trade secrets, design rights, logos and other intangible property such as business plans). All employees, officers and directors must take steps to safeguard these assets. In addition, francesca's respects the valid intellectual property rights of others, and unauthorized collection and use of the intellectual property of others is not allowed. Employees should consult with the Legal Department prior to soliciting, accepting or using the proprietary information of others; disclosing francesca's proprietary information to others; or permitting third parties to use francesca's intellectual property assets.

9. Accounting Practices:

It is essential to the successful operation of francesca's that the integrity of our books and records be maintained in accordance with generally accepted accounting policies in the United States and all regulatory requirements. All employees must comply with accounting principles and controls and use francesca's funds and assets only for legitimate francesca's business purposes. Employees must not make,

contribute to or facilitate the making of any false or misleading entries in francesca's books or records for any reason, and any fraudulent activity must be promptly reported.

10. Financial Reporting:

As a public company, we periodically file reports and other documents with the Securities and Exchange Commission (the SEC). All financial statements must comply with applicable federal securities laws and SEC rules. Each employee, officer and director who contributes in any way to the preparation or verification of francesca's financial statements must ensure that francesca's books, records and accounts are accurately maintained in a timely manner with appropriate supporting documentation.

Each employee, officer and director involved in francesca's disclosure process must be familiar with and comply with francesca's disclosure controls and procedures and its internal controls over financial reporting and take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of francesca's provide full, fair, accurate, timely and understandable disclosure. francesca's expects all employees, officers and directors to take this responsibility seriously and to provide prompt and accurate answers to any inquiries related to francesca's public disclosure requirements.

11. Business Gifts and Entertainment:

francesca's employees, officers and directors may not solicit or accept (directly or indirectly) any cash or monetary equivalents, gifts, entertainment, objects of value or preferential treatment from any person or organization that has or is seeking to do business with francesca's where doing so could interfere with the employee, officer or director's independence or judgment, or could create the appearance of being improper. Employees, officers and directors may accept business-related meals, entertainment, token gifts or favors only when the value involved is nominal and clearly will not cause any real or perceived obligation to the donor.

francesca's employees, officers and directors may not offer excessive gifts or entertainment to others whose business the company may be seeking. Nothing of value may be given to or received from any government official.

Employees should discuss any questions regarding a proposed gift with their supervisor. Any gift or entertainment opportunity that could reasonably be construed as having a value exceeding \$50 should be approved by a supervisor.

12. Political Contributions and Activities:

No francesca's resources may be expended on any political campaign or cause, any political party or committee, or any candidate for or holder of any governmental office. Other than protected concerted activity, employees may engage in political activities only during personal time. Unless specifically authorized by the Company, employees may not create the impression that they are speaking on behalf of francesca's.

13. Anti-Corruption:

No one acting on francesca's behalf may use bribes, kickbacks or other corrupt practices in conducting company business. To the extent francesca's conducts business with governments or interacts with any government agencies or officials, employees, officers and directors of francesca's must conduct such business with the highest ethical standards and in compliance with all applicable laws and regulations, including, but not limited to, the special requirements associated with government transactions and the U.S. Foreign Corrupt Practices Act (the FCPA). It is illegal under the FCPA to offer to pay money or anything of value to any foreign official, foreign political party or candidate for foreign political office for the purpose of obtaining or retaining business.

14. Penalties for Violation:

Employees who violate this Code or any francesca's policy may be subject to remedial or disciplinary action, up and to including termination of employment. These remedial or disciplinary actions may also apply to an employee's supervisor who approves the employee's improper actions, or who fails to provide appropriate supervision or correction. The following are examples of conduct that may result in disciplinary action:

- Asking or coercing others to violate this Code.
- Failing to promptly raise a known or suspected violation of this Code.
- Being uncooperative in an investigation of possible violations of this Code.
- Retaliating against anyone who reports a concern related to this Code.

15. Reporting Concerns and Questions:

Any employee, officer or director of francesca's who is aware of any violation of the Code or any law, regulation or other policy must promptly report such matters to francesca's. **francesca's maintains a confidential reporting system via NAVEX Global (Navex) which may be accessed online at <https://francescas.ethicspoint.com> or by telephone at 1-877-516-3383.** Actions prohibited by the Code involving executive officers or directors must be reported via Navex or to the General Counsel. francesca's, in accordance with applicable whistleblower laws, strictly prohibits any employee, officer or director from retaliating or taking adverse action against anyone for raising suspected conduct violations or cooperating with any investigation of such allegations.

Any questions about the Code or the legal or ethical propriety of any conduct or situation should be raised with the General Counsel.

16. Waivers and Amendments:

The Nominating and Corporate Governance Committee (the NCGC) will review any conduct of executive officers and directors of the Company that is or may be in violation of the Code. Amendments or waivers of any provisions of the Code for executive officers and directors must be approved by the Board and will be disclosed promptly to the extent required by law. Any waivers of this Code for employees of francesca's may be made only by the CEO in consultation with the General Counsel.