



Code of Conduct

- At Scapino BV, the customer occupies a special position and everything is done to satisfy his wishes. Scapino has named this Klanthousiast®.
- Scapino BV and its employees refrain from any action that infringes the integrity and social position of Scapino BV.
- Laws and regulations are complied with and the rights of third parties are respected.
- Conflicts between private and business interests should be avoided.
- There are no relationships with third parties whose actions are socially unacceptable or who violate internationally recognised rights, including human rights.

Introduction

Scapino BV is a professional retailer and e-tailer with stores and e-commerce activities in the Benelux and Germany. Scapino BV has defined its mission as “smart buying for smart people”: Finding bargains, getting good quality at great prices and passing the value on to our customers. Each day, thousands of customers visit our stores. This means that our company holds an important position in society, whereby our staff act as our representatives to the outside world. Apart from the commercial effectiveness of our stores, including those on the Internet, the success of Scapino BV depends on the confidence our environment places in us. By ‘environment’ we do not just mean our direct environment, but also countries far away, where we make our purchases. Confidence can be earned only through integrity and professional behaviour. Scapino BV is aware of its responsibility towards society and therefore wishes not just to comply with applicable laws and regulations, but also take account of values that are generally accepted within society. We have set out our values in this Code of Conduct, which applies to Scapino BV and each individual staff member. The management should ensure that all members of staff are aware of this Code of Conduct and that the Code is adapted to the specific circumstances at the department concerned. This means that the Code of Conduct forms the basis that applies to everyone, but that additional, more detailed rules may be formulated per subsidiary or division. The report on compliance with this Code will be the subject of regular meetings between the Management of Scapino. If the reader of this Code of Conduct feels it does not contain much news, this is a good sign, as it implies that the Code is in line with existing ideas and practice. If this is not the case, the Code is useful and should serve as a guideline for future action.

February 2006

Directors Scapino BV

General

Scapino BV aims to structure its operations in such a way as to create a balance between its responsibility to society in general and the economic interests of its shareholders, staff, customers and business relations who form part of society. Both the company and the individual staff should make a contribution to this. Scapino has values by which we run our daily operations: Passionate drive, Pragmatic smartness, Straight talking, Human ease, Customer focus, Surprising beyond.

General rules of conduct for staff

Scapino BV staff should:

- refrain from any action or failure to act that infringes the integrity and social position of Scapino BV or discredits Scapino BV;
- not be involved in any transactions that are contrary to laws and regulations, including stock exchange rules and internal rules of Scapino BV;
- not maintain any relationship or do business with persons or companies not acting in a socially acceptable manner;
- behave themselves in an irreproachable, honest, honourable and fair manner, taking into account applicable laws and regulations and generally accepted standards of decorum;
- avoid any conflict whatsoever between business and private interests.

Scapino BV recognises that the involvement of staff in social activities can make a valuable contribution to its reputation and to the development of its staff and therefore wishes to encourage such involvement. However, staff are not allowed to work for third parties, whether for a remuneration or not, if this could lead to a conflict of interests, be too time-consuming or harm Scapino BV in any other way.

Personal behaviour

Staff are not allowed to accept any gifts or favours from business relations, whether existing or potential, of Scapino BV, since this might create the impression that they are no longer fully independent of these relations or that they might have been unduly influenced. The offer, payment, soliciting or acceptance of bribes in any form is forbidden. Private transactions between staff and Scapino BV should be based on an objective determination of price and consideration. Notwithstanding their obligation to keep private information confidential, staff will exercise due care in dealing with information that they can reasonably assume to be confidential and/or price sensitive, treat such information as confidential and not disclose it to any third party. Staff are not allowed to engage in any actions that are, or seem to be, based on inside information. Actions that are forbidden include discriminatory behaviour, verbal or physical aggression, sexual harassment, appropriating or using to one's own advantage company property, as well as the use of alcohol, drugs or other stimulants in the workplace.

The consumer

Scapino BV seeks to develop a long-term and profitable relationship with as many customers as possible using professional staff and systems. This means, among other things, that products should offer value for money and meet customers' legitimate wishes concerning usefulness, safety and the environment. Other priorities are service, flexibility and tailor-made products. Scapino BV is prepared to enter into an open dialogue with its customers about complaints, should these arise, and will deal with these to the best of its ability, in accordance with the principles of reasonableness and fairness. Scapino BV wishes to take advantage of new technologies and distribution channels creating opportunities to build up an interactive relationship with the customer based on his individual wishes (permission marketing). This implies that Scapino BV invests in technologies for storing, processing, analysing and combining customer data. In this process, it ensures at all times that personal information is treated with the utmost care and that privacy laws and regulations are observed. Each member of staff is expected to behave in accordance with these principles.

Business relations

Scapino BV selects its business relations based on both their commercial and their moral characteristics, as well as the question of whether their way of doing business is compatible with our own values. Scapino BV in any case does not wish to do business with persons or companies whose activities cannot be considered socially acceptable and/or that:

- do not comply with the applicable laws and regulations of the country concerned;
- do not remunerate their staff adequately and/or exploit their staff or employ them in an unsafe or unhealthy work environment;
- use child labour, to be assessed in accordance with the rules applying in the country concerned and taking into account the Convention of the International Labour Organization on the minimum age for admission to employment;
- discriminate against staff on account of their individual orientation, physical characteristics or beliefs;
- take insufficient action to minimise their impact on the environment.

Scapino BV staff are expected to assess new and existing relationships on the basis of these considerations and determine whether a relationship will be entered into or continued.

International purchasing activities

Scapino BV is established in Western Europe, but make their purchases throughout the world. This means that Scapino BV staff can be faced with widely diverging and changing economic circumstances and social and political views. Scapino BV's aim is not to engage in any activities that might be harmful to the economic and social development of the countries concerned, insofar as compatible with its corporate role. Scapino BV does not wish to carry out any activities in countries where human rights are being violated in a structural manner and/or countries whose political or social situation can form a threat to its staff or the staff of its business relations. The assessment is based on the European community's views on whether or not there should be trading relations with a particular country. Also Scapino is member of the BSCI (Business Social Compliance Initiative) and Scapino BV actively work with suppliers to reach the standards and procedures as set by the BSCI code of conduct.

Competition

Scapino BV supports the principle of the free market economy, in which free enterprise is one of the core principles. Competition should take place in a commercial, but also fair and ethical manner. Scapino BV staff are forbidden to unjustly discredit a competitor or to attempt to harm a competitor through unlawful means. Scapino BV will not abuse an economic position of power, if any, and not make any arrangements, secret or otherwise, with other market players that conflict with applicable competition laws.

Politics

Scapino BV respects the fact that individual staff have their own political opinions and that these are expressed in society. However, this may never lead to a situation in which the impression is being created that such opinions reflect those of Scapino BV or in which the values that Scapino BV has imposed on itself and its staff are impaired. In principle, Scapino BV is not involved in and does not, as a company, express any opinion on political systems, parties or views. Staff are not allowed to make any contribution from funds, property or services of Scapino BV to any political parties or their representatives. Scapino BV will not exercise any pressure, in any form whatsoever, to encourage staff to provide political or financial support to any political parties or their representatives.

Environment

One of the principles of Scapino BV is a sound and sustainable environmental policy and the selection, where possible, of environmentally friendly processes and products. Following sales to the consumer, Scapino BV continues to feel responsible for the products and services it markets. Where possible, it therefore supports initiatives such as the collection and recycling of products at the end of their useful life. Scapino BV has also committed itself to save energy, reduce packaging waste and limit environmentally harmful substances. Each member of staff is expected to make a contribution to a continuous improvement of the performance of Scapino BV in this area.

Compliance

This Code of Conduct contains general rules and cannot provide for every conceivable situation. This means that each member of staff should take his or her own responsibility in unforeseen situations and should act at his or her own discretion, in conformity with this Code of Conduct and as much as possible in consultation with his or her superiors. Evident non-compliance with this Code of Conduct can lead to steps being taken against the member of staff which, depending on the gravity of the situation, can consist of labour-law measures (including summary dismissal), transfer or the reversal of any gain realised by the member of staff. If a member of staff has doubts about the permissibility of a certain action, he or she should consult his direct superior, who in case of doubt should seek the advice of management.

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