

CALIFORNIA TRANSPARENCY IN SUPPLY CHAINS ACT

The California Transparency in Supply Chains Act of 2010 (SB 657) (“Act”) went into effect in the state of California on Jan. 1, 2012. The Act seeks the elimination of slavery and human trafficking from product supply chains and requires that companies disclose their efforts to ensure that their supply chains are free from slavery and human trafficking. Cato obligates its vendors by contract to comply with all applicable laws, including safety, labor and employment laws, as well as our Vendor Code of Conduct. Cato’s Vendor Code of Conduct states as follows:

Vendors shall not use any form of forced, bonded, indentured, trafficked, slave or prison labor. All work must be voluntary and workers shall be free to leave work or terminate their employment with reasonable notice. All workers must not be required to surrender any government-issued identification, passports or work permits as a condition of employment. Cato reserves the right to verify our vendors’ compliance with our Vendor Code of Conduct. Cato confirms compliance with Cato’s Vendor Code of Conduct through various methods, including third-party certifications and unannounced, on-site audits of vendors by an independent party. In the event that Cato becomes aware of any actions or conditions not in compliance with our Code of Conduct, Cato reserves the right to demand corrective measures. Cato also reserves the right to terminate an agreement with any vendor who does not comply with Cato’s Vendor Code of Conduct and to secure any and all other rights and remedies available to Cato’s. Additionally, all employees must acknowledge and adhere to Cato’s Code of Business Conduct and Ethics. Cato’s Code of Business Conduct and Ethics includes a requirement to comply with all applicable domestic or foreign governmental laws, rules and regulations and compels all Cato’s employees who have information or knowledge of any actual or contemplated transaction that violates Cato’s Code of Business Conduct and Ethics to report the matter. Failure of Cato employees to comply with our Code of Business Conduct and Ethics may of handbook result in disciplinary action. Cato conducts periodic internal training on Cato’s Code of Business Conduct and Ethics to ensure that we provide our employees with standard and guidance for conducting business ethically and with integrity. Cato also provides internal training of our supply chain management to ensure that they are aware of the issues relating to human trafficking and slavery and how to mitigate such risks.

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