

## **MODERN SLAVERY STATEMENT FOR FISCAL 2017**

This statement is made pursuant to Section 54 of the U.K. Modern Slavery Act and the California Transparency in Supply Chains Act and outlines the efforts L Brands has taken and is continuing to take to ensure that forced labor is not occurring within our supply chain.

Forced labor includes prison, indentured, bonded, involuntary or slave labor or labor obtained through human trafficking. L Brands has a zero-tolerance policy regarding forced labor. We are committed to operating ethically and with integrity and transparency in all business dealings and to putting effective systems and controls in place to safeguard against any form of forced labor taking place within our supply chain.

### **OUR BUSINESS**

More than stores, more than products ... L Brands is a family of brands. Our brands are world-renowned; they are household names. Through Victoria's Secret, PINK, Bath & Body Works, La Senza and Henri Bendel, L Brands is an international company that sells lingerie, personal care and beauty products, apparel and accessories. The company operates company-owned specialty stores in the United States, Canada, the United Kingdom and Greater China, and its brands are sold in franchised locations worldwide.

We are committed to providing superior quality merchandise and services to customers. As part of our corporate culture and values, we strongly believe the quality of our merchandise begins with the treatment of the people who create our products. L Brands only partners with suppliers that share our values and our commitment to ethical and responsible business practices.

Through Mast Global, L Brands' supply chain organization with more than 40 years of production, sourcing and logistics experience, the company sources goods from approximately 350 factories around the world — the vast majority of which are produced in the United States, China, Sri Lanka, Vietnam and India. Suppliers are selected based on their ability and commitment to meet our safety and quality standards, as well as follow our strict ethical, labor and environmental standards.

### **COMMITMENT AND GOVERNANCE**

L Brands is fully committed to ensuring our products are ethically sourced. This commitment starts with our executive leadership team and cascades throughout our organization.

#### **Sourcing Risk Council**

L Brands has a Sourcing Risk Council comprised of senior executives from various company divisions and functions that meets at least quarterly to discuss core business, sourcing and purchasing practices and assess current risks,

including geopolitical, social compliance and associated supply risks. The Sourcing Risk Council operates under the guidance and oversight of the Audit Committee of the Board of Directors. The Sourcing Risk Council reports to the Audit Committee on a regular basis, and the Audit Committee reports periodically on these issues to the full Board of Directors.

## OUR POLICIES

L Brands has several policies in place which have been developed by the Sourcing Risk Council to ensure that we are conducting business in an ethical manner and forced labor is not in our supply chain. These include:

### 1. Supplier Code of Conduct

To ensure that our expectations are clear, our standards are specifically outlined in our L Brands [Supplier Code of Conduct](#). These standards and all relevant laws, regulations and conventions in all countries in which the supplier and factory operate must be adhered to and must be communicated to all workers and posted prominently in the workplace in English and the native languages of factory employees who work with our products.

#### **Compliance with the Law**

Compliance with all laws, rules and regulations.

#### **Minimum Wages and Benefits**

Payment to workers of the minimum wage prescribed by local law or the prevailing local industry wage, whichever is higher; provision to workers of benefits that conform to the better of applicable local law or prevailing local industry standards; and payment to workers of overtime compensation in compliance with all applicable laws.

#### **Maximum Working Hours**

Overtime shall be limited to a level consistent with humane and productive working conditions. Workers shall not be required, on a regularly scheduled basis, to work in excess of 60 hours (or lower if prescribed by local laws or local industry standards) per week; and, generally, workers shall be provided with at least one day off in seven.

#### **No Forced Labor**

Prison, indentured, bonded, involuntary or slave labor or labor obtained through human trafficking shall not be used.

#### **No Child Labor**

All workers shall be at least the local minimum legal working age or ILO standard, whichever is higher.

### **Health and Safety**

The work environment shall be safe and healthy.

### **Nondiscrimination**

Workers shall be selected only on the basis of their ability to do the job and not on the basis of other personal characteristics or beliefs.

### **No Corporal Punishment**

Neither corporal punishment nor any other form of physical or psychological coercion shall be used against workers.

### **Freedom of Association**

The lawful exercise of workers' rights of free association shall be respected and not restricted or interfered in, and workers lawfully exercising those rights shall not be threatened or penalized.

### **Environment**

Suppliers must comply with all applicable environmental laws and regulations.

### **Community Involvement**

Projects undertaken in partnership with community groups, or local or international non-governmental organizations, particularly those that address educational opportunities for younger people employed in production facilities, shall be encouraged and supported.

### **Access**

For the purpose of monitoring compliance with our policies, the company, subcontractors and its agents shall be given unrestricted access to all production facilities and dormitories and to all relevant records, whether or not notice is provided in advance.

### **Subcontracting**

L Brands requires all suppliers and subcontractors to fully comply with its Code of Conduct. L Brands does not allow unauthorized subcontracting. A formal request must be submitted to L Brands for approval, should a supplier require subcontracting.

## **2. Sourcing Country Policy**

L Brands will not source product from any country prohibited or restricted by law as sanctioned by the Office of Foreign Assets Control. In addition, some countries with potential geo-political or social risks may pose a risk to our supply chain and, as a result, require pre-approval from L Brands executive leadership with compliance oversight.

Any associate who violates this policy is subject to disciplinary action, including, but not limited to, termination of employment.

### **3. Foreign Migrant Worker Policy**

The L Brands Supplier Code of Conduct clearly states that prison, indentured, bonded, involuntary or slave labor or labor obtained through human trafficking shall not be used. Experts report that foreign migrant workers who travel across country borders to obtain employment are most at risk for human trafficking and forced labor, and, therefore, we have established a policy to ensure that we minimize any risk of human trafficking or forced labor in our supply chain. The policy includes an executive approval process to use a factory that employs foreign migrant workers contingent on positive results found during a specialized audit developed in accordance with the International Labour Organization's handbook on Combatting Forced Labour. Factories that employ foreign migrant workers are closely monitored to ensure there are no forced labor violations and that workers have freedom of movement and are treated in accordance with the law.

Any associate who contracts a factory that uses foreign migrant workers without executive approval is subject to disciplinary action, including, but not limited to, termination of employment.

### **4. Uzbekistan and Turkmenistan Cotton Policy**

L Brands is committed to ensuring that forced labor of any kind is not used in the manufacturing of our products. Because of the reports documenting the systemic use of forced labor (including the worst forms of child labor) in the harvest of cotton in both Uzbekistan and Turkmenistan, we have adopted a policy to prohibit the sourcing of Uzbek and Turkmen cotton for the manufacturing of any of our products until their respective governments end the practice of forced labor, including child labor, in the cotton sector. Until the elimination of these practices is independently verified, we will maintain this commitment and will collaborate with other stakeholders to raise awareness of this very serious concern and advocate for its elimination.

### **5. Conflict Minerals Policy**

L Brands prohibits its suppliers from using conflict minerals which may directly or indirectly finance or benefit armed groups in the Democratic Republic of the Congo and its adjoining countries in accordance with the Dodd-Frank Conflict Minerals Provisions. Form SD and Conflict Minerals Reports previously filed by L Brands can be viewed as part of our [SEC filings](#).

### **6. Independent Production Services (IPS\*) Compliance Guidebook**

The IPS Compliance Guidebook is a collection of policies our suppliers are expected and legally obligated to comply with. The purpose of the IPS Compliance Guidebook is to provide additional clarification to supplier

partners and their factories regarding a broad range of compliance standards and requirements that we are committed to as an enterprise and also expect our suppliers to follow. Included in the IPS Compliance Guidebook are the L Brands Supplier Code of Conduct, compliance standards related to forced labor and human trafficking, the Uzbek and Turkmen cotton policy and the conflict minerals policy, among others.

\*Independent Production Services (IPS) is a function within L Brands that works with suppliers to ensure goods are sourced from factories that meet or exceed L Brands compliance standards.

## **CONTRACTUAL OBLIGATIONS**

L Brands suppliers are required to sign a Master Sourcing Agreement that explicitly states that the supplier and their factories will comply with all applicable laws and L Brands policies, including each of the policies listed above.

## **RISK ASSESSMENT**

We recognize that there are elevated risks of human trafficking and forced labor in certain countries, factories and product categories. Therefore, a risk assessment is conducted for new suppliers and factories to prevent involvement in high-risk business ventures. We use resources such as the annual U.S. State Department's Trafficking in Persons report and the U.S. Department of Labor's reports on international child labor and forced labor to determine countries and product categories with heightened risks of human trafficking and forced labor.

L Brands also uses audits to assess risk. New factories are audited and approved by IPS before they begin L Brands production.

## **DUE DILIGENCE**

To ensure compliance with our standards, we have implemented an internal audit process and are committed to providing our suppliers opportunities for learning and development. To identify and evaluate the potential risks of human trafficking, slavery or violations of other local labor standards and/or those that may be unique to L Brands and our business, we conduct our own ongoing, internal verification of our supply chain. The resulting information helps to ensure that our suppliers are in compliance with L Brands' Supplier Code of Conduct.

### **Monitoring**

IPS is a function within L Brands that works with suppliers to ensure goods are sourced from factories that meet or exceed L Brands compliance standards. IPS has been supporting global compliance for more than two decades, enabling improvement in labor standards and workplace conditions, supply chain security, trade compliance and brand protection in our supply chain through monitoring, remediation, capacity building and training.

Our list of qualified suppliers is established and maintained in accordance with specific qualification standards and protocols developed by IPS. A list of tier 1 factories approved for apparel and intimate apparel production can be found [here](#).

Once a supplier has passed the risk assessment, the relationship with L Brands begins with a written Master Sourcing Agreement wherein the supplier certifies that its factories and any that it may contract with will strictly adhere to L Brands' Supplier Code of Conduct, including those provisions pertaining to slavery and human trafficking.

Each supplier must agree to allow L Brands, or an independent third party hired by L Brands, to conduct an audit of the supplier's business without prior notice. IPS or a third-party auditing firm conducts announced or unannounced audits of each of our approved factories at least annually to ensure compliance. The company may conduct more frequent reviews of factories located in countries designated as high-risk by the U.S. State Department's Trafficking in Persons Report or identified through the company's annual risk assessment process. Certain exemptions from annual audits may be granted to factories with a record of consistent and rigorous compliance.

These audits cover all areas of the L Brands Code of Conduct, including the No Forced Labor code, which states "prison, indentured, bonded, involuntary or slave labor or labor obtained through human trafficking shall not be used." The International Labour Organization's Guiding Principles to Combat Forced Labor were used to develop the L Brands applicable standards.

A specialized assessment is conducted for factories that employ foreign migrant workers as experts believe those workers are most at risk of forced labor and human trafficking.

All factories are required to have a grievance mechanism for workers to file questions or complaints without fear of punishment or reprisal. The factory must adequately demonstrate that a system is available and workers' complaints are responded to and recorded.

All audited factories are assigned a risk level, and additional follow-up actions are taken according to the level of risk.

## **Remediation**

When audits are completed, an email notification is sent to the supplier to alert them that the audit report is available and corrective action may be required. It is the supplier's responsibility to submit all corrective action plans within 30 days. All corrective actions are expected to be completed in 90 days. All corrective action plans must include supporting evidence including photos, policies, supporting documentation to demonstrate implementation of those policies, etc. If a factory does not cooperate with L Brands to make improvements, L Brands has an escalation process in place which includes a warning letter, reduction of business

and ultimately loss of business if they do not take appropriate action to remediate to meet our standards.

L Brands sources from a few hundred suppliers and factories. During fiscal 2017, more than 15,000 audit findings were evaluated across our supplier base through our standard auditing process, which includes a rating protocol where critical questions are weighted higher. Approximately 11 percent of these findings required corrective action, representing a four percent decrease from fiscal 2016.

## **ACCOUNTABILITY**

L Brands maintains policies and procedures that govern the consequences of noncompliance by associates and suppliers with L Brands' sourcing and labor standards. L Brands aligns only with suppliers that share our values and our commitment to ethical and responsible business practices. To ensure that our expectations are clear, our standards are specifically outlined in our Supplier Code of Conduct.

In addition, the IPS Compliance Guidebook is provided to all suppliers and factories. The purpose of the Guidebook is to provide additional clarification to supplier partners and their factories regarding a broad range of compliance standards and requirements, as well as actions for noncompliance that may include termination of business. If we find our supplier is not in compliance with the Supplier Code of Conduct, we will require corrective action as set forth above.

L Brands will not partner with suppliers and factories that are unwilling or unable to work with us to achieve our compliance standards. L Brands also has an Associate Code of Conduct and Guide that outlines our standards and expectations and addresses the consequences of noncompliance.

## **TRAINING**

As L Brands continues to foster strategic relationships with suppliers, we maintain a commitment to supplier education. For suppliers, factory management and associates who have direct responsibility for supply chain management, we host annual awareness and training sessions on all compliance standards in multiple countries around the world. The training includes human trafficking and forced labor awareness as well as steps to take to mitigate that risk within the supply chain of our products.

In addition, we use one-on-one training in conjunction with compliance reviews and corrective action plans to continuously educate our factories on the prevention of human trafficking and forced labor, and to reinforce our Supplier Code of Conduct which explicitly states "prison, indentured, bonded, involuntary or slave labor or labor obtained through human trafficking shall not be used."

L Brands conducts online training for all associates responsible for supply chain management to further educate them on how to identify human trafficking and forced

labor, how to mitigate risks and how to immediately report any potential concerns of human trafficking or forced labor in our supply chain.

In 2017, we also conducted purchasing practices training for Production and Sourcing associates in our lingerie and apparel business. The training covered the potential impact of sourcing decisions on issues such as working hours and wages as well as ethical treatment and welfare of the workers.

In 2013, L Brands supported a pilot training project with the Pacific Links Foundation called [Factory Awareness to Counter Trafficking](#) (FACT) for the purpose of educating factory management and workers in Vietnam on the prevention of human trafficking. L Brands continues to support the FACT training program annually. To date, the Pacific Links Foundation has educated more than 26,000 factory workers and managers in Vietnam.

## **PARTNERING FOR IMPROVEMENT**

### **About Our Sourcing and Labor: Building Capacity**

We have been actively engaged in the development of initiatives and best practices that enhance the capacity of local governments to improve legal compliance and the capacity of our suppliers to comply with the L Brands [Supplier Code of Conduct](#). We have undertaken these initiatives in collaboration or consultation with other leading companies, non-governmental organizations, labor groups, international organizations and multi-stakeholder initiatives.

### **Collaborating With Non-Governmental Organizations**

Additionally, we seek active and constructive engagement and cooperation with labor groups and non-governmental organizations focused on solving problems that may arise at our suppliers' facilities. Through these efforts, we strive to develop effective and sustainable models for addressing challenges throughout our supply chain.

L Brands engages with a broad range of non-governmental organizations, labor unions, academics and other stakeholders to obtain perspectives and information necessary to manage risk in the countries from which we source. L Brands' engagement includes participation with the [Business Council for Global Development](#) (BCGD). BCGD is a coalition of global businesses dedicated to advancing sustainable economic development and the rule of law through capacity building and a rules-based system for global trade and investment.

Some of these stakeholders help us to manage risk through programs that enhance the rule of law (through training and capacity building) and other collaborative activities.

## **EFFECTIVENESS**

L Brands' Supplier Code of Conduct, our Ethics Hotline, training and the compliance standards listed in this statement help to prevent the use of forced labor in our supply chain. Our Master Sourcing Agreement, IPS Compliance Guidebook, due diligence, monitoring, remediation and training ensure that our suppliers are aware of our policies and implement our standards in their processes to minimize the risk of forced labor. We ask our suppliers to continuously make improvements in their compliance performance and educate their factories and subcontractors further up the supply chain. L Brands is also committed to continuously make improvements in our own compliance standards. If we find deficiencies or gain new insights, we update our policies and training to ensure we are in compliance with all applicable laws and reflect lessons learned and alignment with industry best practices.

## **COMMITMENTS FOR IMPROVEMENT**

In 2018 and 2019, L Brands plans to take the following actions to improve our efforts to eliminate human trafficking and forced labor in our supply chain. We caution that any forward-looking statements involve risks and uncertainties and are subject to change;

- L Brands continues to increase our focus on traceability throughout the supply chain, beyond tier 1 suppliers.
- We are updating our online forced labor and human trafficking awareness training for associates and will re-launch in 2018. We will also extend training and awareness further up the supply chain.
- L Brands will continue working to ensure that factories producing for us do not charge recruitment fees to workers, force workers to work in order to repay an incurred or inherited debt or use irregular, delayed, deferred or non-payment of wages as a means to bind workers to employment.
- We will require suppliers to read and certify compliance with our Supplier Code of Conduct, specifically highlighting our No Forced Labor Policy.
- We plan to collaborate further with industry peers, non-governmental organizations and trade unions to address systemic issues at the root of forced labor.

## **APPROVAL FOR THIS STATEMENT**

This statement covers Feb. 1, 2017, to Jan. 31, 2018, and has been approved by the L Brands Board of Directors.



Leslie H. Wexner  
Chairman & CEO