

**WOLVERINE**

worldwide



**Code of Conduct  
&  
Compliance**

September 2012

## **DISCLAIMER**

Neither this Code of Conduct & Compliance nor any other manual distributed by the Company is intended to be either a contract of employment or a modification of such a contract. Additionally, the policies of the Company are subject to change at any time business conditions or other factors may require. Nothing in this manual supersedes the Company policies and procedures. If any provision of this Code is illegal, invalid, inapplicable or unenforceable in whole or in part in any relevant jurisdiction, the legality, validity, applicability or enforceability of the remaining provisions of this Code shall not be affected, and references to any legislation or laws in the Code should be interpreted as references to equivalent legislation and laws in the relevant jurisdiction. Furthermore, unless specifically set forth in a written agreement signed by an authorized representative of the Company, employment with the Company is not for a specified term and is at the mutual consent of the employee and the Company.

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## I. INTRODUCTION

### 1. GENERAL POLICY

This is a Code of Conduct & Compliance (this “Code” or “Code of Conduct”) for employees, officers and directors of Wolverine World Wide, Inc. and its subsidiary corporations, which are referred to as “Wolverine Worldwide” or as the “Company”. The responsibility for compliance with this Code, including the duty to seek interpretation when in doubt, rests with each employee, officer or director.

Wolverine Worldwide is dedicated to quality products, the satisfaction of customers, the well-being of employees and business associates, and the preservation of the environment. The Company’s commitment to caring extends to the way in which we conduct our business. All employees, officers and directors are expected to develop an understanding of the laws that govern our business and to comply fully with them. All employees, officers and directors are further expected to conduct the affairs of our Company in accordance with the letter and the spirit of this Code. Honesty is *always* the best policy. The use of Company personnel or assets for any unlawful purpose is strictly prohibited.

This Code also applies to the Company’s partners, sources and vendors as described in Section 17.

Any questions regarding this Code of Conduct & Compliance and any violations of the Code should be directed to R. Paul Guerre, the Company’s Vice President, General Counsel and Secretary, at (616) 863-4228. See Section 21 “Administration and Enforcement” for further information.

### 2. THE ROLE OF ETHICS AND CONDUCT IN THE FUTURE OF OUR COMPANY

Ethics define the way we live and work. They help us do the right thing and avoid damaging consequences.

The Company’s reputation for integrity is tested every day by the way you treat customers and conduct business. Honesty, fairness, and keeping commitments must be hallmarks of the way you do business.

Sell our products and services on their merits. Describe them truthfully and without exaggeration to our customers. Ensure that commitments are honored and that all customers receive the highest quality service that you can provide.

Unless our ethical standards are uniformly and strictly maintained by everyone, everywhere, it is possible for a single wrong act to undo years of constructive growth. We have learned that proper observance of a carefully planned program of ethics is absolutely essential to the continued growth and success of our Company.

This is the challenge to every employee, officer and director.

### 3. ETHICS AT WORK

The Company’s ethical principles and Code of Conduct have been developed in detail and formalized in this book. These pages contain important information you need to know about the Code of Conduct and how you should conduct yourself. Some parts of it are complicated. Some are made up of good judgment and common sense. All are serious.

Wolverine Worldwide expects that you will employ the principles behind these standards in the workplace and apply them to the reality of everyday challenges. Our Code of Conduct & Compliance must become part of everyone’s personal work ethic. We encourage you to **adopt** the Code as your own rather than for us to **impose** it on you. There is a world of difference between the two positions.

One involves **enforcement**. The other, **reinforcement**.

If we really care about our individual futures and the future of the Company, we will make this program work by working together.

## II. CODE OF CONDUCT & COMPLIANCE

### 1. BUSINESS ETHICS

Wolverine Worldwide values its reputation for integrity. Employees, officers and directors must exercise the highest standards of personal conduct and endeavor to deal fairly with the Company; its customers; suppliers; competitors; other employees, officers and directors; and in relations with officials of all governments, domestic or foreign. Employees, officers and directors should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Employees, officers and directors must protect Company assets and ensure their efficient use. Employees, officers and directors must always strive to keep in strict compliance with both the letter and spirit of all laws and regulations that apply to their business units. In some instances, laws and regulations may be ambiguous and difficult to interpret. Nevertheless, management and the Company's General Counsel have access to legal advice in every country where the Company and its subsidiaries operate and employees, officers and directors should seek such advice as is necessary to comply with this policy and the law. Employees, officers and directors of all subsidiaries that operate outside the United States are required to follow local standards and laws.

The following examples, while obviously not exclusive, are intended to illustrate the Company's policy on business ethics in various situations.

#### **Example 1 International Transactions**

Compliance with the Foreign Corrupt Practices Act is mandatory. Regardless of local customs or practice, no employee or other person acting on behalf of the Company or any subsidiary anywhere in the world should engage in unethical activities. No employee, officer, director, or representative of the Company should offer, pay, promise to pay, give, or authorize any offer, payment, or gift of any money or anything of value to any "foreign person," or any agent or any intermediary of any "foreign person," if such action is taken for purposes of:

A. Influencing any act or decision of any "foreign person" in its or his/her official government capacity, including a decision to fail to perform its or his/her official functions or to purchase Company products; or

B. Inducing such "foreign person" to use its or his/her influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist Company or any subsidiary in obtaining or retaining business for or with, or directing business to, any person. As used in this policy: (1) the term "foreign person" means any "foreign official," foreign political party, candidate for foreign political office, or other person who is or under the circumstances should be expected to contact one of the foregoing directly or indirectly in furtherance of a purpose prohibited by this policy; and (2) the term "foreign official" means any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or any person acting in an official capacity for or on behalf of such government or department, agency, or instrumentality, but does not include any employee of a foreign government or any department, agency, or instrumentality thereof whose duties are essentially ministerial or clerical.

Furthermore, United States law imposes severe criminal penalties on individuals who corruptly give or offer to give anything of value to any foreign official for the purpose of influencing the decision of the office or his government. All questions concerning this law should be promptly directed to the General Counsel.

#### **Example 2 Contributions**

A. Political contributions or expenditures of Company assets for political purposes are illegal and are strictly forbidden.

The term "contribution or expenditure" includes any direct or indirect payment, distribution, loan, advance, deposit or gift of money, or any services or anything of value to any candidate, political party or committee, organization, or any other person in connection with any election to any federal, state, or local office. Accordingly, Company property shall not be given to nor lent to any political organization, candidate, or entity. Not included within the definition of "contribution or expenditure", and therefore permitted political activities, include the following:

1. Communications by the Company to its stockholders, executives, administrative personnel and their families on any subject.
2. Non-partisan communications, registrations and get-out-the-vote campaigns.
3. The establishment, administration, and solicitation of contributions to a separate segregated fund (commonly referred to as a PAC) established or approved by the Company's Board of Directors.

Political candidates will be permitted on Company premises subject to the requirements of the Federal Election Commission Regulations and subject to prior notice to the Company's General Counsel and approval of the facility's manager.

No employee of the Company may engage in political work for a political candidate or a political party on Company time, unless the employee receives advance approval from the Senior Vice President of Global Human Resources and makes up the time lost or takes legitimate vacation time.

B. Charitable contributions, upon approval by the Company's Charitable Foundation, within the limits of authorized expenditures, may be given to any donee to which contributions qualify as charitable contributions under the U.S. Internal Revenue Code or, in the case of foreign subsidiaries, applicable foreign income tax laws. The income tax consequences of making charitable contributions of products or assets should be considered in each instance.

### **Example 3 Candor in Dealing with Auditors, Attorneys, Etc.**

The CEO, CFO or General Counsel must be informed at all times of matters which might be considered sensitive in preserving the Company's reputation. No one should conceal information from the Company's internal or independent auditors (although, in appropriate circumstances, prior clarification of a matter and consultation with the Company's General Counsel or Chief Financial Officer is encouraged if questions exist) or the Company's internal or outside legal counsel.

### **Example 4 Proper Accounting and Internal Controls**

A. Compliance with generally accepted accounting principles and controls is expected at all times. The books of account, budget proposals, economic evaluations for projects and the like must truly reflect the economic realities underlying the transactions they record. All assets of the Company and its subsidiaries, particularly bank accounts, are to be recorded in the regular books of the proper entity.

B. The Chief Financial Officer of the Company is responsible for determining that the system of internal accounting controls in effect from time to time for the Company suffices to provide reasonable assurances that:

1. Transactions are executed in accordance with management's general or specific authorization;
2. Transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) to maintain accountability for assets;
3. Access to assets is permitted only in accordance with management's general or specific authorization;
4. The recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

C. The general manager of each division, department or location is responsible for:

1. Safeguarding the assets of the Company either found at or involved in the activities of that location;
2. Carrying out management directives and policies at or involving that location; and
3. Ensuring that transactions are executed only in accordance with management's general or specific authorizations and in accordance with any applicable operating procedures.

D. The general manager of each division, department or location and the division or unit controller for that location are jointly responsible for:

1. Ensuring that the books, records and accounts for that location accurately, fairly, and in reasonable detail reflect the transactions, acquisitions, and dispositions of the assets of the Company with which that location is involved; and
2. Maintaining the system of internal accounting controls for that location so that the standards referenced above are met continuously with respect to that location.

E. Each division or unit controller has a dual reporting responsibility: an operational reporting relationship to the general manager and a functional reporting relationship to the corporate controller.

## 2. CONFLICTS OF INTEREST

All employees, officers and directors must discharge their responsibilities to the Company solely on the basis of the Company's best interests, independent of personal considerations or relationships. No employee, officer or director should take for himself or herself personally any opportunity that is discovered through the use of the Company's property, information or position or otherwise use the Company's property, information or position for personal gain. Each employee, officer or director should protect the Company's assets by reporting to the General Counsel any theft, waste or use of the Company's assets in a careless manner or for any non-legitimate purpose. No employee, officer or director should compete with the Company or have a financial interest in any competitor, supplier or customer of the Company, unless such interest arises solely from investment in an insignificant portion of the securities issued by a publicly traded company or the Company's Chief Executive Officer or General Counsel approves such interest after full disclosure of all facts. No employee, officer or director or member of any employee's, officer's or director's family should make or accept any payment, loan, or gift, which might influence or appear to influence the employee's, officer's or director's judgment in performing a job duty. Any interest or circumstance that might appear to compromise an employee's, officer's or director's duty of loyalty to the Company should be promptly disclosed to the employee's or officer's supervisor or to the Company's General Counsel.

The following examples, while obviously not exclusive, are intended to illustrate situations that would be considered conflicts of interest.

### **Example 1      Personal Investments**

Ownership, direct or indirect (including ownership by a member of an employee's family), of a financial interest in any business that is a competitor of the Company or that does or seeks to do business with the Company.

### **Example 2      Business with Family Members**

Conducting business on behalf of the Company with a member of the employee's family or a business organization with which a member of the employee's family has an association.

### **Example 3      Outside Employment**

Employees and officers must report any proposed outside employment to the Company. Any employee or officer who already has outside employment should promptly report it to the Company. The potential conflicts of interest posed by outside employment will often require judgment calls, and the Company reserves the right to prohibit outside employment in situations where the Company determines that such employment could be harmful to the Company.

### **Example 4      Loans**

Lending to or borrowing from any competitor or supplier of the Company or from any business organization that does or seeks to do business with the Company, except normal arm's-length loan transactions with commercial banks or other institutional lenders.

**Example 5 Property Interests**

Purchasing, leasing, or having any interest in land, buildings, equipment, or any other real or personal property with knowledge that the Company has an active or potential interest in such property.

**Example 6 Personal Relationships and Conduct**

Every employee, officer and director has the right to determine his or her personal relationships or standards of conduct. The Company, however, reserves the right to terminate employment where it views an employee's or officer's personal relationships or conduct as having the potential to disrupt the Company in any way, damage the Company, or reflect adversely on the Company.

**3. ANTITRUST COMPLIANCE**

The Company has a policy of strict adherence to the antitrust laws. The antitrust laws are designed to promote competition by prohibiting all agreements or understandings that fix prices, allocate customers, or have a similar anti-competitive effect. The Company and its employees, officers and directors are expected to comply with the rules that follow and to seek further explanation when in doubt.

**A. Discussions with Competitors**

All employees, officers and directors are strictly prohibited from discussing or communicating with any competitor concerning the following subjects:

- \* Prices or Bids
- \* Terms of Sale
- \* Distributors or Territories
- \* Customers
- \* Production levels
- \* Profit levels
- \* Any other competitive information

Employees, officers and directors are also prohibited from receiving such information from a competitor under any circumstances. You may obtain information about competitors, however, from their public disclosures or from other sources such as distributors, customers, or the media.

**B. Agreements with Competitors**

No employee, officer or director must ever enter into any agreement or understanding with a competitor concerning prices, bids, terms of sale, or other subjects listed above. The prohibition against such agreements with competitors includes not only formal contracts but also oral agreements, so-called "gentlemen's agreements", silent approvals, and the like. Remember that, in a competitive market, prices and terms of sale may be similar among competitors since we are all generally subject to the same economic pressures. Any discussion by you with a competitor concerning these subjects may give rise to suspicion of collusion. It is, therefore, of the utmost importance to avoid any contracts or agreements and even conversations with competitors that might support any suspicion of collusion.

**Example 1** Bill is a manager for a competing footwear manufacturer, NewShoes. You encounter Bill while visiting a customer. After small talk, Bill hands you a copy of NewShoes' price list. He says, "This is our new price list. You may as well have it since you'll get it from your customer anyway." **DO NOT ACCEPT THIS PRICE LIST.** Although you may obtain the price list from other sources, you should never accept or seek competitive information from a competitor since such conduct may be used as evidence of an illegal understanding or agreement.

**C. Pricing Decisions**

The Company's pricing decisions must be independently made in light of relevant market conditions and competitive information obtained from non-competitive sources. Such decisions must never be based upon any communication or agreement with a competitor.



**Example 2** While visiting a customer, the customer hands you a price list from a competitor, NewShoes. Generally, there is nothing wrong with obtaining information about a competitor from a third party, such as a customer. Two precautions are in order. First, be cautious that the customer is not giving you the information at the request of a competitor with an expectation that you will do the same. Second, make a notation directly on the price list showing the date when it was received, the individual from whom it was received, and your initials. This will eliminate any question in the future as to the source of the information.

#### **D. Trade Associations**

Employees, officers and directors who participate in industry trade associations or attend trade shows must not engage in any discussions or activities that might suggest collusion with a competitor. Consequently, employees, officers and directors must immediately terminate any discussion with a competitor about prices, bids, terms of sale, or the other prohibited subjects listed above. It is not acceptable simply to remain silent during such a discussion; you must affirmatively terminate the discussion and leave the room or the meeting if necessary. Attendance at trade association meetings should be approved by a Vice President or more senior officer of the Company.

#### **E. Pricing Decisions of Customers**

The Company's customers must also make their pricing decisions independently based on relevant market conditions and information obtained from non-competitive sources. Accordingly, employees, officers and directors must never direct customers to charge a specific retail price or recommend that a customer's prices be higher or lower. From time to time, the Company publishes recommended retail prices for certain products and any inquires concerning retail prices may be referred to the published recommended retail prices. No customers are obligated to adopt any prices recommended by Wolverine Worldwide and all pricing decisions are made independently by customers. Similarly, employees, officers and directors are strictly forbidden from telling any customer what another customer's retail prices for the Company's products are or will be in the future.

**Example 3** While visiting a store where Wolverine Worldwide products are sold, you are asked for a recommendation on where retail prices should be set. Because some retail stores are owned by the Company while many are independently owned and because some of these stores compete with each other, you are prohibited from making such a recommendation. Instead, you may refer the customer to the published listing of recommended retail prices and should say that retail-pricing decisions must be made by the retailer. The Company routinely provides retailers with margin information to assist them in making these decisions.

**Example 4** While visiting a footwear retail store customer, the customer complains about another retail store's low retail prices on footwear and asks you to relay the complaints. You know that the other store is about to raise its retail prices. Should you relay your customer's complaints or advise your customer that the other retailer is about to raise prices? The answer in both cases is "NO." Relaying any pricing information or complaints about the level of retail prices makes you a conduit of pricing information between competitors and could result in both you and the Company being defendants in an antitrust prosecution. For the same reason, you should not tell the complaining customer that the other store is about to raise prices.

#### **F. Refusals to Deal**

The Company is free to decide whom it will and will not do business with as long as it does so independently and without unlawful discrimination. The Company's General Counsel should be consulted before the Company refuses to sell to any customer or prospective customer for other than valid credit reasons or market distribution strategies. The Company's General Counsel should also be consulted before implementing any agreement with another company to do or to refrain from doing business with a third party.

#### **G. Price Discrimination**

The Company's products and services are to be made available to customers on a fair and equitable basis without discrimination in price, unless a lower price is justified by a demonstrable cost savings or is necessary to meet an equally

low price of a competitor. Preferential pricing based upon reciprocal favorable treatment, commissions, or other payments by a customer are prohibited.

**H. Sales Agents**

Many of the Company's products are sold through sales representatives, distributors, and licensees. Sales representative, distribution, and license arrangements are regulated by antitrust and other trade laws. Any agreements between the Company and a sales representative, distributor, or licensee, any agreement designating terms or a territory for the sale of products and any determination to terminate a sales representative, distributor, or licensee must be reviewed in advance with the Company's General Counsel.

**I. Unfair Competition**

Generally, marketing communications should address the merits of the Company and its products. NO employee, officer or director may communicate inaccurate information about a competitor or competitive products. Never make a derogatory statement about a competitor or its products unless the statement is supported by facts that you can prove.

**J. Advertising**

All advertising commissioned by the Company must be carefully reviewed to assure that it is true and not misleading. Relevant facts may not be omitted if their omission makes the advertising deceptive.

**K. Penalties**

The penalties for violating the antitrust laws are severe. If an employee, officer or director commits an antitrust violation, the Company may be exposed to substantial criminal fines even though the employee's, officer's or director's conduct was against Company policy. The Company may also be subject to triple damage civil suits by those injured. Individuals who commit an antitrust violation may be convicted of a felony and sentenced to a term of imprisonment, and may also be required to pay substantial criminal fines. These penalties apply even though the individual did not personally benefit from the conduct. In addition, employees, or officers found to have engaged in antitrust violations will be disciplined by the Company, which may include termination from employment and loss of benefits. The Company also may take appropriate action against a director found to have engaged in violations of the antitrust laws.

**4. EQUAL EMPLOYMENT OPPORTUNITY**

It is the policy of Wolverine Worldwide that all applicants for employment are recruited, hired, assigned and employed on the basis of merit, without discrimination because of race, religion, color, sex, age, national origin, veteran status, protected disability and other protected status as defined by laws in various jurisdictions. It is also the policy of Wolverine Worldwide to comply with various state and local laws regarding sexual orientation discrimination.

The employment policies and practices of the Company have been and will continue to be such as to ensure that all of its employees, officers and directors are treated equally and that no distinctions are made in compensation, opportunities for advancement, including upgrading, promotion and transfer because of the employee's race, color, religious beliefs, sex, age or national origin.

In order for Wolverine Worldwide to meet its affirmative responsibility to administer a meaningful non-discriminatory policy, it shall continue to be standard operating procedure at Wolverine facilities to seek out and recruit minority group applicants, and to maintain contact with responsible disabled, female, minority and veteran group employment sources to provide the Company with continuous exposure to these labor markets.

All Company management personnel are instructed to take affirmative action in the area of recruitment, selection, training and promotion of disabled individuals, disabled and other eligible veterans and female and minority group applicants and employees.

The Equal Employment Opportunity Compliance Officer and Human Resources Division are available to assist others in carrying out their responsibilities. The overall responsibility for the Affirmative Action Program is assigned to the Senior Vice President of Global Human Resources. Ronda Hellings has been appointed EEO Compliance Officer and is responsible for design, implementation, audit and reporting, so that management is informed of the progress of the Affirmative Action Program.

All management and supervisory personnel understand that their performance is being evaluated on the basis of their Equal Employment Opportunity/Affirmative Action efforts and results as well as other criteria.

## **5. HARASSMENT POLICY**

Wolverine Worldwide will not tolerate any form of sexual harassment or other unlawful harassment. Sexual advances, requests for sexual favors and other verbal or physical conduct or communication constitutes harassment when:

1. Submission to the conduct or communication is made either an explicit or implicit condition of employment;
2. An employee's, officer's or director's submission to or rejection of such conduct is used as the basis for or a factor in any employment decision affecting the individual; or
3. The conduct or communication has the purpose or effect of substantially interfering with an individual's employment or creating an intimidating, hostile or offensive work environment. The hostile environment standard applies to harassment on the basis of race, sex, color, national origin, religion, age or disability.

The creation of an intimidating, hostile, or offensive work environment may include any behavior that is not welcomed by the employee and is personally offensive. Such behavior includes repeated sexual flirtations, advances, or propositions, continued or repeated verbal abuse of a sexual nature, sexually related comments and joking, graphic or degrading comments about an employee's, officer's or director's appearance, the display of sexually suggestive objects or pictures, or any uninvited physical contact or touching, such as patting, pinching or repeated brushing against another person's body.

Other prohibited forms of harassment include jokes, verbal abuse and epithets, and degrading comments. The display of objects and pictures and other offensive conduct relating to an individual's race, religion, color, national origin, ancestry, handicap, medical condition, disability, marital status, age or sexual orientation, all as defined and protected by applicable law, or the uploading, downloading, printing, viewing or otherwise transmitting via the Company's electronic resources, any material that a reasonable person would consider to be defamatory, offensive, harassing, disruptive, or derogatory are also prohibited.

It is each employee's, officer's and director's responsibility to eliminate all forms of prohibited harassment. It is particularly the responsibility of each supervisor to prevent such behavior from occurring within his or her work area and to provide a work environment free from all harassment. It is the responsibility of each and every employee, officer and director to report all incidents of harassment forbidden by this policy. We request that you immediately make any report so that a prompt and thorough investigation can be done and appropriate action taken.

The Company will not tolerate any form of reprisal or retaliation against an individual reporting any incident of claimed harassment.

Any individual who feels victimized by sexual harassment or other unlawful harassment should immediately report the alleged harassment to his/her supervisor or the Human Resources Department. Complaints should be filed in writing when possible and submitted to the Senior Vice President of Global Human Resources, 9345 Courtland Drive, Rockford, MI 49351.

A representative of the Human Resources Department will be assigned to investigate the complaint. In cases of alleged sexual harassment, whenever possible, the investigator will be of the same gender as the person who files the complaint. Complaints will be promptly and carefully investigated.

An investigation may include interviews of possible witnesses including the person claiming the harassment and the person or persons claimed to be involved in the harassment. The privacy of the person issuing the complaint, of the person accused, and the steps taken in the investigation will be protected to the extent possible, except that the employer will report its finding to the person making the complaint and to the person or persons who are claimed to be involved.

When the investigation is complete, the parties and investigator involved shall present the complaint and results of the investigation to the Corporate EEO Compliance Officer. The EEO Compliance Officer shall determine the appropriate action to be taken on the complaint. If the employer's investigation establishes that the complaint is valid, immediate and appropriate corrective action will be taken, up to and including termination.

If either the complainant or the accused feels that an unfair disposition has been made, the complaint, investigation, and disposition will be forwarded to the Senior Vice President of Global Human Resources for review. Disposition made at this level is final and binding on all parties involved.

## 6. WORK SAFETY

Wolverine Worldwide, Inc. is committed to providing its employees, officers and directors with a safe workplace. The Company makes every reasonable effort to minimize risks associated with its operations to ensure a safe, healthy, and productive workplace.

Company management is responsible for the safety of all employees who report to them. All employees are responsible for incorporating safety into their day to day operating practices. Safety is one of an employee's most important job responsibilities.

### HOW EACH EMPLOYEE CAN CONTRIBUTE TO A SAFE OFFICE ENVIRONMENT

- Learn the safety practices for your job and follow them.
- Pay close attention to training materials and ask questions if you do not understand.
- Know the potential hazards of your job.
- Files, desk drawers, and overhead bins should not be left open and unattended.
- Exits and aisles must not be obstructed. Materials should be stacked and limited in height so that they are stable.
- Storage areas must be kept free from the accumulation of materials that could cause tripping, fire, or explosion.
- Electrical cords or plugs that are frayed or have exposed wiring should not be used.
- Personal electrical appliances or items with a heating element (space heater, coffee pots) are only allowed with prior approval by the facilities engineer.
- The use of personal fans must be authorized by management. If permitted these must meet OSHA compliance.
- Do not engage in horseplay such as pushing, tripping, throwing objects, etc.

### PRODUCTION AND WAREHOUSE FACILITY VISITATION

When an employee's job requires visitation to these areas, he or she must:

- Sign in and out so we can account for you in an emergency (fire, tornado, etc.).
- Wear safety glasses in production areas. Visitors may obtain safety glasses from unit offices or reception areas.
- Wear closed toe and heel footwear in production areas. Open-toed or heeled footwear is allowed only in office areas.
- Obey all other facility safety rules, signs, and instructions.

### EMERGENCY PLANS

Emergency procedures have been developed for the safety of employees. It is each employee's responsibility to know the location of the nearest exit and severe weather gathering area and to treat all alarms as real.

### ERGONOMICS

Ergonomics is the practice of arranging an employee's workstation to fit his or her body. The following guidelines for employees can prevent discomfort and enhance productivity.

- **Chair:** should be adjusted to keep the upper legs parallel to the floor and the lumbar support at your waistline. Your feet should be resting comfortably on the floor or on a footrest.
- **Keyboard/mouse:** should be adjusted so that your wrists are straight and your forearms are parallel to the floor when you key. Your mouse should be adjacent to your keyboard.
- **Monitor:** the top of the screen should be approximately parallel or slightly below eye level. It should be at least 18 inches in front of your eyes, approximately at arm's length.
- **Frequently used objects:** should be kept close to you to avoid excessive forward or sideways reaches (calculators, telephones).
- **Stretching:** varying your work tasks or stretching throughout the day can also prevent or relieve muscle tension.

If you experience discomfort, ask your Supervisor to contact the Corporate Safety & Health Department to assist you with proper workstation adjustment.

## **ACCIDENT REPORTING AND INVESTIGATION**

**The following procedures apply to each employee who is involved in an accident:**

- You must report every work-related accident, whether injured or not, to your Supervisor after it occurs.
- You and your Supervisor must complete a written accident report within 24 working hours. An investigation is completed to identify a correctable cause in order to prevent a recurrence.
- You are expected to fully cooperate with this accident investigation process.

## **INJURY/ILLNESS REPORTING**

**The following procedures apply to each employee:**

- It is Company policy that you report every work-related injury, no matter how slight, to your Supervisor immediately after it occurs.
- Reporting every injury immediately can minimize the potential for infection and other serious complications.
- Work-related illnesses must be reported when the symptoms begin.

## **MEDICAL CARE**

**The following procedures apply to employee medical care:**

- There are trained first aid and CPR personnel in each facility to assist in the event of an emergency or urgent medical need.
- If you are injured while traveling for business or while working in a facility outside of Michigan, you must contact the Human Resources Representative in your country to arrange medical attention for those injuries or illnesses that do not need immediate medical attention.
- In the event you are referred for medical care for a work-related injury when the Human Resources staff is not available, you are required to contact the Human Resources to report the injury and arrange an appointment before the start of your next work day/shift.
- Employees obtaining medical treatment for work-related conditions without prior authorization may be responsible for any costs associated with this treatment.

## **7. INTEGRITY OF BOOKS AND RECORDS**

The Company's business records must, by law, be accurate and reliable. All business records, including expense reports, financial statements, service records, operations and manufacturing reports, reports to auditors, and reports to government agencies, must be prepared with diligence and honesty. No false or misleading entry shall be made in the records of the Company for any reason. No undisclosed or unreported fund or asset of the Company shall be established for any purpose. Compliance with generally accepted accounting principles and established internal controls is required at all times. All business records must be retained for the periods required in the Company's records management policy.

## **8. ELECTRONIC RESOURCES POLICY**

The Company gives you access to electronic resources, which include the Internet, electronic mail (e-mail), voice mail, instant messaging, facsimile, computers, telephones and other electronic resources to help you in doing your job. All employees, officers and directors are responsible for using these electronic resources in a professional, ethical, and lawful manner.

The Company's electronic resources provide access to the Internet containing vast sources of information and many diverse points of view. Users of the Internet may encounter material that is inappropriate, offensive, and often illegal. The Company cannot control the availability of this information or restrict access to it. You are responsible for the material you review and download on the Internet.

Incidental and occasional personal use is permitted subject to an employee's Supervisor's discretion, and subject to the restrictions in other Company policies. You may not use the Company's electronic resources for any of the following: creation or distribution of chain letters; passing off your own views as those of the Company's; moonlighting or searching for another job; jokes; political causes or activities; sports pools or gambling; religious activities; or listservs for non-work-related purposes.

### **Restrictions on Content**

You may not upload, download, or otherwise transmit via the Company's electronic resources, any material that a reasonable person would consider to be defamatory, offensive, harassing, disruptive, or derogatory. This includes but is not limited to sexual content or images, racial or ethnic slurs, and comments or images that would offend on the basis of race, gender, national origin, sexual orientation, religion, political beliefs, or disability. You are also prohibited from using the Company's electronic resources for any illegal or unethical purposes including, but not limited to, pornography, violence or gambling.

### **Other Prohibited Activities**

In addition to other prohibitions, you may not:

- a. Upload, download, or otherwise transmit without Company authorization copyrighted, trademarked, patented, trade secret, or other confidential, private, or proprietary materials, unless permitted by the owner of such materials. You may not upload, download, or otherwise transmit illegal information or materials.
- b. Use the Company's electronic resources to gain unauthorized access to remote computers or other systems, or to damage, alter, or disrupt remote computers or systems in any way.
- c. Enable unauthorized third parties to access or use the Company's electronic communications systems, or otherwise jeopardize the security of the Company's electronic communications systems.
- d. Read misaddressed e-mail. You must delete misaddressed e-mail messages immediately upon discovering that the received message is misaddressed.
- e. Send materials anonymously via the Company's electronic resources.

### **Ownership of Messages**

The Company owns all information and material created, spoken, sent, received, accessed, or stored on its electronic resources. You should assume that any communications, whether business related or personal, may be read or heard by someone other than the intended person.

The Company reserves the right to keep your e-mail address active for a reasonable period following your departure from the Company

### **Monitoring Use of Electric Resources**

Wolverine Worldwide has the right to monitor, access, retrieve, read, and disclose all information and material – whether business related or personal – that is created, sent, received, accessed, or stored on its electronic resources. The Company may access such information and material for any legitimate business purpose. Wolverine Worldwide may disclose externally, for any business or legal purpose, information and material it obtains through access or monitoring. Wolverine Worldwide reserves the right to disclose to law enforcement officials or other government agencies all material created, sent, received, accessed, or stored on the Company's electronic communications systems without notice to the originators or recipients of such material.

### **Viruses and Tampering**

Any files downloaded from the Internet and any computer disks or other forms of electronic media storage received from non-Company sources must be scanned with virus detection software before installation and execution. The introduction of viruses, attempts to breach system security or other tampering with any of the Company's electronic resources are prohibited. You must immediately report any viruses, tampering or other system breaches to the information systems department.

## **Use of Computer Software**

The Company uses computer software in its business operations. In most cases, the Company does not own the software but is only licensed to use it. Any duplication of software, except for backup purposes, violates both the license agreements and the copyright laws, and subjects the Company and the individual to civil damages and criminal penalties.

You may not copy software or its accompanying documentation for use on any other computer at the Company or elsewhere. You may not give Company software or copies of Company software to anyone outside the Company.

To aid in enforcement of this policy, and to help prevent damage to our computer system through viruses or defective software, it is the Company's policy that all computer software must be approved by the information systems department prior to use. You may not bring software from home or elsewhere for use on Company computers without obtaining such approval.

The content of computer storage media in conjunction with Company operations or computers owned by the Company may be inspected at any time for compliance with this policy. Software purchased by the Company will be operated in accordance with the licensing agreements that regulate its use. All employees agree to follow these policies as a condition to using the Company's computers and software.

## **Use of Encryption**

Encryption of messages without the Company's authorization or contrary to Company procedure is prohibited. Programs or files containing encryption technology must not be placed on the Internet or transmitted in any way outside the United States without prior written authorization from the information systems department.

## **Violations**

Violations of this policy, including breaches of confidentiality or security, may result in suspension of some or all computer privileges, including but not limited to use of e-mail, instant messaging, or the Internet; disciplinary action; or termination. The Company reserves the right to hold you personally liable for any violations of this policy.

## **9. INVENTIONS OWNED BY COMPANY**

All Inventions (defined below) are owned solely by the Company. Employees and officers are required to assign to Wolverine all Inventions without royalty or other consideration, whether or not the Invention arose during normal hours of employment or with the use of Company facilities, materials, or personnel. All copyrightable subject matter created by an employee or officer within the scope of his or her services to the Company constitute "works-made-for-hire" as set forth in 17 U.S.C. Section 101 and are the property of the Company. Each employee or officer is obligated to promptly notify the Company of all Inventions created, conceived or developed and to assist the Company in acquiring, maintaining, defending and enforcing intellectual property rights in all Inventions. "Inventions" means all intellectual property, including, but not limited to, ideas, inventions, developments, discoveries, concepts, processes, techniques, formulas, products, materials, works of authorship, software, and the like, as well as any related improvements or know-how (whether patentable or not) that arises during the term of employment that pertains to any present or prospective activities of the Company or are suggested by or otherwise arise out of the employee's or officer's work. Any exceptions to this policy may be approved only in writing by the Company's General Counsel.

## **10. IDEA SUBMISSIONS BY THIRD PARTIES**

The Company's policy is to not accept any idea submissions from any outside person unless that person has signed a confidential waiver form. You are not permitted to review, consider or even accept an idea submission from an individual that is not directly employed by Wolverine Worldwide unless the Company's standard confidential waiver form has been executed in advance by that individual. If you receive an unsolicited idea submission by mail, facsimile, email or otherwise, you are required to forward the submission to the Wolverine Legal Department without any review of the submitted idea. You may not sign confidentiality, non-disclosure, invention or similar agreements unless specifically approved and authorized by the General Counsel.

## **11. PRODUCT SAFETY**

The Company has an obligation and is committed to ensure that there is no unreasonable risk of harm to any person using our products. You must exercise care in formulating, producing, storing, and transporting Company products to assure that quality

standards are met. Testing and inspections must conform to policy and be properly documented. Product advertising, packaging, and labeling must be informative, accurate, and in conformity with regulations. You must promptly report any defect, danger, or misrepresentation associated with a Company product to your supervisor, plant manager, the General Counsel, or the CEO.

## **12. ENVIRONMENTAL RESPONSIBILITY**

Wolverine Worldwide's goal is to respect the environment and to achieve and maintain compliance with environmental laws and regulations. You should strive to meet this goal in the performance of your duties. If you observe or are aware of environmental problems or violations involving the Company you are expected to report this information to the person at the plant responsible for environmental compliance, the plant manager, the Director of Corporate Engineering or the General Counsel. As appropriate, environmental factors should be considered in business decisions and planning at Wolverine Worldwide. For our plants outside the United States, Wolverine Worldwide's goal is to achieve and maintain compliance with the environmental requirements in those countries. In order to enhance Wolverine Worldwide's environmental compliance, periodic environmental compliance audits will be performed at our facilities.

We have paper and aluminum can recycle programs at our facilities and you should reduce materials wherever possible. As facilities are built or remodeled, we incorporate environmental technology to reduce refuse and conserve energy expenditures of water, electricity and other fossil fuels. Wolverine Worldwide is also active in the ADOPT-A-HIGHWAY program in which we recruit employee volunteers.

## **13. PURCHASING POLICY**

Generally, all purchases or commitments for the purchase of goods, supplies, equipment, or services for the Company must be made by the Company's Purchasing Department or approved by an appropriate officer of the Company. Except as specifically authorized, employees are not permitted to purchase goods or services on behalf of the Company. Employees who are contacted by persons seeking to sell goods or services to Wolverine Worldwide should direct all sales proposals to the Purchasing Department. Wolverine Worldwide purchases goods and services strictly in accordance with the Company's best economic interests. In no event are employees, officers or directors permitted to accept any personal benefit in connection with the purchase of goods or services by the Company.

## **14. PAYMENTS AND GIFTS**

The Company's policy is to deal with customers, suppliers, and governmental agencies in a straightforward and aboveboard manner. You are prohibited from making or accepting unlawful payments in connection with the Company's business. Furthermore, you may not accept gifts or favors of value in connection with the conduct of the Company's business unless recognized as proper, such as receiving lunch or dinner in connection with a business meeting. In general, making or accepting any gift or favor with a value of over \$100.00 should be cleared with your supervisor or the General Counsel in advance.

## **15. CONFIDENTIAL INFORMATION**

Except as legally required or as authorized in writing by the General Counsel, you must at all times maintain the confidentiality of non-public information of the Company, its employees, and its customers, suppliers, distributors, affiliated stores, and others with whom the Company does business. Confidential information is information of a confidential, proprietary, or secret nature related to our business or relating to another business disclosed to us in connection with our business. It includes, among other things, all trade secrets, business plans, know-how, manufacturing techniques, research and development information, unpublished financial information or sales data, business forecasts, personnel information, medical information, marketing plans, information concerning customers and vendors and all other non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. Confidential documents must be properly handled and disposed of to minimize inadvertent disclosure.

In certain instances, employees, visitors to Company facilities, or parties to business discussions may be required to sign a confidentiality agreement. You should confer with the General Counsel or your Supervisor concerning any disclosure of confidential information to third parties or any instances when a confidentiality agreement may be appropriate and employees may not sign such agreements without the approval of the General Counsel.



## 16. TRADING AND INFORMATION CONCERNING COMPANY STOCK

### Purpose of Policy

The Company encourages employees to own shares of the Company's stock so that their interests are more closely aligned with the general interests of the Company's stockholders. Because the Company's stock is traded in public markets, employees have certain legal and ethical requirements relating to ownership of and transactions in the Company's shares of stock. The purpose of this policy is to define and communicate the responsibility for compliance with these requirements.

### Material Nonpublic Information

#### A. General Background

"Material nonpublic information" is any information concerning the Company that is not yet public knowledge but that, if publicly known, could be reasonably expected either to affect the price of the Company's stock or other securities or be considered important by a reasonable investor when deciding whether to buy or sell the Company's stock or other securities. The Company and its employees, officers and directors have responsibilities with respect to material nonpublic information. Generally, the Company's material nonpublic information must be treated as strictly confidential and any selective disclosure of material nonpublic information to anyone not obligated to treat it as confidential is illegal.

#### B. Custody of Nonpublic Information

All nonpublic information concerning the Company and its affairs is, and will remain, the property of the Company. Any employee, officer or director coming into possession of nonpublic information acquires no interest or right in that information, and merely holds it as an incident of his or her position with the Company. Employees, officers and directors of the Company in possession of nonpublic information hold such information as trustees for the benefit of the Company.

#### C. Insider Trading

It is against Company policy, and potentially unlawful, for any director, officer, or employee of the Company to buy or sell (also known as "trading") stock or other securities of the Company while in possession of material nonpublic corporate information. Any director, officer, or employee of the Company who is in possession of material nonpublic information must refrain from any trading in the Company's stock or other securities, or recommending to others that they trade in the Company's stock or other securities, until the information has been publicly disseminated or has, through the passage of time or change of circumstances, become immaterial.

#### D. Disclosure of Nonpublic Information

It is against Company policy, and potentially unlawful, for any employee, officer or director of the Company to disclose, except in accordance with this policy, material nonpublic information to persons who are not employed by the Company, or to persons who are employed by the Company who do not have a reasonable need to know such information in the course of performing their work-related duties. The prohibition against disclosure of material nonpublic information applies to disclosure to all third parties, including family members and others living within a person's household.

Material nonpublic information concerning the Company may be disclosed (except for selective disclosures that violate securities laws or regulations):

1. In the Company's annual report to shareholders, quarterly reports, proxy statements, and other general communications to shareholders;
2. In filings and other submissions made by the Company to the Securities and Exchange Commission ("SEC") and other appropriate governmental and regulatory authorities;
3. In authorized press releases and other communications made for general public distribution;
4. By, or as authorized by, the Chairman of the Board, the Chief Executive Officer, the President, the Chief Financial Officer, or the Secretary of the Company; or

5. By other officers and employees of the Company in the course of performing their duties to the Company under circumstances which they reasonably believe will not result in any unlawful use or disclosure of such information or operate to the disadvantage of the Company or its stockholders.

## **Purchases and Sales of Shares**

### **A. General Background**

Employees, officers and directors may violate federal and state securities laws if they buy or sell stock or other securities of the Company while in possession of material information about the Company, which the Company has not previously publicly disclosed. The procedures described in item B below are intended to both promote compliance and limit the risk of inadvertent violations or unfounded allegations of violations.

### **B. Suspension of Trading Activity**

The Chairman of the Board, Chief Executive Officer, President, Chief Financial Officer, General Counsel or Secretary of the Company may, from time to time, notify directors, officers, and in some instances employees, that purchases and sales of the Company's stock or other securities should be suspended until further notice, except for such purchases and sales that are made pursuant to a pre-established 10b5-1 trading plan. Upon receipt of such a notice, all notified persons should immediately cancel any outstanding purchase and sale orders and should refrain from purchasing or selling any of the Company's stock or other securities, including through Company-sponsored benefit plans, or placing any new purchase or sale orders for any of the Company's stock or other securities until further notice.

"Hold" notifications may be made by the designated officers in their discretion when they believe that trading in the Company's stock or other securities by employees, officers or directors would present an unusual risk of liability or the appearance of impropriety or that other circumstances exist that make trading inappropriate. Such holds may be implemented when management becomes aware of material information, which has not been disclosed to the public.

Hold notifications will not generally state the reason for the hold. The existence of a hold on purchases and sales may itself be material nonpublic information. Employees, officers and directors should not communicate the existence of a hold except as provided in the discussion of material nonpublic information in item D above.

## **General Provisions**

### **A. Information and Assistance**

It is the responsibility of each employee, officer and director to be sufficiently informed of his or her obligations under the securities laws to avoid violations.

The Company will endeavor to provide its employees, officers and directors with such information and assistance as they may reasonably require to comply fully with all federal and state securities laws. Such information and assistance will be provided at the expense of the Company. For information and assistance, employees may contact R. Paul Guerre, the Company's General Counsel, at (616) 863-4228.

### **B. Cautionary Note**

The responsibilities of employees, officers and directors described in this policy generally apply to shares of stock or other securities directly owned, and for directors and certain officers, also applies to shares of stock or other securities beneficially owned. The Company has also adopted a Securities Compliance Manual that sets forth additional obligations of directors and certain officers. The Securities Compliance Manual is incorporated into this policy as if set forth in its entirety in this policy. Copies of the Securities Compliance Manual are available upon request from the General Counsel.

References to laws, regulations, and requirements in this policy are for the purpose of identification only. Applicable laws, regulations, and requirements are far more complex than the brief references in this policy might suggest.

### **C. Effect of this Policy**

The responsibilities of officers and employees referenced in this policy are mandatory employment duties. Violation of these duties may result in termination of employment or other disciplinary action. This policy is not, however, intended to create any liability other than that already found in the law. Any responsibility under this policy may be enforced only by the Company.

## 17. ENGAGEMENT CRITERIA

These Engagement Criteria define the guiding principles we value when forming relationships with our partners, sources, and vendors (our “Partners”).

Wolverine is committed to ensuring that these guidelines are followed by its Partners, in all global locations where its portfolio of brands are produced or sold. We expect our Partners to comply with these standards while enforcing these same standards throughout their chosen supply chain. We will monitor activities through on-site inspections, signed manufacturing agreements, and third party assessments. We favor Partners who contribute to the betterment of the communities in which they operate.

### 1. Ethical Standards

We will conduct business only with Partners who display sound and legal practices by conforming to all applicable local and national laws, rules and regulations and applicable treaties. We require that our Partners minimize the potential for conflicts of interest, prohibit the giving or receiving of gifts or gratuities beyond levels we permit for our employees, conduct their business with us in a truthful and open manner, and comply with all specifications, quality criteria, and product requirements.

### 2. Health & Safety

Our Partners must be committed to providing a safe and healthy working and living (if housing is provided) environment that complies with all local laws and regulations, including: adequate medical facilities, fire exits, safety equipment, well-lighted and comfortable work stations, clean restrooms, personal protective equipment, safe storing of chemicals, and a well-known emergency evacuation plan with clear and accessible aisles and exits.

### 3. Environmental

Our Partners must be committed to environmentally safe practices and must be in compliance with all applicable laws and environmental regulations. All waste materials and manufacturing by-products must be disposed of properly in an environmentally responsible manner according to local laws and regulations.

### 4. Employment Practices

- **Wages & Benefits:** Partners must pay wages and provide benefits that meet or exceed the applicable legally mandated minimum requirements. Any wage deductions must comply with applicable law and be clearly communicated to employees.
- **Working Hours:** Except under extraordinary business circumstances, employee working hours of our Partners should not exceed 60 hours per week. Employees must be entitled to one day off in each seven-day period.
- **Child Labor:** Partners must not employ any person under the age of 16 years or any person who is younger than the age for completing compulsory education in the country of manufacture where such age is greater than 16 years.
- **Forced Labor:** Partners and their subcontractors must not use forced, prison, bonded, indentured, or involuntary labor.
- **Disciplinary Practices:** Partners must not subject their employees to mental or physical threats, harassment or abuse.
- **Physical punishment** of any kind by our Partners is forbidden.
- **Non-Discrimination:** We believe in cultural diversity and support employment practices based on individual skills and abilities. Partners must not discriminate in any way.

### 5. Security

Our Partners must provide a safe and secure working and living environment (if housing is provided), and comply with applicable U.S. Customs importing laws and security processes or any other applicable importing laws or security processes of jurisdiction where products will be shipped.

## 6. Freedom of Association

Partners must recognize and respect the legal right of employees to freely associate and join organizations.

## 7. General

We require Partners to maintain records and to permit Wolverine or its designees to periodically audit such compliance. We will favor Partners who demonstrate a willingness and ability to meet these Engagement Criteria.

# 18. REQUESTS FOR INFORMATION

## Public Inquiries

Should any media representative, governmental agency or other third party contact you requesting an interview or seeking information concerning the Company or its products that is not routine, the person should be instructed to contact Christi Cowdin, Director of Investor Relations and Communications, at (616) 866-6271, whether or not the request relates to a confidential or proprietary matter. This will assure that questions are answered by authorized personnel who have unrestricted access to all of the Company's pertinent information. This will also assure that no illegal selective disclosures will occur with respect to any material nonpublic information. Routine inquiries and questions regarding local operations or events can, as has been the practice of the Company, be referred to the local plant manager or supervisor. Generally, that person should inform the Director of Investor Relations and Communications about the inquiry and any response. It is the policy of the Company to reinforce a sense of trust in the Company in all public communications.

Generally, inquiries and questions by securities analysts should be referred to the Chief Financial Officer of the Company. Such analysts routinely visit the Company's booth at various trade shows. You should continue to feel free to welcome them to our booth and answer general questions concerning our products, retail trends and marketing initiatives, but should not disclose specific operational performance or results. These matters are addressed as appropriate by the Executive Officers of the Company.

## Cooperation with Investigators

You should cooperate fully and completely if you are questioned in an internal investigation or by any government official with respect to Company business. Prior to responding to an inquiry from an investigator, you should do two things; (1) ensure that the investigator is bona fide, i.e. has proper authority to conduct the investigation, and (2) contact the General Counsel or, in his absence, the plant manager or your supervisor.

# 19. BUSINESS ENTERTAINMENT

Business entertainment must be directly related to, or associated with, the active conduct of the business of the Company. The purpose of all business entertainment expenses is to enhance or further the business of the Company. Expense reports must be completed with diligence and honesty and all travel and entertainment must be in compliance with the Company's travel policy.

Within the above definition, business entertainment expenses will be allowed and reimbursed, if the following information is provided on an expense report:

1. Date
2. Name of persons entertained
3. Time and place
4. Business purpose
5. Amount (if applicable include the percentage allocated to business)
6. A receipt for all business entertainment expenses exceeding \$10.00

## 20. REPORTING CONCERNS TO AUDIT COMMITTEE

The Company's Board of Directors encourages disclosure of possible violations of any laws, rules, regulations or of this Code, as well as of complaints and concerns regarding the Company's financial statements and accounting, auditing, internal control and reporting practices. Employees, investors, stockholders and other person or entities may report complaints or concerns regarding the Company's financial statements and accounting, auditing, internal control and reporting practices to the Audit Committee by:

- ✓ Contacting the Company's General Counsel, R. Paul Guerre, by phone (616) 863-4228 or mail at 9341 Courtland Drive N.E., Rockford, MI 49351; or
- ✓ E-mailing a report to [wwwcommunications@wwwinc.com](mailto:wwwcommunications@wwwinc.com); or
- ✓ Filing a report (anonymously, if desired) through the Wolverine ReportLine, at [www.WolverineReportLine.com](http://www.WolverineReportLine.com).

All reports and the identity of the reporting person will be kept confidential and will be disclosed only to the Audit Committee, the Board of Directors (as necessary) and those (if any) appointed by the General Counsel to evaluate and investigate such reports. Reports may be made anonymously, although individuals are encouraged to provide their names to facilitate investigation and follow-up. Any employee, officer or director desiring to submit a concern on an anonymous basis should prepare a written summary of the subject matter and the basis for the concern and send it in an unmarked envelope to the Company's General Counsel as indicated above. Any questions concerning the submission of complaints or concerns to the Audit Committee may be addressed to the Company's General Counsel. You may consult the Company's website at [www.wolverineworldwide.com](http://www.wolverineworldwide.com) for additional information about communications to the Company's Board.

In accordance with the applicable law, the Company has and will adhere to a strict policy which prohibits taking or threatening disciplinary or other retaliatory action, including discharge, demotion, suspension, harassment and any other discrimination, against any employee or officer for reporting in good faith or assisting in the investigation of a possible violation of any law, rule, regulation or of this Code, as well as of any complaint or concern regarding the Company's financial statements or accounting, auditing, internal control or reporting practices.

## 21. ADMINISTRATION AND ENFORCEMENT

All Wolverine Worldwide employees, officers and directors are required to follow the provisions of this Code in performing any employment-related duties or when otherwise acting on behalf of the Company. Failure to comply with any provision of this Code by an employee or officer may result in disciplinary action, including termination of employment. The Company may take appropriate action against a director who fails to comply with any provision of this Code.

All supervisory and management personnel of the Company are expected to exercise best efforts to ensure that the Code is adhered to by all employees under their supervision. On at least an annual basis, supervisors and managers will discuss with each employee under their direct supervision the contents and application of this Code and will remind the employee that compliance with the Code is a condition of employment, violation of which may result in disciplinary action, including termination of employment. Regular personnel evaluations of supervisory and management personnel may expressly consider efforts made and results achieved in this area.

### **Compliance Review Officer**

The General Counsel (R. Paul Guerre – (616) 863-4228) will serve as Compliance Review Officer for the Company. Employees are encouraged to call him at any time with questions, comments or suggestions concerning the Code. The Compliance Review Officer will perform the following functions: (1) answer questions and provide guidance concerning the Code to any employee who requests it; (2) arrange for posting of notices, in prominent places accessible to the Company's employees, stating the Company's commitment, in conducting its business, to comply with all applicable laws and regulations and the provisions of this Code, and reminding employees that questions about or reports of suspected violations of the Code should be communicated to supervisors or to the Compliance Review Officer; (3) investigate reports of suspected violations received from any employee and, where appropriate, prepare a written report of the findings; (4) plan, schedule, and conduct, on a periodic basis, information and education programs designed to ensure that all of the Company's employees are aware of applicable laws and regulations and of the provisions of this Code; and (5) plan, schedule, and conduct, at least on an annual basis, an internal audit of employee compliance with the Code.

### **Compliance Review Committee**

The Compliance Review Committee will consist of the General Counsel, the Senior Vice President of Global Human Resources and such other officers as the Company's CEO or Board of Directors may determine. The Compliance Review Committee will have overall responsibility for ensuring compliance with the Code by all employees of the Company. The Compliance Review Committee will monitor and review the activities of the Compliance Review Officer. On at least an annual basis the Compliance Review Committee will report the results to the Board of Directors and the Audit Committee of the Board of Directors of the Company.

As appropriate, the Compliance Review Committee will develop recommendations for improvements and changes in the Code. These recommendations should be presented to the General Counsel of the Company, who will consider them for incorporation in an amendment to the Code. Any amendments to the Code will be promptly circulated to all Company employees.

#### **Reports of Violations and Corrective Action – Whistleblower Protection**

All employees, officers and directors are required to promptly report suspected violations of laws, rules, regulations or this Code to the General Counsel and, as appropriate, their immediate supervisor, plant manager, or the Company's Senior Vice President of Global Human Resources. Any reports will be received with the understanding that no disciplinary or other retaliatory action will be taken against an employee for informing, in good faith, the Company of any suspected violation. R. Paul Guerre, Vice President, General Counsel and Secretary of the Company may be reached at (616) 863-4228. Pamela Linton, Senior Vice President of Global Human Resources of the Company may be reached at (616) 866-5521. Where a Code violation has occurred, appropriate corrective and disciplinary action will be taken, up to and including termination of service to the Company.

#### **Waiver of the Code for Executive Officers and Directors**

If required by applicable laws, rules or regulations, including applicable stock exchange listing standards, any waiver of the Code for directors or executive officers may only be made by the Company's Board of Directors or a Board Committee and must be promptly disclosed to the Company's stockholders.

#### **Distribution and Acknowledgment of the Code**

Each employee, officer and director will be given a copy of the Code at the start of employment (or in the case of directors, upon appointment or election as a director) or at its initial distribution. Each recipient must review the Code and should raise and resolve any questions about the Code with the employee's supervisor, the plant manager, the Senior Vice President of Global Human Resources or the General Counsel. Within two weeks after starting employment, the employee must sign and return to the General Counsel the Acknowledgment attached to the Code or as provided by the Company. Within two weeks after being appointed or elected to the Board of Directors, a director must sign and return to the General Counsel the Acknowledgment attached to the Code or provided by the Company.

#### **Annual Questionnaire and Acknowledgment by Non-Supervisory Personnel**

Annually, all non-supervisory employees not covered by a collective bargaining agreement should reread and review the Code and complete and return to the General Counsel the Annual Non-Supervisory Employee Questionnaire and the Acknowledgment attached to the Code or as provided by the Company.

#### **Annual Questionnaire and Acknowledgment by Supervisory and Management Personnel**

Annually, each supervisory and management employee should reread and review the Code and complete and return to the General Counsel the Annual Supervisory and Management Employee Questionnaire and the Acknowledgment attached to the Code or as provided by the Company.