

RENT THE RUNWAY

# Code of Conduct

# Overview

This Code and our core values describe the standards of conduct expected of everyone at Rent the Runway, Inc. (“RTR”). These help to guide our daily interactions, empower individuals and teams, scale decision making, provide a shared language, and strengthen our culture.

This Code applies to everyone at Rent the Runway throughout the world, regardless of position or tenure. We also expect our contractors, consultants, suppliers and agents to abide by our Code in connection with their work for us.

# Our Core Values

- Everyone deserves a Cinderella experience!
- Dream big and go after it!
- Make the most of what you have... scrappiness is a virtue!
- Debating, honest conversations and collaborating make the company stronger!
- Happiness and positivity is a choice!
- Embrace the RTR family and bring your authentic self to the office each day!
- Bring your best intentions to everything and trust that others do the same!
- Adopt and learn from everything you do!
- Roll up your sleeves and get involved!
- Everyone should be accessible and involved with the day to day elements of RTR!
- We are all founders of Rent the Runway!

# Our Values in Action

## We operate with honesty and integrity.

We keep our commitments to each other and to members of our Community—that is, RTR employees, customers, partners, suppliers, investors and other stakeholders. We endeavor to communicate in an honest and unambiguous way, and avoid making misleading communications, or creating false impressions. We may make mistakes, but we quickly admit and correct them.

## We treat others fairly and respectfully.

We foster a respectful working environment free from discrimination, harassment, and intimidation. We provide equal opportunity in all aspects of employment. We do not tolerate discrimination, harassment, violence, or threatening behavior of any kind. We always treat all members of our community with dignity and respect. We read and follow our Employee Handbook.

## We are responsible and law abiding.

We follow the law. This includes international, national, and local laws, rules, and regulations where we do business. We also report wrongdoing, if we encounter it, and follow the reporting procedures described later in this Code.

# Responsibilities to Rent the Runway

We avoid conflicts of interest or even the appearance of conflicts of interest.

We have a responsibility to make sound business decisions strictly on the basis of Rent the Runway's best interests without regard to our personal interests. A conflict of interest occurs when our personal interests, activities, investments, or associations interfere in any way—or even appear to interfere—with Rent the Runway's interest.

Identifying potential conflicts of interest may not always be clear-cut. You should reach out to the Rent the Runway Legal Department if you have any questions. For example, consulting for or having a significant interest in an RTR vendor or competitor, receiving significant or otherwise inappropriate gifts or entertainment from vendors because of your role at RTR, suppliers or partners can lead to the appearance of a conflict of interest.

We disclose to Rent the Runway's Legal Department any relationships, investments, associations or activities that may create actual, potential, or perceived conflicts of interest, promptly when we become aware of any potential for such conflict. A director, executive officer, or principal financial officer<sup>1</sup> should make such disclosure directly to the General Counsel. Rent the Runway may also inform you if it believes that you have such a relationship, investment, association or activity. Rent the Runway's Legal Department, will work with you to determine whether you have a conflict of interest and, if so, how best to address it. If the General Counsel, in consultation with outside counsel, as appropriate, determines that a relationship, investment, or activity involving a director, executive officer or principal financial officer gives rise to a conflict of interest, it must be approved by the Chair of the Audit Committee and the lead independent director, and any such approval will not be considered a waiver of this Code.

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<sup>1</sup> In this Code, when we refer to a "principal financial officer," we refer to our principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions.

## We respect corporate opportunities.

We are loyal to Rent the Runway and owe Rent the Runway a duty to advance its legitimate business interests when business opportunities arise. We don't take opportunities for personal gain that are discovered through the use of Rent the Runway's property, information or position, and we will not use Rent the Runway's property, information or position for personal gain, or compete with Rent the Runway in any manner. For example, we don't divert an investment opportunity or possible acquisition for the company for personal gain. We also don't compete with Rent the Runway by consulting for a competitor or starting a competing side business.

We realize that some of the members of our Board may receive various opportunities in the course of their work. Our non-employee directors are required to comply with the foregoing paragraph only to the extent consistent with Article X of our Amended and Restated Certificate of Incorporation.

## We safeguard confidential information and care deeply about privacy.

We are committed to protecting the confidential and proprietary information of RTR, RTR employees, customers, partners, and others with whom we do business. We believe in being clear and upfront about our privacy practices, including how we treat personal information. We do not disclose confidential information without proper authorization, and we will use such information for legitimate business purposes and in accordance with applicable laws and governing contracts.

## We do not trade or tip others when we have inside information.

We do not buy or sell Rent the Runway stock when in possession of material non-public information, or pass such information to any others, including friends or family. We follow Rent the Runway's Insider Trading Policy and ask Rent the Runway's Legal Department if we have questions.

## We maintain accurate and complete business and financial records.

We create and maintain financial records in accordance with applicable legal requirements and generally accepted accounting practices. Our SEC reports, disclosures, and other public communications must be full, fair, accurate, timely, and understandable. We are each responsible for Rent the Runway's financial integrity and fiscal responsibility. We acknowledge our responsibility to inform appropriate finance or legal personnel in a timely manner of anything that might have a material impact on our financial statements or disclosures.

## We protect and properly use Rent the Runway assets.

Theft, carelessness, and waste have a direct impact on our business and operations. We treat Rent the Runway equipment and facilities with care. We use Rent the Runway assets for legitimate business purposes and use good judgment when using Rent the Runway equipment for reasonable personal use. In addition, we use Rent the Runway's information systems in a responsible manner consistent with our Employee Handbook and other IT policies.

## We do not speak on behalf of Rent the Runway unless we are authorized to do so.

Only certain individuals may speak on Rent the Runway's behalf. When speaking publicly and using social media, we follow our Employee Handbook and the Regulation FD Guidelines and reach out to the VP, Communications and/or the General Counsel with questions.

# Responsibilities to Our Community

## We deal fairly.

We deal fairly with our Community. We do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation, or any other unfair dealing. We do not misuse our position at Rent the Runway to circumvent our policies or seek special treatment from customers or brand partners.

## We respect the environment.

We are focused on addressing the fashion industry's negative environmental impacts by using our rental platform to change how women get dressed. We aim to shift customers to a buy less, rent more approach to fashion in order to displace clothing production. We comply with all applicable environmental laws and regulations and require our brand partners and suppliers to do the same.

## We uphold human rights.

We respect human rights, provide fair working conditions, and prohibit the use of any forced, compulsory, or child labor by or for RTR or our brand partners.

## We do not permit bribery.

RTR's policy against bribery is clear—we never make or accept bribes, kickbacks, or other improper or illegal payments in any way related to our business. We do not offer or give anything of value for an improper or corrupt purpose, whether in dealings with a public official or the private sector, whether in the U.S. anywhere else in the world, and regardless of the norms or local custom, including cash, gift cards, RTR goods, services or in-kind benefits, entertainment, travel, employment (including internships), charitable donations, or corrupt payments disguised as legitimate goods or services. We follow RTR's Anti-Corruption & Sanctions Compliance Policy and travel & expense policies and ask RTR's Legal Department if we have questions.



## We comply with applicable antitrust and competition laws and regulations.

We do not discuss or exchange competitively sensitive information with competitors.

We also do not participate in other anti-competitive conduct, such as agreeing with competitors on geographic markets, customers or pricing. When interacting with a competitor, we ask RTR's Legal Department any questions about whether our actions are proper and in compliance with the law.

## We comply with trade regulations.

We comply with import/export laws and act in accordance with U.S. economic sanctions and embargoes that prohibit or restrict trade with certain countries or individuals.

# Asking Questions, Reporting Concerns

RTR is committed to providing a safe and reliable means for its employees and others to report concerns they may have about conduct at RTR. The guidelines below explain how to raise concerns confidentially and anonymously, if desired, and free of retaliation.

## We use our best judgment and ask questions.

We use our best judgment in our business dealings and in upholding this Code. If we are unsure whether something violates our Code, an RTR policy or the law, we promptly contact our manager or the General Counsel for answers.

## We report violations.

We promptly report any actual or possible violation of our Code, RTR policy, or the law through one of the reporting options below. Failure to report a violation or possible violation may itself be considered a violation of the Code or applicable law.

Reporting options include:

- Discussing the situation with your manager; or
- If your manager is involved in the situation or you are uncomfortable speaking with your manager, contacting another manager, a member of the People team, the General Counsel or Chief People Officer; or
- If you do not believe your concern is being adequately addressed, or you are not comfortable speaking with one of the contacts above, you may report your concern anonymously 24 hours a day, 7 days a week, (1) by phone via Rent the Runway's whistleblower hotline at 1-833-660-0020 (English) or 1-800-216-1288 (Spanish) or (2) by email at [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must

include company name with report). You may also make a report regarding accounting, internal financial controls, auditing matters or other related issues directly to the Audit Committee of the Board by mail at:

Chair, Audit Committee of the Board  
c/o General Counsel  
Rent the Runway, Inc.  
10 Jay St  
Brooklyn, NY 11201

For reports that are not anonymous, receipt will be acknowledged to the sender within a reasonable period of time.

All reports of a violation or possible violation will be taken seriously and investigated. The specific action taken in any particular case will depend on the nature and gravity of the conduct reported and the results of the investigation. Any employee or director who violates this Code will be subject to appropriate discipline, which may include, for an employee, termination of employment or, for a director, a request that such director resign from the Board. If there are allegations that you may have violated this Code, you will be given an opportunity to present your version of the events at issue prior to any determination of appropriate discipline. Your conduct as a representative of RTR, if it does not comply with the law or with this Code, can result in serious consequences for both

you and RTR.

RTR will keep reports confidential to the extent consistent with our ability to conduct a full and fair investigation and to comply with our legal obligations.

## We do not retaliate.

RTR takes its non-retaliatory culture very seriously and will not allow anyone to take adverse action, threaten, intimidate, or retaliate if one of us reports a violation or suspected violation in good faith, or cooperates in an investigation. RTR considers retaliation itself a violation of this Code and will respond accordingly.

If you believe that you have been subject to retaliation, please report it promptly by one of the methods described above. Reporting retaliation enables RTR to honor our guiding principles and promptly investigate. If a complaint of retaliation is verified, appropriate disciplinary action will be taken, up to and including termination of employment or any other working relationship that the accused may have with RTR.

## We understand the consequences of violations.

Anyone who violates the law, our Code, or other RTR policies or procedures may be disciplined, up to and including termination

of employment and/or his or her business relationship with RTR, in accordance with local legal requirements. Certain violations of this Code may be violations of the law, which may result in civil or criminal penalties, and RTR will cooperate fully with the appropriate authorities in these situations.

## We discourage waivers of the Code of Conduct.

Waivers of our Code are considered on a case-by-case basis and are discouraged. Waivers for Board members, executive officers and any other principal financial officers require Board approval and will be disclosed to the public as required by law or the rules of The Nasdaq Stock Market LLC, when applicable. Waivers involving any other employee or stakeholder require the written approval of our General Counsel.

This Code, as applied to the Company's principal financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

Effective: October 27, 2021

