

# **PARTY CITY HOLDCO INC.**

## **CORPORATE CODE OF BUSINESS CONDUCT AND ETHICS**

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## **PARTY CITY HOLDCO INC.**

We believe that our reputation for integrity is among our most important assets. Our customers – those who purchase our products – rely upon our good name. Each of us has a role in preserving that reputation, and for that reason, it is essential that each of us observe the highest standards of personal and professional conduct. Broadly stated, this means obeying the law and adhering to high ethical standards. Each of us must be conscious that the misdeeds of even one person could discredit the entire Company and damage our business.

In order to assure that we all understand what we should expect of each other, we have prepared a Code of Business Conduct and Ethics, outlining the standards by which every employee should conduct himself or herself and identifying misconduct that will not be tolerated. You should understand that this Code will be enforced vigorously, and violations may lead to significant disciplinary action, including dismissal.

Each of you should familiarize yourself with the Code, use your common sense and best judgment and seek additional guidance when you need it. If you have questions, reach out to your supervisor at any time. With your help, we can ensure that the Company's long record of success will continue on for years to come.

Brad Weston  
Chief Executive Officer

## **Corporate Code of Business Conduct and Ethics**

### **1. General Policy**

This Code of Business Conduct and Ethics (the “Code”) is applicable to (i) all employees, directors and officers of Party City Holdco Inc. (the “Company”) and its subsidiaries, (ii) individuals performing the function of principal executive officer and principal financial officer at each of the Company’s subsidiaries and (iii) certain other individuals that may be designated from time to time by the Company (each a “Designated Person”) (those individuals identified in (i) through (iii), are collectively referred to herein as a “Company Associate”). The purpose of this Code is to ensure that all Company Associates adhere to the highest standards of ethical business conduct. Because of the complex and changing nature of legal requirements, each member of the Company and its subsidiaries must be vigilant to ensure that his or her conduct complies with the Code. The text of the Company’s Code of Business Conduct and Ethics can also be found on the Company’s website at [www.partycity.com](http://www.partycity.com).

Violations of the Code will result in disciplinary action. Such action may include an oral or written warning, disciplinary probation, suspension, reduction in salary, demotion or dismissal from employment. These disciplinary actions may apply to an employee’s supervisor who directs or approves of the employee’s improper actions, who knowing of those actions does not act appropriately to correct them, or fails to exercise appropriate supervision. For all Company Associates, the failure to report known or suspected wrongdoing may, by itself, subject that person to disciplinary action. In addition to imposing its own discipline, the Company may also bring violations of law or suspected violations of law to the attention of appropriate law enforcement personnel.

When faced with a questionable situation, employees should do the following:

- o Have all the facts.
- o Ask yourself: “What specifically am I asked to do?” and “does it seem unethical or improper?”
- o Discuss the situation with your supervisor.
- o If necessary, seek guidance from someone other than your supervisor.

#### **a. Questions About the Code and Reporting Violations**

To ask a question about this Code, contact your supervisor or [compliance@partycity.com](mailto:compliance@partycity.com)

If an employee knows of or suspects a violation of this Code, he or she must promptly report the conduct to (i) the Company’s Ethics Hotline or (ii) his or her supervisor via the channels below. Failure to report any violations of the Code may result in disciplinary action against those who fail to report.

### Ethics Hotline

For Wholesale units/offices: (800) 405 -8943  
[www.reportlineweb.com/partycity](http://www.reportlineweb.com/partycity)

For Retail stores/corporate office: (888) 270 -5937  
[www.reportlineweb.com/partycity](http://www.reportlineweb.com/partycity)

### Supervisor Reporting

Supervisors who receive a report of a violation of this Code must escalate that report to the Ethics Hotline.

All reports of known or suspected violations of the law or this Code will be handled in a manner to protect each employee's confidentiality to the extent possible, consistent with the law and the Company's need to investigate the matter. Company employees, officers, and directors are expected to cooperate in the investigation of potential violations of this Code.

### **b. Non-Retaliation**

All employees, officers and directors of the Company will be protected from retaliation as a result of their good-faith reporting of potential information regarding, or their participation in investigations involving, alleged violations of the law, business ethics, the Code or other misconduct. However, the Company reserves the right to discipline anyone who knowingly makes a false accusation, provides false information to the Company or has acted improperly. For more information, please refer to the Company's "Whistleblower Policy."

If a reporting individual was involved in improper activities, the individual may be appropriately disciplined even if he or she was the one who disclosed the matter to the Company. In these circumstances, we may consider the conduct of the reporting individual in reporting the information as a mitigating factor in any disciplinary decision.

## **2. Compliance with the Law**

The Company seeks to comply with all applicable government laws, rules and regulations. Some of the regulatory programs that employees may deal with in the course of their duties include, but are not limited to, the following:

- o Labor laws and collective bargaining agreements;
- o Occupational safety and health regulations;
- o Building, safety and fire codes;
- o Employment discrimination or harassment;
- o Wage and hour laws;
- o Import and export laws;
- o Environmental programs;
- o Laws related to bribery and kickbacks; and
- o Federal and state securities laws.

Employees are not expected to know all the details of all applicable laws, but it is important to know when they may apply and to seek clarification as appropriate. The General Counsel can provide employees with information on these laws, rules and regulations or direct an employee's questions and concerns to the proper person.

The Code generally highlights some of the more important legal principles with which Company Associates are expected to become familiar. The fact that the Code does not specifically reference other applicable laws (some of which may be covered in other Company documents) does not diminish their importance or application.

### **3. Trading in Company Securities**

Because our securities are publicly traded in the United States, certain activities of the Company are subject to the federal securities laws. These laws govern the dissemination or use of information about the affairs of the Company or its subsidiaries or affiliates, and other information which might be of interest to persons considering the purchase or sale of the securities. Violations of the federal securities laws could subject you and the Company to severe criminal and civil penalties. Accordingly, the Company will not tolerate any conduct that risks a violation of these laws.

#### **a. Disclosure of Transactions in Company's Securities**

The Securities and Exchange Commission (the "SEC") requires continuing disclosure of transactions in the Company's securities by the Company, its directors, officers, major shareholders and other affiliated persons.

#### **b. Insider Trading**

It is illegal for any person, either personally or on behalf of others, (i) to buy or sell securities while in possession of material nonpublic information or (ii) to communicate (to "tip") material nonpublic information to another person who trades in the securities on the basis of the information or who in turn passes the information on to someone who trades. All Company Associates and temporary insiders, such as accountants and lawyers, must comply with these "insider trading" restrictions and should refer to the Company's Insider Trading Policy.

All information that an investor might consider important in deciding whether to buy, sell or hold securities is considered "material." Information that is likely to or may affect the price of securities is almost always material. Examples of some types of material information include:

- o financial and operating results for the month, quarter or year;
- o financial forecasts, including proposed or approved budgets;
- o possible mergers, acquisitions, joint ventures and other purchases and sales of products, businesses, companies and investments in companies;
- o obtaining or losing important contracts;
- o significant cybersecurity incidents and risks;
- o major personnel changes; and
- o major litigation developments.

All information about the Company or its business plans is potentially “insider” information until publicly disclosed or made available by the Company. Thus, Company Associates may not disclose it to others. This prohibition includes disclosure to relatives, friends, and business or social acquaintances. Information is considered to be nonpublic unless it has been effectively disclosed to the public (e.g., by a press release or a filing with the SEC). In addition to public disclosure, there must also be adequate time for the market as a whole to digest the information. A delay of two full trading days is generally considered a sufficient period for routine information to be absorbed by the market. Nevertheless, a longer period of delay may be considered appropriate in more complex disclosures.

When a Company Associate knows material nonpublic information about the Company, he or she is prohibited from three activities:

- o trading in Company securities for his or her own account or for the account of another (including any trust or other entity that buys or sells securities, such as a mutual fund, of which the Company Associate is a trustee);
- o directing anyone else to trade for the Company Associate or recommending that another person trade Company securities; and
- o disclosing the information to anyone outside of the Company unless such disclosure has been approved by the Legal Department.

Neither the Company Associate nor anyone acting on the Company Associate’s behalf, nor anyone who learns the information from the Company Associate, may trade for as long as the information continues to be material and non-public.

If a Company Associate is considering buying or selling stocks or bonds and is unsure whether the transaction might involve the improper use of material nonpublic information, the individual should obtain specific prior approval from the Legal Department (who in turn may ask advice from the Company’s counsel) or the General Counsel’s designee. The individual is also strongly encouraged to consult with his or her personal attorney.

In addition, to help prevent inadvertent violations of the federal securities laws and to avoid even the appearance of trading on the basis of inside information, directors, officers and certain other designated individuals who have regular access to material non-public information are prohibited from trading in the securities of the Company during quarterly blackout periods (beginning 15 days before the end of a fiscal period and ending after the second full business day following the release of the Company’s earnings for that quarter) and during certain event-specific blackouts. Directors and executive officers of the Company also must pre-clear all transactions in the securities of the Company with the General Counsel or the General Counsel’s designee.

On a related point, no one should discuss the Company’s material nonpublic information in public areas, such as corridors, elevators and restaurants, and care should be taken in the handling and disposal of papers containing material nonpublic information. Any questions or concerns about disclosure of non-public information should be brought to the General Counsel.

#### **4. Confidential Information**

You may be entrusted with the Company's confidential business information. You are required to safeguard and use such information only for Company purposes, unless disclosure of such information is properly authorized by the General Counsel or the General Counsel's designee or legally mandated. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers, if disclosed. You are expected to maintain the confidentiality of any and all such information entrusted to you by the Company or our customers. Examples of confidential business information include, but are not limited to: the Company's trade secrets, business trends, detailed sales, cost and profit figures, new product or marketing plans, research and development ideas or information, manufacturing processes, and information about potential acquisitions, divestitures and investments. Failure to observe this duty of confidentiality may compromise our competitive advantage and may additionally result in a violation of securities, antitrust or employment laws. It may also violate agreements providing for the protection of such confidential information. You should not discuss confidential Company information outside the Company with anyone, including your family.

You may also possess sensitive, privileged information about our customers. These customers properly expect that this information will be kept confidential. The Company takes very seriously any violation of a customer's confidentiality and will not tolerate such conduct. Discussing a customer, or providing any information about customers to anyone other than Company authorized personnel or Company employees who need the information will have serious consequences. As with all confidential information, employees should not discuss customer information outside the Company.

Nothing in this Code or any of the Company's policies or contractual agreements prohibit anyone from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to, the Department of Justice, the Securities and Exchange Commission, the Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower protections of federal law or regulation. Employees do not need the prior authorization of the Legal Department to make any such reports or disclosures and are not required to notify the Company that they have made such reports or disclosures.

#### **5. Ethical Obligations of Financial Reporting**

As a public company, we are also committed to carrying out all continuing disclosure obligations in a full, fair, accurate, timely and understandable manner. Depending on their position with the Company, Company Associates may be called upon to provide information to assure that the Company's public reports are complete, fair and understandable. The Company expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements. To this end, each Company Associate agrees, as applicable, that he or she will:

- o act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships;



- o provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications;
- o comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies;
- o act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated;
- o respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage;
- o share knowledge and maintain skills important and relevant to the Company's needs;
- o proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community; and
- o achieve responsible use of and control over all assets and resources employed or entrusted.

## **6. Continuing Disclosure Obligations and Accuracy of Business Records**

In order to support our disclosure obligations, it is the Company's policy to record and report factual information honestly and accurately. Failure to do so is a grave offense and will subject an individual to severe discipline by the Company, as well as possible criminal and civil penalties.

Investors count on the Company to provide accurate information about its business and to make responsible business decisions based on reliable records. Every individual involved in creating, transmitting or entering information into the Company's financial and operational records is responsible for doing so fully, fairly, accurately and timely, and with appropriate supporting documentation. No Company Associate may make any entry that intentionally hides or disguises the true nature of any transaction. For example, no individual may understate or overstate known liabilities or assets, record false sales or record them early, defer or accelerate the proper period for recording items that should be expensed, falsify quality or safety results, or process and submit false or inaccurate invoices.

Compliance with established accounting procedures, the Company's system of internal controls, and generally accepted accounting principles is necessary at all times. In order to achieve such compliance, the Company's records, books and documents must accurately reflect the transactions and provide a full account of the Company's assets, liabilities, revenues and expenses. Knowingly entering inaccurate or fraudulent information into the Company's accounting system is unacceptable and may be illegal. No Company document may be falsified for any reason, and no undisclosed or unrecorded accounts may be established or maintained. Any individual who has knowledge that an entry or process is

false and material must promptly inform the Legal Department. In addition, it is the responsibility of each Company Associate to cooperate with the Company's authorized internal and external auditors.

When billing others for the Company's goods or services, the Company has an obligation to exercise diligence, care and integrity. The Company is committed to maintaining the accuracy of every invoice it processes and submits. Each employee who is involved in submitting charges, preparing claims, billing and documenting services is expected to monitor compliance with applicable rules and maintain the highest standards of personal, professional and institutional responsibility. By the same token, each employee who is involved with processing and documenting claims for payment made to the Company by outside vendors or contractors is expected to maintain the highest standards of professionalism and ethics. Any false, inaccurate, or questionable practices relating to billing others or to processing claims made by others for payment should be promptly reported as a violation of this Code.

Every individual should be aware that the Company's business records may become subject to public disclosure in the course of litigation or governmental investigation. Records are also often obtained by outside parties or the media. Employees should therefore attempt to be as clear, concise, truthful and accurate as possible when recording any information. Employees must refrain from making legal conclusions or commenting on legal positions taken by the Company or others except in coordination with the Legal Department. Employees must also avoid exaggeration, colorful language and derogatory characterizations of people and their motives. The Company will not tolerate any conduct that creates an inaccurate impression of the Company's business operations.

## **7. Protection and Proper Use of Company Assets**

Company Associates should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets shall be used for legitimate business purposes.

Everyone who works with the Company's computer-based resources is responsible for their appropriate use and protection from theft, damage or loss and must take care to protect and ensure that the security features of the computer-based resources are not compromised. Information created, transmitted or accessed on Company networks is Company property and the Company reserves the right to monitor or restrict access to it. Supervisors are responsible for ensuring Company resources are used productively.

Computer software used in connection with the Company's business must be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright infringement. If an employee has any questions as to whether a particular use of computer software is licensed, the employee should consult with the Legal Department.

The same level of care should be taken when using the Company's e-mail, Internet and voice mail systems as is used in written documents. For example, confidential information about the Company should not be disclosed on electronic bulletin boards, in chat rooms or posted on an Internet website. The Company's e-mail, Internet and voice mail systems should not be used for messages that are defamatory, obscene, profane, sexually

oriented, threatening, racially offensive or otherwise in violation of Company policy. In addition, when using e-mail you should keep in mind that e-mail can be forwarded to additional and unintended recipients without the knowledge of the original sender and that e-mails can be easily altered and forwarded to others in their modified form. Where permitted by law, employees have no expectation of privacy as to the use of Company communication tools and information systems (such as email, voicemail, internet use, and personal documents or files stored on Company equipment). All e-mail and Internet use and creation of personal documents or files on Company equipment is subject to monitoring in accordance with applicable law.

The Company respects the rights of employees to use social networking sites and does not discourage employees from self-publishing or self-expression. However, it is the right and duty of the Company to protect itself and its employees from inappropriate social media use. As a result, employees of the Company should adhere to the following guidelines:

- o Unless authorized, social media sites for personal use are prohibited on Company equipment. In regards to Company equipment and work hours, the Company reserves the right to use tools to monitor, review and block access to social networking sites.
- o Employees must refrain from disclosing information of a confidential nature including but not limited to clients, products, financial information, trade secrets, business plans, etc.
- o Publishing information that creates a harassing or hostile work environment and posting defamatory comments about the Company or its employees is prohibited.

## **8. Employee Privacy**

The Company is firmly committed to respecting employee privacy. It is the Company's policy to acquire and retain only employee personal information that is required for effective operation of the Company or that is required by law in the jurisdictions in which it operates. Access to such information will be restricted internally to those employees with a recognized need to know such information. The Company will comply with all applicable laws regulating the disclosure of personal information about employees.

## **9. Corporate Opportunities**

Except as otherwise set forth in the Company's amended and restated certificate of incorporation and applicable law, Company Associates are prohibited from (a) taking opportunities for themselves that are discovered through the use of Company property, information or position, (b) using Company property, information or position for personal gain, and (c) competing with the Company. Each Company Associate owes a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

## **10. Fair Dealing**

Company Associates should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practices. Company Associates, including all employees of the Company and its subsidiaries, may not engage in activities that:

- o Are designed to reach an understanding with competitors concerning prices, production methods or division of customers
- o Are designed to reach an understanding with vendors regarding reciprocal buying and selling
- o Result in other prohibited activity such as illegal price discrimination or trade restraints

Additionally, Company Associates should not talk to the Company's competitors about prices, marketing practices, other competitors, vendors, geographic regions or market allocation.

## **11. Antitrust Compliance**

The Company requires compliance with the antitrust laws of every jurisdiction in which the Company does business. Every employee of the Company is responsible for compliance with the applicable antitrust laws. The Sherman Act and other antitrust laws prohibit the Company and its directors, officers, employees, agents and representatives from engaging in any activity (1) designed to reach an understanding with competitors concerning selling prices of Company products, terms of sales, production or distribution methods or division of sales territories or customers, (2) designed to reach an understanding with customers regarding reciprocal buying and selling and (3) resulting in other prohibited activity such as illegal price discrimination or trade restraints. Similar legislation or regulatory restrictions also exist in each of the states and foreign countries in which the Company conducts its business. Employees who fail to comply with the antitrust laws can jeopardize the reputation and business interests of the Company, as well as their own careers. Antitrust violations can result in severe criminal and civil penalties, including fines for corporations and fines and jail terms for individuals.

## **12. Conflicts of Interest**

Company Associates must avoid all potential conflicts of interest or situations that give the appearance of a conflict of interest. A conflict of interest occurs when the private interest of a Company employee, officer or director (or an immediate family or household member of a Company Associate or someone with whom a Company Associate has an intimate relationship) interferes, or even appears to interfere, in any way, with the duties performed by the Company employee, officer or director or with the interests of the Company as a whole. A conflict can arise when a Company Associate takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an individual, or a member of his or her family, receives improper personal benefits as a result of

his or her position in the Company. Loans to, or guarantees of obligations of, Company Associates are of special concern.

To this end, Company Associates may not be employed by, act as a consultant to, or have an independent business relationship with any of the Company's customers, competitors or suppliers. Nor may Company Associates invest in any customer, supplier, or competitor (other than through mutual funds or through holdings of less than 1% of the outstanding shares of publicly traded securities) unless they first obtain written permission from the General Counsel or the General Counsel's designee. Company Associates should not have outside employment or business interests that place them in the position of (i) appearing to represent the Company, (ii) providing goods or services substantially similar to those the Company provides or is considering providing or (iii) lessening their efficiency, productivity, or dedication to the Company in performing their everyday duties. Company Associates may not have an interest in or speculate in anything of value which may be affected by the Company's business. Company Associates may not divulge or use the Company's confidential information, such as financial data, customer information, and computer programs, for their own personal or business purposes.

Any personal or business activities performed by a Company Associate that may raise concerns along these lines must be disclosed to the General Counsel. In addition, any Related Person Transactions involving a director or officer must be approved in advance by the Audit Committee or otherwise in accordance with the Company's Policy with Respect to Related Person Transactions. All directors and officers should read and become familiar with such policy to ensure compliance therewith.

### **13. Company Disclosures**

It is the Company's policy to make full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in all other public communications made by the Company. All Company Associates are to abide by the Company's standards, policies and procedures designed to promote compliance with this policy, including (without limitation), the Company's Regulation FD Disclosure Policy.

### **14. Discrimination and Harassment**

Workplace discrimination and harassment are strictly prohibited as set forth in the Company's written Anti Harassment policy. Those who violate this policy are subject to disciplinary action, up to and including possible termination of employment. An employee who believes that he or she or a fellow employee has been discriminated against, harassed or treated unfairly should immediately notify a supervisor or report such behavior in accordance with Section 1 above. Examples of workplace discrimination and harassment include derogatory comments based on sex, national origin, disability, racial or ethnic characteristics, and any form of unsolicited, unwarranted and/or unwelcome verbal or physical abuse of another person, verbal or physical behavior that creates a hostile environment and unwelcome sexual advances.

### **15. Health and Safety**

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs and alcohol in the workplace will not be tolerated.

## **16. Environmental Compliance**

The Company endeavors to be an environmentally responsible corporate citizen and to operate its facilities in compliance with applicable environmental, health and safety regulations and in a manner that has the highest regard for the safety and well being of its employees and the general public. Necessary permits, approvals and controls are maintained at all Company facilities.

Employees are responsible for complying with all applicable environmental laws and regulations and Company policies and for following diligently the proper procedures with respect to the handling and disposal of hazardous materials. The Company insists that its suppliers and contractors also follow appropriate environmental laws and guidelines. If an employee has any questions or concerns, they should contact the General Counsel.

## **17. Anti-Corruption Compliance**

It is the unalterable policy of the Company to comply with the provisions of the Foreign Corrupt Practices Act (“FCPA”), UK Bribery Act, and other applicable anti-corruption laws. Corruption violates the public’s trust, threatens national and international economic and social development, and substantially impedes fair trade. The Company places great emphasis on ensuring that it conducts business ethically, honestly, and with integrity, and that our business partners do the same. Accordingly, the Company has adopted a separate FCPA, UK Bribery Act and Anti-Corruption Policy (“Anti-Corruption Policy”) that provides employees and business partners details regarding the Company’s anti-corruption program, a description of applicable anti-corruption laws, advice on how to spot corruption “red flags,” and resources for responding to anti-corruption issues and concerns.

The Company prohibits anyone acting on the Company’s behalf from receiving or paying a bribe or giving, offering, promising, or authorizing the gift of money or anything of value to any person, including any Government Official, as set forth more fully in the Anti-Corruption Policy, in order to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the Company. The Company also prohibits so-called “facilitation” or “grease” payments, which are payments of de minimis value, oftentimes customary, intended to facilitate otherwise routine government action. Although not considered bribes under the FCPA, they may be illegal under other applicable laws, including the UK Bribery Act, and are not in keeping with the Company’s commitment to ethical business practices.

## **18. Gifts, Meals and Entertainment**

All gifts and hospitality (including meals, entertainment and travel expenses) offered or received on behalf of the Company must be directly related to a legitimate business purpose. Gifts and hospitality in all cases must be reasonable in amount, offered or received in good faith, and in compliance with applicable law. In no event may any gift or hospitality be

offered, provided or received in return for any improper favor or benefit to the Company, and no gifts or hospitality should be provided that creates even the appearance of impropriety or otherwise is unduly lavish. Company Associates should review the Anti-Corruption Policy for more detail.

Company Associates must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be returned immediately and reported to the employee's supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate. Below are illustrative examples of an acceptable and unacceptable gift.

Example 1:

A consultant sends an employee a fruit basket as a thank you for business. Retaining this gift would be acceptable since it is of reasonable value and does not create an appearance of impropriety.

Example 2:

An employee receives tickets to a Broadway show from a consultant as a thank you for business. The employee should not accept this gift as this could be considered unduly lavish, should promptly send it back to the consultant, and should report the gift to his or her supervisor.

Common sense and moderation should prevail in business meals and entertainment engaged in on behalf of the Company. Company Associate should provide, or accept, business meals or entertainment to or from anyone doing business with the Company only if the meal or entertainment is infrequent, modest, intended to serve legitimate business goals and in compliance with applicable law.

Please refer to the Anti-Corruption Policy for more information and specific requirements regarding the Company's gifts and hospitality procedures.

**19. Response to Media Inquiries**

In order to ensure that the Company complies with its obligations, employees receiving any media inquiries regarding the Company should refer the request to the Legal Department. Company employees may not speak publicly for the Company unless specifically authorized by senior management.

**20. Political Activities; Lobbying**

Political activities must be conducted on employee's own time and using their own resources. The law does not permit the Company to compensate or reimburse its employees for political contributions which they have made or intend to make. This is a highly regulated

and complex area. If an employee has any question or concerns, they should contact the General Counsel.

No funds or assets of the Company may be used for political contributions without obtaining prior approval from the General Counsel. These prohibitions cover not only direct contributions, but also indirect assistance or support of candidates or political parties through the purchase of tickets to special dinners or other fund raising events, or the furnishing of any other Company goods or services to political parties or committees.

## **21. Government Investigations and Record Retention**

The Company requires compliance with the law, transparency and cooperation in all interactions with regulators, government agencies, outside legal counsel and similar third parties. Company Personnel should be professional when interacting with regulators, government agencies or other supervisory authorities conducting formal investigations. It is unlawful and a violation of Company policy and this Code to retaliate against any person for providing truthful information. Appropriate handling of government investigations is very important. Therefore, Company employees must never do any of the following:

- o destroy any Company documents in anticipation of, or after receiving, a request for those documents from any government agency or court;
- o alter any Company documents or records in an attempt to defraud or mislead;
- o lie or make any misleading statements to any governmental investigator; or
- o attempt to get anyone else to engage in these prohibited activities.

## **22. Administration of the Code**

All Company Personnel must comply with the Code. The Company reserves the right to monitor continuing compliance with the provisions of the Code and to investigate any suspected violations. If substantiated, these violations could result in disciplinary action.

This code may be revised, changed or amended at any time by the Company's Board of Directors. Following any material revisions or updates, an updated version of this Code will be distributed, will supersede the prior version of this Code, and will be promptly disclosed to stockholders and posted on the Company's website.

Any waiver of this Code for an executive officer or directors may only be made by the Board of Directors or the Audit Committee. Under certain circumstances, the law requires that the Company disclose to stockholders the nature of such waiver, the name of the executive officer or director, as the case may be, and the relevant date of the waiver.

The Code reflects general principles to guide employees in making ethical decisions. It cannot and is not intended to address every specific situation in which the Company may find it appropriate to take disciplinary action. The Code is not intended to create any contract (express or implied) with you, including without limitation any employment contract, or to constitute any promise that your employment will be not terminated except for cause.



**COMPANY ASSOCIATE**

**CERTIFICATION AND AGREEMENT OF COMPLIANCE**

As a Company Associate under the Code of Business Conduct and Ethics (the “Code”) of Party City Holdings Inc. (the “Company”), I certify that I have read the Code and fully understand the obligations set forth in the Code.

The Code includes a statement of the Company’s policies, which are designed to ensure that the Company and Company Associates conduct the Company’s business in compliance with all federal and state laws governing its operations and the conduct is consistent with the highest standards of business and professional ethics.

I understand that the Code obligates all Company Associates to carry out their duties for the Company in accordance with these policies and with applicable laws. I further understand that any violation of these policies or applicable laws, or any deviation from appropriate ethical standards, will subject a Company Associate to disciplinary action. Indeed, I understand that even a failure to report such a violation or deviation may, by itself, subject a Company Associate to disciplinary action.

I am also aware that in the event that I have any question about whether an action complies with the Company’s policies or applicable law, I should present that question to my supervisor, or, if appropriate, directly to the General Counsel.

With this understanding of my obligations, I agree to act in accordance with the policies set forth in the Code. Having read the Code, I am not currently aware of any matter that should be brought to the attention of the Company as a violation or suspected violation of this Code.

Signed: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_