

PARTY CITY HOLDCO INC.

INSIDER TRADING POLICY

July 1, 2020

This Policy applies to all directors, officers and employees of Party City Holdco Inc. (the “Company”) and its subsidiaries. The Company may also determine that the Policy will apply to specified consultants and contractors. This Policy is designed to prevent insider trading or allegations of insider trading and to protect the Company’s reputation for integrity and ethical conduct. It is your obligation to understand and comply with this Policy. If you have any questions about this Policy, please contact Ian Heller in the Company’s Legal Department at 914-784-1927.

BACKGROUND

The Board of Directors of the Company has adopted this Insider Trading Policy to prevent the misuse of confidential information about the Company as well as other companies with which it has a business relationship and to promote compliance with securities laws.

Federal and state securities laws prohibit the purchase or sale of a company’s securities on the basis of material information about that company that is not generally known or available to the public. These laws also apply to the disclosure of material nonpublic information to others who may trade. Violations of these laws can result in civil and criminal penalties. Companies and their controlling persons may also be subject to liability if they fail to take reasonable steps to prevent insider trading by Company personnel.

It is important that you understand the breadth of activities that constitute illegal insider trading and the consequences, which can be severe. The Securities and Exchange Commission, the Financial Regulatory Authority (FINRA), the stock exchanges and similar entities in other jurisdictions where the Company does business, investigate and are very effective at detecting insider trading. These agencies, along with government prosecutors, pursue insider trading violations vigorously. Cases have been successfully prosecuted against trading by employees and others through foreign accounts, trading by family members and friends, and trading involving only a small number of shares.

STATEMENT OF POLICY

No Trading on Nonpublic Information. You may not trade in Company securities, directly or through family members or other persons or entities, if you are aware of material nonpublic information about the Company or its business. Similarly, you may not trade in the securities of any other company if you are aware of material nonpublic information about that company that you obtained in the course of your employment with the Company.

No Tipping. You may not pass material nonpublic information on to others or recommend to anyone the purchase or sale of any securities when you are aware of such information. This

practice, known as “tipping,” also may violate the securities laws and can result in the same civil and criminal penalties that apply to insider trading, even though you did not trade and did not gain any benefit from another’s trading. The rules regarding insider trading – particularly the prohibition against “tipping” others to information not yet available to the general public – cover all forms of channels of communication, including those conducted online. By way of example, you must not share material, non-public information privately or publicly via Twitter, Facebook and other social media platforms.

No Exception for Hardship. The existence of a personal financial emergency does not excuse you from compliance with this Policy.

SCOPE OF POLICY

Persons Covered. As a director, officer or employee of the Party City Holdco Inc. or its subsidiaries, this Policy applies to you. The same restrictions that apply to you apply to your family members who reside with you, anyone else who lives in your household and any family members who do not live in your household but whose transactions in Company securities you direct or who are subject to your influence or control (such as parents or children who consult with you before they trade in Company securities) and entities that you control. You are responsible for making sure that the purchase or sale of any security covered by this Policy by any such person or entity complies with this Policy. The Company may also make this Policy applicable to Company consultants and contractors.

Securities Covered. The prohibition on insider trading in this Policy is not limited to trading in Company securities. It includes trading in the securities of other companies, such as the Company’s customers or suppliers and companies with which the Company may be negotiating major transactions, such as an acquisition, investment or sale. Information that may not be material in relation to the Company may nevertheless be material to one of those other companies.

Transactions Covered. This Policy covers purchases and sales of stock and other securities (such as debentures, bonds and notes) that are issued by the Company, and it also covers trading in derivative securities such as put and call options that are issued by someone other than the Company.

Transactions not Covered. This Policy does not apply to the transactions described below as permitted under “Transactions under Company Benefit Plans,” “Transactions not Involving a Purchase or Sale” and “Rule 10b5-1 Plans.”

TRANSACTIONS UNDER COMPANY BENEFIT PLANS

This Policy does not apply to transactions under Company benefit plans, except as noted below:

- *Stock Option Exercises.* This Policy’s trading restrictions generally do not apply to the exercise of a stock option. The trading restrictions do apply, however, to any sale of the underlying stock or to a cashless exercise of the option through a broker, as this entails selling a portion of the underlying stock to cover the costs of exercise.

- *Vesting of Awards.* This Policy’s trading restrictions do not apply to the vesting of stock options, restricted stock or restricted stock units, or the exercise of a right to have shares withheld to satisfy the tax withholding consequences of vesting. The Policy would apply to market sales of any shares received, including sales to cover the tax consequences of vesting. The Company encourages you to consider a Rule 10b5-1 plan (described below) for those situations.

TRANSACTIONS NOT INVOLVING A PURCHASE OR SALE

Bona fide gifts of securities are not subject to this Policy unless the person making the gift has reason to believe that the recipient intends to sell the securities at a time when the person making the gift (or a family member or other related person or entity) would be prohibited from doing so. If you own shares of a mutual fund that invests in Company securities, there are no restrictions on trading the shares of the mutual fund at any time.

RULE 10B5-1 PLANS

Rule 10b5-1 under the Securities Exchange Act of 1934 provides a defense from insider trading liability. To be eligible to rely on this defense, a person must buy or sell securities pursuant to a plan that meets the requirements of Rule 10b5-1 (a “Rule 10b5-1 Plan”). Transactions that comply with a valid Rule 10b5-1 Plan are permitted under this Policy. To comply, the Rule 10b5-1 Plan must be approved by the General Counsel and meet the requirements of Rule 10b5-1. In general, a Rule 10b5-1 Plan must be entered into in good faith at a time when the person entering into the plan is not aware of any material nonpublic information. The plan must specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party. Once the plan is adopted, the person must not exercise any influence over any securities transactions effected pursuant to the plan, including the amount of securities to be traded or the price or timing of any trade.

BLACKOUT AND PRE-CLEARANCE PROCEDURES

To help prevent inadvertent violations of the federal securities laws and to avoid even the appearance of trading on the basis of inside information, the Board of Directors of the Company has adopted an Addendum to this Policy that applies to directors, executive officers subject to Section 16 of the Securities Exchange Act of 1934 (“executive officers”), and other designated persons who have regular access to material nonpublic information. The Company will notify you if you are subject to the Addendum.

The Addendum generally prohibits persons covered by it from trading in Company securities during quarterly blackout periods (beginning 15 days before the end of a fiscal period and ending after the second full trading day following the Company’s release of earnings for that fiscal period). Directors and executive officers also must pre-clear all transactions in Company securities with the General Counsel.

In addition, from time to time, the Company may be involved in activities – such as proposed acquisitions – that are material and that are known only by a few people. If you are someone whose duties cause you to be aware of the activity, the General Counsel or the Compliance Officer will notify you of an event-specific trading restriction and you will not be permitted to trade in Company securities. The existence of an event-specific blackout will not be announced

and you should not communicate it to anyone. Even if you are not notified of an event-specific blackout, you should not trade in Company securities if you are aware of material nonpublic information

DEFINITION OF MATERIAL NONPUBLIC INFORMATION

The concept of inside information has two important elements--materiality and the absence of public availability.

Material Information. Information is material if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, hold or sell a security. Any information that could reasonably be expected to affect the price of the security is material. Common examples of material information are:

- Projections of future earnings or losses or other earnings guidance.
- Earnings that are inconsistent with the consensus expectations of the investment community.
- A pending or proposed merger, acquisition or tender offer or an acquisition or disposition of significant assets.
- A change in management.
- Major events regarding the Company's securities, including changes in dividends, the declaration of a stock split or the offering of additional securities.
- Severe financial liquidity problems.
- Actual or threatened major litigation or the resolution of such litigation.
- Significant cybersecurity incidents and risks.
- New major contracts, orders, suppliers, customer or financing sources, or the loss of any of them.

Both positive and negative information can be material. Because trading that receives scrutiny will be evaluated after the fact with the benefit of hindsight, questions concerning the materiality of particular information should be resolved in favor of materiality, and trading should be avoided.

Nonpublic Information. Nonpublic information is information that is not generally known or available to the public. One common misconception is that material information loses its "nonpublic" status as soon as a press release is issued disclosing the information. In fact, information is considered to be available to the public only when it has been released broadly to the marketplace (such as by a press release or an SEC filing) *and the investing public has had time to absorb the information fully.* As a general rule, information is considered nonpublic until after the second full trading day following the release of the information. For example, if the Company announces financial earnings before trading begins on a Tuesday, the first time you can buy or sell Company securities is the opening of the market on Thursday (assuming you are not aware of other material nonpublic information at that time). However, if the Company announces earnings after trading begins on that Tuesday, the first time you can buy or sell Company securities is the opening of the market on Friday.

ADDITIONAL PROVISIONS

The Company considers it improper and inappropriate for those employed by or associated with the Company to engage in short-term or speculative transactions in Company securities or in other transactions in Company securities that may lead to inadvertent violations of the insider trading laws. Accordingly, your trading in Company securities is subject to the following additional provisions.

Short Sales. You may not engage in short sales (sales of securities that are not then owned), including “sales against the box” (a sale with delayed delivery).

Publicly Traded Options. You may not engage in transactions in publicly traded options, such as puts, calls and other derivative securities, on an exchange or in any other market.

Standing and Limit Orders. Standing and limit orders should be used only for a very brief period of time. A standing order placed with a broker to sell or purchase stock at a specified price leaves you without control over the timing of the transaction. A standing order transaction executed by the broker when you are aware of material nonpublic information may result in unlawful insider trading.

Hedging Transactions. Hedging transactions can be accomplished through a variety of mechanisms, including through variable prepaid forward contracts, equity swaps and collars, and similar devices. Hedging transactions permit the holder of Company securities to continue to own them without the full risks and rewards of ownership, which can cause the interest of such holder not to be aligned with the interest of the Company’s shareholders. For this reason, you are prohibited from engaging (directly or indirectly) in hedging transactions, or otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of Company securities.

Margin Accounts and Pledges. Securities held in a margin account or pledged as collateral for a loan may be sold without your consent by the broker if you fail to meet a margin call or by the lender in foreclosure if you default on the loan. Because a margin or foreclosure sale that occurs when you are aware of material nonpublic information or otherwise are not permitted to trade the subject securities would violate this Policy, you are prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan. An exception may be granted where you wish to pledge Company securities as collateral for a loan (not including margin debt) and clearly demonstrate the financial capacity to repay the loan without resort to the pledged securities. If you wish to pledge Company securities as collateral for a loan, you must submit a request for approval to the General Counsel at least two weeks prior to the proposed execution of documents evidencing the proposed pledge.

POST-TERMINATION TRANSACTIONS

This Policy continues to apply to your transactions in Company securities even after you have terminated employment or other services to the Company or a subsidiary as follows: if you are aware of material nonpublic information when your employment or service relationship terminates, you may not trade in Company securities until that information has become public or is no longer material.

UNAUTHORIZED DISCLOSURE

Maintaining the confidentiality of Company information is essential for competitive, security and other business reasons, as well as to comply with securities laws. You should treat all information you learn about the Company or its business plans in connection with your employment as confidential and proprietary to the Company. Inadvertent disclosure of confidential or inside information may expose the Company and you to significant risk of investigation and litigation.

The timing and nature of the Company's disclosure of material information to outsiders is subject to legal rules, the breach of which could result in substantial liability to you, the Company and its management. Accordingly, it is important that responses to inquiries about the Company from the press, investment analysts or others in the financial community be made on the Company's behalf only through authorized individuals.

PERSONAL RESPONSIBILITY

You should remember that the ultimate responsibility for adhering to this Policy and avoiding improper trading rests with you. Violating the insider trading laws can result in civil and criminal sanctions. Moreover, if you violate this Policy, the Company may take disciplinary action against you, up to and including dismissal.

COMPANY ASSISTANCE

Your compliance with this Policy is of the utmost importance both for you and for the Company. If you have any questions about this Policy or its application to any proposed transaction, you may obtain additional guidance from the Company's General Counsel, Joseph J. Zepf. Do not try to resolve uncertainties on your own, as the rules relating to insider trading are often complex, not always intuitive and violations carry severe consequences.

ADDENDUM TO INSIDER TRADING POLICY

The Company has established additional procedures to assist in the administration of this Policy, to facilitate compliance with laws prohibiting insider trading while in possession of material nonpublic information, and to avoid the appearance of any impropriety. These additional procedures are applicable only to those individuals that the Company has designated (and members of their immediate families and entities they control).

Pre-Clearance Procedures. Directors and executive officers, as well as their family members and entities that they control, may not engage in any transaction (including gifts) in Company securities without first obtaining pre-clearance of the transaction from the General Counsel. A request for pre-clearance should be submitted to the General Counsel at least two business days in advance of the proposed transaction. Clearance must be re-requested if the transaction is not executed within 24 hours of obtaining pre-clearance. The General Counsel is under no obligation to approve a transaction submitted for pre-clearance, and may determine not to permit the transaction. If a person seeks pre-clearance and permission to engage in the transaction is denied, then he or she should refrain from initiating any transaction in Company securities, and should not inform any other person of the restriction.

When a request for pre-clearance is made, the requestor should carefully consider whether he or she may be aware of any material nonpublic information, and should describe fully those circumstances to the General Counsel. The requestor should be prepared to file a Form 4 for the proposed transaction and to comply with SEC Rule 144 and file Form 144, if necessary, at the time of any sale. The Company assists its directors and executive officers in completing and filing the appropriate forms and advance notice of the transactions allows the Company to complete these filings on a timely basis.

Trading Windows. To protect against potential insider trading based on access to any material nonpublic information, the persons designated by the Company as subject to this Addendum, as well as their family members and other related persons and entities specified in the “Persons Covered” section of the Insider Trading Policy are prohibited from engaging in any transactions involving Company securities (other than as specified by the Insider Trading Policy), except during specified periods (“trading windows”) following the announcement of the Company’s quarterly or annual earnings. Each quarter, the trading window will (i) begin on the first trading day after two full trading days following the public release of the Company’s quarterly earnings and (ii) end at the close of trading on The New York Stock Exchange on last trading day preceding the blackout period (beginning 15 days before the end of a fiscal period). For example, if the Company announces financial earnings before trading begins on a Tuesday, the trading window will open with the opening of The New York Stock Exchange on Thursday. However, if the Company announces earnings after trading begins on that Tuesday, the trading window will open with the opening of The New York Stock Exchange on Friday. However, even during a trading window, a restricted person who is in possession of any material nonpublic information may not trade in the Company’s securities. In addition, all trades during this period by Directors and executive officers (or any family member or controlled entity of such person) should be pre-cleared through the Company’s General Counsel or his or her designee in accordance with the provisions specified above under “Pre-Clearance Procedures.”

Event-Specific Trading Restriction Periods. From time to time, an event may occur that is material to the Company and is known by only a limited group of directors, officers and/or employees. So long as the event remains material and nonpublic, the persons designated by the General Counsel may not trade Company securities. In addition, the Company's financial results may be sufficiently material in a particular fiscal quarter that, in the judgment of the General Counsel, designated persons should refrain from trading in Company securities even sooner than the typical Blackout Period described above. In that situation, the General Counsel may notify these persons that they should not trade in Company securities, without disclosing the reason for the restriction. The existence of an event-specific trading restriction period or extension of a Blackout Period will not be communicated widely within the Company, and should not be communicated to any other person. Even if the General Counsel has not designated you as a person who should not trade due to an event-specific restriction, you should not trade while aware of material nonpublic information. Exceptions will not be granted during an event-specific trading restriction period.

Exceptions. The prohibition on trading outside of trading windows, as well as the event-specific trading restrictions, do not apply to those transactions to which the Policy does not apply, as described in the Policy under the headings "Transactions Under Company Benefit Plans" and "Transactions Not Involving a Purchase or Sale." Further, the requirement for pre-clearance, the quarterly trading restrictions and event-specific trading restrictions do not apply to transactions conducted pursuant to approved Rule 10b5-1 plans, described under the heading "Rule 10b5-1 Plans."