

STAGE STORES, INC.
CODE OF ETHICS AND BUSINESS CONDUCT

I. INTRODUCTION

The Stage Stores, Inc. Code of Ethics and Business Conduct (“Code”) is a basic set of policies and procedures governing the behavior of all directors, officers, and employees (each an “Associate” and collectively, the “Associates”) of Stage Stores, Inc. and its subsidiaries and affiliates (collectively, the “Company”).

It is the policy of the Company to adhere to the highest standards of business ethics in all of its business activities and practices. When Associates are engaged in any activity concerning the Company, its customers, its competitors, its suppliers, other Associates, its shareholders or the general public, they must maintain standards of uncompromising honesty and integrity and conduct themselves in a professional manner with positive, supportive behaviors with respect to the Company.

Accordingly, the following policies and procedures have been developed for the mutual benefit of the Company and its Associates. Associates are expected to understand and to comply with these policies and procedures. If there are any questions related to this Code, they should be directed to the Company’s Business Ethics Committee (“Business Ethics Committee”). If you become aware of a breach or violation of this Code or any Company policy or procedure, you have an obligation to report such actions to the supervisor in your area and/or the Business Ethics Committee. See the Reporting of Violations section of this Code for contact information.

II. CONSEQUENCES OF VIOLATIONS

In the event of a violation of this Code or other Company policy, Associates may be subject to disciplinary action, up to and including termination as well as criminal or civil prosecution under applicable state or federal laws.

III. STANDARDS OF CONDUCT

All Company business shall be conducted with honesty and integrity. No Associate shall engage in any activity related to Company business that is or appears to be illegal, unethical, inappropriate, abusive or improper in any way. Unacceptable activities include, without limitation:

- A.** Stealing or unauthorized possession or use of Company funds, merchandise, property, intellectual property or other assets;
- B.** Stealing from Associates or customers;
- C.** Intentional acts or negligence which results in damage to, or loss of, Company property, merchandise or funds;
- D.** Criminal activities, regardless of any connection with Company business;
- E.** Borrowing Company assets of any kind without prior approval of your immediate supervisor;

- F.** Abuse of discount privileges or unauthorized markdowns;
- G.** Falsifying Company books and records relating to sales, payroll, commissions, payments to governmental entities or officials, payments to agents, consultants, or representatives of the Company, contests, refunds, voids, signatures or authorizations or any other reporting related to the disposition of the Company's or an Associate's assets;
- H.** Disclosing any confidential Company information to any unauthorized person, whether within or outside the Company;
- I.** Knowingly or recklessly making false statements about the Company or its Associates, customers, vendors and suppliers;
- J.** Possessing or using illegal drugs or alcohol while at work, while conducting Company business elsewhere, or reporting to work or conducting Company business elsewhere under the influence of and impaired by illegal drugs or alcohol;
- K.** Accepting excessive gifts or gratuities from vendors, suppliers or others;
- L.** Failing to cooperate with investigations conducted by Company officials;
- M.** Refusing to perform a reasonable job assignment which is not illegal, immoral, unethical or hazardous; and
- N.** Discriminatory treatment, threats, harassment, abusive language, or other illegal or inappropriate behavior directed toward an Associate, customer, vendor, supplier, or any other business partner.

IV. COMPLIANCE WITH THE LAW

The policy of the Company is one of strict compliance with all laws and regulations governing the conduct of Company business, regardless of the city, state or country in which the Company operates. All Associates are expected to have a working knowledge of permissible activities related to their work. Associates should direct any questions regarding the legality of any action to their supervisor or the Company's Legal Department.

Laws, regulations and business practices in countries outside the United States may differ from those in the United States. Associates must strictly comply with local customs, laws and regulations. As discussed in greater detail below, bribery or kickbacks, inside or outside the United States, are explicitly prohibited in all Company business transactions.

V. CONFIDENTIALITY GENERALLY

Associates may become aware of trade secrets and other proprietary and confidential information about the Company's business (e.g., marketing plans, strategies and financial records). Associates may not disclose any such trade secrets or proprietary or confidential information to anyone outside the Company unless specifically authorized by the Company's senior management.

Associates are prohibited from sharing any Company password with anyone either inside or outside of the Company. Associates who are asked to inappropriately disclose their password must

immediately report the incident to the Information Systems Department. Associates must also notify the Information Systems Department of any suspected breach of any Company information system.

VI. USE OF PROPRIETARY, CONFIDENTIAL OR INSIDER INFORMATION

Until released to the public, unauthorized material information concerning Company business plans, financial information, successes or failures is considered “inside” information and is confidential. Disclosure of such information to an unauthorized Associate or to any other person or entity outside the Company violates this Code, the Company’s insider trading policies, the Company’s Regulation FD policy, applicable federal securities laws, and Securities and Exchange Commission rules and regulations.

Anyone who becomes aware of material nonpublic information is an “insider” and may not trade in or recommend the Company’s securities while such material information remains undisclosed to the general public. This includes not only directors and executive officers, but also non-management Associates, their Immediate Families and other persons outside the Company who become aware of material nonpublic information about the Company, directly or indirectly, whether from an Associate or otherwise. Information is considered “material” if a reasonable investor would consider that information important in making a decision to buy, sell or hold securities. Any information that could be expected to affect the Company’s stock price, whether it is positive or negative, should be considered material.

All Associates must comply with the Company’s insider trading policies. Extremely severe criminal and civil sanctions against the Company and any involved Associate or member of their Immediate Family may result from violations of federal securities laws and Securities and Exchange Commission rules and regulations.

VII. CONFLICTS OF INTEREST

A conflict of interest is a divergence, or conflict, of the personal interest of an Associate, financial or otherwise, and the interest of the Company. All Associates shall ensure that they and members of their Immediate Family have no conflicts of interest, or appearances of conflicts of interest. As used in this Code, the term “Immediate Family” means an Associate’s spouse, children, parents, siblings, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law and anyone who resides in the Associate’s home.

Neither an Associate nor their Immediate Family may have a personal financial interest or accept any payments whatsoever from the Company’s competitors, suppliers or those from whom the Company leases property, unless previously approved in writing by the Business Ethics Committee.

Associates, including those who can commit Company funds, who are influential in determining how Company funds are expended, or who have authority to sell the Company’s products, shall have no outside stock holdings or other investment that could create a potential conflict of interest. This would include ownership or other interest in enterprises that supply the Company, directly or indirectly, with products or services, or compete with the Company.

Exceptions include publicly traded mutual fund securities or stock ownership in companies whose securities are publicly traded on a national securities exchange or otherwise widely traded, such

ownership not to exceed 1% of a company's shares, unless prior approval is obtained from the Business Ethics Committee. These guidelines apply both to Associates and to their Immediate Families.

Examples of conflicts of interest by an Associate or their Immediate Families are as follows:

- A.** Financial interest or ownership in any entity with which the Company competes or with which it does business;
- B.** Accepting payments, services or loans not available to the general public, or rendering consulting services to persons or concerns dealing or contemplating dealing with the Company, or in competition with the Company;
- C.** Acting on behalf of, or advising a competitor, supplier, customer, lesser or lessee in dealings with the Company; and
- D.** Active commitment of time devoted to the management of any other business which interferes with an Associate's normal work schedule or responsibility.

An Associate may neither appropriate for his/her own benefit, nor divert to any other person or entity, a business or financial opportunity which the Associate knows, or reasonably could anticipate that the Company would have an interest in pursuing. An Associate who becomes aware of a potential conflict of interest may report it via the Anonymous Ethics Hotline or otherwise as described in the Reporting of Violations section of this Code.

VIII. ANTI-CORRUPTION COMPLIANCE

- A. General Prohibition of Improper Payments.** Associates shall deal with customers, suppliers, the governments of all jurisdictions in which the Company operates, as well as all other persons, in a straightforward and transparent manner. The Company strictly prohibits its Associates from influencing action, securing or directing business, or gaining any other advantage, by giving or offering money, or other things of value, to any person located inside or outside the United States. Such conduct may result in an Associate's immediate termination from the Company, as well as potential criminal prosecution under federal and state anti-corruption laws.
- B. Commercial Bribery.** In the U.S., a number of federal and state laws prohibit commercial bribery. For example, it is unlawful to pay anything of value as a commission or other compensation to an agent, representative, intermediary, or employee of another company, other than for legitimate services rendered in connection with the sale or purchase of goods or services. U.S. laws also prohibit engaging in a scheme to defraud another company of the honest and faithful services of its employees by giving such employees anything of value to influence their actions. Other countries have adopted similar commercial bribery statutes, and therefore, this Code strictly prohibits any and all commercial bribery by Associates regardless of geographic location or the laws of a particular jurisdiction.
- C. Foreign Corrupt Practices Act.** The Foreign Corrupt Practices Act ("FCPA") is one of many anti-corruption laws that Associates must comply with. The FCPA prohibits, among other things, the giving or offering of money, or any other thing of value, directly

or indirectly, to a Foreign Official (as defined below) for the purpose of obtaining or directing business, as well as for securing any other improper business advantage. This prohibition also extends to the payment or receipt of money, or anything else of value, to consultants, agents, representatives, or other intermediaries when the Associate knows or has reason to believe that some part of the payment, or thing of value, will be used as a bribe or otherwise to influence action or secure an improper business advantage.

“Foreign Official” means any officer or employee of a foreign government or any department, agency, or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a “public international organization,” any person acting in an official capacity for or on behalf of a foreign government or government entity or of a public international organization, any foreign political party or party official, or any candidate for foreign political office.

Under a limited set of circumstances, it may be permissible under the FCPA to make facilitating payments (as defined below), or provide gifts or entertainment, to a Foreign Official. Before taking such action, Associates are required to contact the Business Ethics Committee and obtain written approval of the proposed action.

A “facilitating payment” is a small payment to a Foreign Official to expedite or secure performance of a routine governmental action. Routine governmental actions are limited to ordinary, common, non-discretionary actions performed by a Foreign Official. For example, obtaining non-discretionary permits, licenses, or other official documents, obtaining entry or exit visas, providing police protection, and mail pick-up and delivery would likely be considered routine governmental actions.

Business gifts or entertainment of insubstantial value should only be provided to a Foreign Official if the gift or entertainment is: (1) directly related to either the promotion or explanation of the Company’s products and services; (2) reasonable in light of customary gifts and entertainment; (3) provided for a purpose other than to induce a Foreign Official to misuse his/her official position; and (4) legal under the foreign country’s written laws.

D. Improper Payments to Domestic Public Officials. Federal and state laws, as well as this Code, prohibit a broad range of improper payments to domestic public officials. A domestic public official means any officer (even if he/she has not assumed his/her duties), employee, or agent of any federal, state, or local government in the U.S. and any candidate seeking to become an officer of a federal, state, or local government.

U.S. law prohibits (1) bribing a domestic public official (i.e., offering or giving anything of value in exchange for an official act); (2) offering an illegal gratuity to a domestic public official (i.e., giving or offering anything of value because of the position of the domestic public official or unspecified action that he/she has previously performed or may perform in the future); and (3) supplementing the income of a domestic public official (i.e., giving or offering anything of value to a public official without regard to the performance of an official act). In addition, each State has similar laws that prohibit bribing or making other types of improper payments to a domestic public official.

IX. ANTITRUST LAW COMPLIANCE

The Company believes in fair, lawful and open competition and requires that its Associates must, at all times, comply with all applicable antitrust laws. Antitrust laws are complex and beyond the scope of this Code. Any activity with a competitor or a supplier in restraint of trade, such as price fixing, is illegal. Activities such as discriminatory pricing, terms, promotional allowances, services and facilities outside the normal course of business may violate antitrust laws. Volume discounts and other negotiating strategies conducted in the normal course of business do not constitute, by themselves, an antitrust law violation. Extremely severe criminal and civil sanctions against the Company and any involved Associate and their supervisors may result from antitrust violations.

X. BOOKS AND RECORDS, RECORDING AND REPORTING INFORMATION

It is Company policy, as well as a requirement of law and generally accepted accounting principles, that the recording of the results of the Company's operations be maintained in books, records and accounts, which, in reasonable detail, accurately and fairly reflect the business transactions and disposition of assets of the Company. No Associate may take or permit to be taken any action whereby the Company's books and accounts would not accurately, fairly and completely reflect the action taken. No false or misleading entries may be made in any books or records of the Company for any reason, and no fund, asset or account of the Company may be established for any purpose unless such fund, asset or account is accurately reflected in the books and records of the Company.

Internal accounting controls must be sufficient to provide reasonable assurances that transactions are executed in accordance with appropriate management authorization; that transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles and to maintain accountability for assets; that access to assets is permitted only in accordance with proper management authorization; and that the recorded accountability is compared with existing assets at reasonable intervals and differences, if any, are investigated.

All records, including employment and payroll, financial data, checks and payments, as well as other essential data, must be prepared with accuracy and care. Dishonesty or carelessness in recording or reporting of information, either inside or outside the Company, is not only strictly prohibited, but also could result in civil, or even criminal, liability for the Associate and the Company. This Code is intended to cover impropriety related to accounting, internal accounting controls, and non-accounting matters.

Examples of activities specifically prohibited by Company policy include, without limitation:

- A.** No false or artificial information shall be recorded for any reason.
- B.** Associates are prohibited from making false or misleading statements in connection with any audit or examination of the Company's financial statements and records, business operations, and compliance with laws or regulations.
- C.** Associates are personally accountable for Company funds over which they have control. No payments shall be made, or invoice issued on behalf of the Company, with the intention or understanding that any part of such payment or receipt is to be used for any purpose other than as described in the supporting documents.

D. No secret funds or unrecorded or undisclosed accounts shall be maintained or established for any purposes.

E. Falsification of, or tampering with, any Company related records or documents including, but not limited to, reports, time records and/or applications is prohibited.

XI. COMPETITIVE BIDDING INVOLVING GOVERNMENT ENTITIES

The Company may deal with governmental entities, including school districts, counties and cities, to provide these entities with the Company's products. Associates, and the Company's agents, representatives and consultants, must abide by all rules and regulations associated with the process by which government contracts are procured (i.e., request for proposal ("RFP") process).

During the period between the RFP release date and the date of the contract award ("Silence Period"), Associates and/or Company agents are strictly prohibited from discussing or promoting the Company's proposal with any individual from the requesting governmental entity, except with respect to inquiries, briefings, interviews and presentations initiated or requested by the governmental entity.

The Silence Period is not meant to preclude Associates or Company agents from discussing other matters with individuals from the requesting governmental entity. The Silence Period is intended to ensure a level playing field for the Company and its competitors with regard to the pending RFP.

XII. ADDITIONAL COMPANY POLICIES

The Company maintains and makes available to Associates additional policies that Associates are expected to read, understand and follow. The following, non-exclusive list summarizes many of these policies, which are incorporated by reference, and Associates should refer to the policies directly for further detail. Associates should direct any questions related to the additional Company policies to the Human Resources Department or the Business Ethics Committee.

A. Travel and Business Expense. Travel and other business expense reimbursement is subject to the Associate providing accurate and complete documentation of the expense in accordance with the Company's Travel and Business Expense Policy and approval by management.

B. Solicitation and Charitable Activities. Participation by Associates in civic or charitable activity is encouraged to the extent that such participation does not encroach significantly on the Associate's work time or impair his/her mental or physical ability to efficiently perform his/her duties with the Company. These guidelines are to be followed:

1. There will be no Associate related solicitation of any kind on Company premises during work time (for example, Avon, Mary Kay or other business or charitable products).
2. Third party solicitation is not allowed on the premises without Company authorization.
3. Distribution of printed materials on Company premises is prohibited.

4. Outside vendors are allowed on the premises by appointment only.

C. Outside Employment. The Company generally discourages outside employment by its salaried Associates. No outside employment of any kind, including consulting, will be approved which might subject the Company to criticism, establish a potential conflict of interest, encroach upon reasonable work time, interfere with regular duties, or necessitate long hours which might adversely affect an Associate's working effectiveness. Becoming a compensated director or trustee of an outside organization requires the prior written approval of the Business Ethics Committee, with the exception of social, charitable, or religious organizations, residential cooperatives and condominiums and school boards.

D. Gifts, Entertainment and Gratuities. Due to the risk of an actual or perceived conflict of interest, Associates are generally prohibited from directly or indirectly accepting gifts of cash or value from anyone having or seeking business with the Company, unless they are not excessive and have been approved by an appropriate supervisor and/or executive. Nothing should be accepted which could impair or appear to impair an Associate's ability to perform his/her Company duties and to exercise his/her best business judgment in a fair and unbiased manner. All gifts must be delivered to Associates in his/her business offices or other normal work environment and are never to be sent to an Associate's home.

Participation in business-related functions, including occasional reciprocal acceptance of meals, is a normal and acceptable business practice. However, care should be exercised to make certain that these are necessary and that the value and frequency are not excessive under the circumstances. Associates are expected to use good judgment in determining what may be excessive entertainment. If there are any questions related to the acceptance of gifts, entertainment or gratuities, or regarding what is excessive or acceptable, Associates should direct those questions to, and/or obtain prior written approval from, their supervisor. Supervisors should direct questions to and/or obtain approval from the Business Ethics Committee.

E. Political Activities and Contributions. Because of the complexity of laws regulating Company political activities and contributions, it is the Company's policy to prohibit political contributions by the Company. No Associate has the authority to make or pledge political contributions for, or on behalf of, the Company. Prohibited political contributions include cash, loan of Company personnel during paid working hours, purchase of tickets to fund raising activities, or payment for advertisements, printing or other campaign expenses. Associates are welcome to participate in political activities outside Company working hours and with their personal resources. However, any Associate wishing to become a candidate for public office, whether elected or appointed, must obtain prior written approval from the Business Ethics Committee.

F. Technology, Email and Internet Use. The Company provides Associates technology, internet and email to be used primarily in the execution of an Associate's job responsibilities. All data contained on, received on or transmitted by Company technology and networks, including email messages, are the property of the Company, and no Associate has a property right or a reasonable expectation of privacy in such data. All Company policies apply to Associates' use of technology, email and internet, all of which will be monitored for excessive or inappropriate activity.

G. Equal Employment Opportunity. The Company is committed to providing equal employment opportunity to all persons regardless of race, color, gender, age, religion, national origin, disability, veteran status, or any other characteristic that is protected under applicable federal, state or local law. Any Associate who believes he/she or any co-worker is being subjected to discrimination should report the alleged act immediately to his/her direct supervisor or the Company's Human Resources Department or via the Anonymous Ethics Hotline.

H. Drug Free Workplace. The Company is committed to providing a safe, healthy and secure work environment. The manufacture, distribution, possession, sale, transfer or use of drugs or controlled substances in a manner not authorized by the law is prohibited. Additionally, being at work or on Company business under the influence of drugs, alcohol or controlled substances is prohibited. Likewise, being at work or on Company business under the influence of prescription drugs not assigned to the individual or taken in excess of the prescribed amounts where the level of prescription drug impairs (or in the Company's judgment is likely to impair) work performance is also prohibited. The possession of drug-related paraphernalia on Company premises is also prohibited.

I. Non-Harassment. The Company expressly prohibits any Associate from engaging in any form of intimidation or harassment on the basis of race, color, gender, age, religion, national origin, disability, veteran status, or any other characteristic that is protected under applicable federal, state or local law. Harassment is conduct that has the purpose or effect of substantially interfering with another Associate's employment, that creates an intimidating, hostile or offensive work environment, or that otherwise negatively affects an Associate's work opportunities.

Supervisors and/or managers shall not initiate or maintain romantic or overly close social relationships outside the scope of normal business activities, with any other Associate in their same store or work area who is under their supervision, either directly or indirectly. Even though such relationships may not constitute sexual harassment, they may suggest preferential treatment for the individual(s) involved.

Any Associate who believes he or she or any co-worker is being subjected to any form of harassment should report the alleged act immediately to their direct supervisor and/or the Company's Human Resources Department. The Company will make every effort to keep all matters related to the investigation as confidential as possible and will not tolerate retaliation against any Associate alleging harassment.

J. Contracts. Before any Associate enters into any contract on behalf of the Company, the Associate must have proper authorization and ensure compliance with all Company policies, including legal review as required.

XIII. COMPLIANCE PROCEDURES

A copy of this Code shall be made available to all Associates, and the Business Ethics Committee will oversee the acknowledgement of this Code by each Associate designated.

XIV. REPORTING OF VIOLATIONS

A. In General. It is not possible to cover the infinite variety of situations to which this Code applies. For this reason, the Company has established a Business Ethics Committee to advise and assist Associates on matters related to interpretation of business ethics. The Business Ethics Committee consists of the Company's Chief Human Resources Officer and Chief Legal Officer.

Acts and practices which are in violation of this Code, including concerns regarding questionable accounting or auditing matters, may harm the reputation of the Company and its Associates; thus, the individuals responsible for the management of the Company must be kept informed of any such violations. Concealment from management of any questionable or inappropriate conduct or violation of this Code may be considered by others as a signal that the Company's policies may be ignored. Such conduct will not be tolerated.

B. Duty to Report; Confidentiality. If an Associate is or becomes aware of any violation of this Code or any other Company policies by other Associates, it is the Associate's responsibility to report it. If the reporting person fears reprisals, this concern should be expressed at the time of the report. In those circumstances, the identity of the reporting person shall be kept in the strictest confidence. Retaliation against an Associate who has reported what they believe to be a violation of Company policy, ethics or any other part of this Code is strictly prohibited. Any Associate guilty of retaliation will be subject to disciplinary action, leading up to and including termination of their employment.

C. Reporting Non-Accounting Matters. Any complaints or concerns an Associate may have regarding non-accounting matters should be communicated to the Company officer in his/her area, via the Anonymous Ethics Hotline and/or to the Business Ethics Committee, as follows:

Anonymous Ethics Hotline*	888-633-6539
Chief Human Resources Officer	713-331-5010
Chief Legal Officer	713-331-5045

*The Anonymous Ethics Hotline (also referred to as the "Key-Line") is maintained by an independent third party, and is available 24 hours a day, 7 days a week. If you feel that normal Company communication channels are not appropriate, you are encouraged to anonymously report any suspected illegal activity or violation of this Code to the Anonymous Ethics Hotline.

If the complaint or concern relates to a member of the Business Ethics Committee, the matter should be communicated directly to Mr. Martin Stringer, the Company's outside counsel, at 405-552-2284, or by email at martin.stringer@mcafeetaft.com.

D. Reporting Accounting Matters. Any complaints or concerns an Associate may have regarding accounting, internal accounting controls or auditing matters should be communicated directly to the Company's Audit Committee or via the Anonymous Ethics Hotline. Communications to the Audit Committee may be initiated by calling Mr. Martin Stringer, the Company's outside counsel, at 405-552-2284, or emailing him at martin.stringer@mcafeetaft.com.

XV. WAIVERS

Any waiver of this Code for directors or executive officers may be made only by the Board or a Board committee, and will be promptly disclosed as required by law, regulation and/or stock exchange listing standard.

Approved December 17, 2015.