

## **KID BRANDS, INC. WHISTLEBLOWER POLICY**

The Company is committed to achieving compliance with all laws and regulations to which it is subject. Accordingly, each director, officer and employee has a responsibility to promptly report any suspected misconduct, illegal activities or fraud, including any questionable accounting, internal accounting controls or auditing matters, or other suspected violations of federal, state or foreign laws, rules or regulations (“collectively “Misconduct”), in accordance with the provisions of this policy. Any third party may also submit in good faith a report of suspected Misconduct pursuant to the procedures provided in this policy. In order to facilitate the reporting of suspected Misconduct, the Company’s Audit Committee has established the following procedures for: (i) the receipt, retention and treatment of complaints or reports regarding suspected Misconduct; and (2) the confidential, anonymous submission by employees, officers and directors of concerns regarding suspected Misconduct.

### Policy of Non-Retaliation

It is the Company’s policy to comply with all applicable laws that protect directors, officers and employees against unlawful discrimination or retaliation as a result of lawfully reporting information regarding, or participation in investigations involving, suspected Misconduct by the Company or its directors, officers, employees or other agents. Specifically, this policy is designed to prevent directors, officers or employees from being subject to disciplinary or retaliatory action, including, but not limited to, discharge, demotion, suspension, threats, harassment or any other manner of discrimination in the terms and conditions of employment, based upon lawful actions of such persons with respect to the good faith reporting of complaints regarding accounting, internal accounting controls or auditing matters or otherwise as specified in Section 806 of the Sarbanes Oxley Act of 2002, or good faith reporting of suspected violations of federal securities laws under Section 922 of The Dodd–Frank Wall Street Reform and Consumer Protection Act of 2010, as a result of such director, officer or employee:

- disclosing information to a government or law enforcement agency or a representative of the Company, where the director, officer or employee has a good faith, reasonable belief that the information demonstrates a violation or possible violation of a federal, state or foreign law, rule or regulation; or
- disclosing information, testifying or participating in a proceeding filed or about to be filed, or otherwise assisting in an investigation or proceeding, regarding any conduct that the director, officer or employee reasonably and in good faith believes involves a violation or possible violation of a federal, state or foreign law, rule or regulation.

If any director, officer or employee believes he or she has been subjected to any discrimination or retaliation or other action by the Company or by any of its directors, officers, employees or other agents for reporting suspected Misconduct in accordance with this policy, he or she may file a complaint with the Board through the Company’s General Counsel by following the procedures set forth below.

## Method of Reporting

### **(a) Reporting Suspected Misconduct Not Involving Accounting Matters.**

- (1) Employees or other interested parties with concerns regarding suspected Misconduct other than suspected Misconduct involving accounting, internal accounting controls or auditing matters (collectively, "Accounting Matters") may report their concerns to the General Counsel of the Company at the address set forth below, marked confidential. The General Counsel shall forward a copy of such report to the Chairman of the Board.

KID Brands, Inc.  
General Counsel -- General Complaints  
One Meadowlands Plaza, 8<sup>th</sup> Floor  
East Rutherford, NJ 07073

and/or

- (2) Employees may forward their concerns on a confidential or anonymous basis to the General Counsel by e-mail at the following address:

[generalcomplaints@kidbrands.com](mailto:generalcomplaints@kidbrands.com); or  
regular mail at the address set forth above, marked confidential

and/or

- (3) Employees may report their concerns on a confidential or anonymous basis to our Ethics Hotline, a toll-free number (available 24 hours a day, 7 days per week, in multiple languages), at: (201) 405-2455.

### **(b) Reporting Suspected Misconduct Involving Accounting Matters.**

- (1) Employees or other interested parties with concerns regarding Accounting Matters may report their concerns to the General Counsel of the Company at the address set forth below, marked confidential. The General Counsel shall forward a copy of such report to the Chairman of the Audit Committee.

KID Brands, Inc.  
General Counsel - - Accounting Complaints  
One Meadowlands Plaza, 8<sup>th</sup> Floor  
East Rutherford, NJ 07073

and/or

- (2) Employees may forward complaints on a confidential or anonymous basis to the General Counsel by e-mail at the following address:

[accountingcomplaints@kidbrands.com](mailto:accountingcomplaints@kidbrands.com): or  
regular mail at the address set forth above, marked confidential

and/or

- (3) Employees may report their concerns on a confidential or anonymous basis to our Ethics Hotline, a toll-free number (available 24 hours a day, 7 days per week, in multiple languages), at: (201) 405-2455.

### Scope of Accounting Matters

Accounting Matters covered by these procedures include, without limitation, the following:

- (1) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- (2) fraud or deliberate error in the recording and maintaining of financial records of the Company;
- (3) deficiencies in or noncompliance with the Company's internal accounting controls;
- (4) misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- (5) deviation from full and fair reporting of the Company's financial condition.

### Treatment of Complaints and Reports

- (1) **Suspected Misconduct Not Involving Accounting Matters.** Upon receipt of a complaint or report of suspected Misconduct not involving Accounting Matters (as determined by the General Counsel), the General Counsel or the Chairman of the Board will, when possible, acknowledge receipt of the complaint or report to the sender, and to the extent appropriate, provide him or her with the name of, and contact information for, the persons assigned to investigate the complaint or report. Such complaints or reports will be promptly and fully reviewed under Board direction and oversight by the General Counsel, or such other persons as the Board determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- (2) **Suspected Misconduct Involving Accounting Matters.** Upon receipt of a complaint or report of suspected Misconduct involving Accounting Matters (as determined by the General Counsel), the General Counsel will, when possible, acknowledge receipt of the complaint or report to the sender, and to the extent

appropriate, provide him or her with the name of, and contact information for, the persons assigned to investigate the complaint or report. Such complaints or reports will be promptly and fully reviewed under Audit Committee direction and oversight by the General Counsel, or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

- (3) Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Board or the Audit Committee, as applicable as set forth above, including, possible termination of employment, and, in appropriate cases, civil action or referral for criminal prosecution.

### Reporting and Retention of Complaints and Investigations

The General Counsel will maintain a log of all complaints and reports of suspected Misconduct, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee and the Board. Copies of complaints/reports and such log will be maintained in accordance with the Company's document retention policy.

### Your Obligations

- (1) **Read and Understand this Policy.** When you receive this policy (or updated versions hereof), you are expected to read and understand it and comply with its terms. Please discuss any questions you may have regarding this policy with your direct supervisor or the General Counsel.
- (2) **Report Misconduct.** If you become aware of any Misconduct or violations of this policy, you must report such Misconduct or violations in accordance with the procedures set forth under "Method of Reporting" above.

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