

CONFLICT MINERALS POLICY

On August 22, 2012, the U.S. Securities and Exchange Commission (the “SEC”) approved the final rule regarding the sourcing of conflict minerals under Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Under this rule, publicly traded companies must report to the SEC the presence of conflict minerals originating in the Democratic Republic of the Congo (“DRC”) or adjoining countries in the products they manufacture or contract to manufacture if the conflict minerals are necessary to the functionality or production of a product. The mining of these minerals and the metals created by them, such as tantalum, tin, tungsten, and gold, has been partially co-opted by militant groups which are reported to engage in human rights abuses to mine these materials and use the proceeds to finance armed conflict in the region.

We expect our suppliers to have in place policies and due diligence measures that will enable us to reasonably assure that products and components supplied to us contain conflict minerals that are DRC conflict free. In support of this policy, Urban Outfitters has adopted the following practices:

- Exercise due diligence with relevant suppliers consistent with the Organisation for Economic Co-Operation and Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and encourage our suppliers to do likewise with their suppliers.
- Develop an action plan to address those risk areas identified including: due diligence with identified suppliers, development of guidelines for product development processes to prevent the introduction of conflict minerals that are not DRC conflict free into Urban Outfitters’ products and tracking and reporting of the results of these efforts.

Urban Outfitters believes in establishing and maintaining long-term relationships with suppliers whenever possible. Yet, if we determine that any supplier is, or a reasonable risk exists that it may be, violating this policy, or is refusing to address issues of concern, then we may either suspend or discontinue our business relationship with such supplier or, in connection with the implementation of our risk management plan, require such supplier to commit to devise and undertake expeditiously, a suitable corrective action or risk mitigation plan.