



A Vince Operating Company

### OFAC NOTICE

With this notice (the "Notice"), V Opco, LLC on behalf of itself and/or affiliated companies (collectively, the "Company"), requests your acknowledgement and agreement as to the accuracy of the following:  
In connection with your business relationship with the Company:

1. You, on behalf of yourself and your affiliates and subsidiaries (as applicable), represents and warrants that you are, and shall remain, in compliance with all laws and advisories administered by the United States Department of Treasury's Office of Foreign Assets Control ("OFAC") or any other governmental entity imposing economics sanctions and trade embargoes ("Economic Sanctions Law") against designated (i) countries and regions (including but not limited to Uzbekistan, Turkmenistan, and the Xinjiang Uygur Autonomous Region); (ii) entities (including but not limited to Xinjiang Production and Construction Corp.); and (iii) persons (collectively, "Embargoed Targets").
2. Neither you nor your affiliates or subsidiaries (as applicable), is an Embargoed Target.
3. Neither you nor your affiliates or subsidiaries (as applicable) conducts business, directly or indirectly, with any Embargoed Targets.
4. You maintain and/or have access to sufficient documentation evidencing the origin (including from the bale or similar level through finished product, as applicable) of any goods you supply to Company, and none of the goods you supply to the Company have been or will be made, wholly or in part, using forced labor or prohibited labor practices. Upon Company's reasonable request, You agree that You shall promptly provide all relevant documentation with respect thereto to Company.

You agree to indemnify, defend, and hold harmless Company, its affiliates, respective officers, employers, and agents from any and all claims, actions, liabilities, losses, damages or expenses (including attorney's fees) relating to any claim that this Notices and any of the representations set forth herein are untrue.

Please execute and return this Notice to [legal@vince.com](mailto:legal@vince.com) at your earliest convenience. Notwithstanding the foregoing, if you continue to manufacture and/or ship goods to, or otherwise conduct business with, the Company, you are deemed to have acknowledged and agreed to the terms set forth in this Notice.

Acknowledged and agreed on \_\_\_\_\_, \_\_\_\_\_:

\_\_\_\_\_

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_