



**THE CHILDREN'S PLACE, INC.**  
**SECTION 16(a) - INSIDER COMPLIANCE PROCEDURES**

Approved November 2025

**Introduction**

Section 16(a) of the Securities Exchange Act of 1934 requires the trading activity of directors and certain executive officers of The Children's Place, Inc. (the "Company") to be publicly disclosed in order to discourage those "insiders" from using the information gained from their positions for personal gain. You have been identified by the Company as an "insider" for Section 16(a) reporting purposes. Because of your status as an "insider", you must disclose to the public your ownership of the Company's common stock, and any changes to such ownership by filing with the Securities and Exchange Commission (the "SEC") reports on Form 3 and Form 4. To ensure your compliance with Section 16(a) reporting requirements, the Company's Legal Department has implemented the procedures set forth below and will assist you by filing Forms 3 and 4 with the SEC on your behalf.

**Mandatory Pre-Clearance Procedure**

Company directors, executive officers and any other persons designated as being subject to the Company's pre-clearance procedures, together with their immediate family members, and entities that they control, may not engage in any transaction involving the Company's securities (including a stock plan transaction such as an option exercise, a gift, a loan, a contribution to a trust, or any other transfer) without first obtaining pre-clearance of the transaction from the Legal Department. The Legal Department will then determine whether the transaction may proceed and, if so, assist in complying with the reporting requirements. In general, the Legal Department will not clear proposed transactions during any period in which the Company's trading calendar (described in the Company's Insider Trading Policy) does not permit trading.

Any person subject to the pre-clearance requirements who wishes to implement a trading plan under SEC Rule 10b5-1 must first pre-clear the plan with the Legal Department. As required by Rule 10b5-1, you may enter into a trading plan only when you are not in possession of material non-public information. Transactions effected pursuant to a pre-cleared trading plan will not require further pre-clearance at the time of the transaction if the plan specifies the dates, prices and amounts of the contemplated trades, or establishes a formula for determining the dates, prices and amounts. However, the broker completing these transactions must report them immediately to the Legal Department in order to permit timely filing of a Form 4.

## **Broker Interface Procedures**

The reporting of transactions requires that a broker handling a transaction for an insider promptly communicate the proposed transaction and execution of the transaction to the Legal Department. A knowledgeable, alert broker can act as a gatekeeper to help ensure compliance with our pre-clearance procedures and to help prevent inadvertent violations. In order to ensure compliance, each insider is required to provide the Legal Department with the name of his or her broker as soon as possible and to have his or her broker sign the attached Broker Instruction/Representation Form. The form requires the broker to do the following:

1. To delay executing any transaction (except for orders under pre-approved Rule 10b5-1 plans) for you until:
  - (a) verifying with the Legal Department that your transaction was pre-cleared; and
  - (b) complying with the brokerage firm's compliance procedures (e.g., Rule 144); and
2. To report any executed transaction immediately to the Legal Department via:
  - (a) telephone; and
  - (b) in writing via e-mail or by fax.

If any director or executive officer changes his or her broker, he or she shall promptly provide the Legal Department with the name of his or her new broker and have such new broker sign the attached Broker Instruction/Representation Form.

## **Power of Attorney**

In order to enable the Company to prepare and file a Form 3 or Form 4 on a timely basis, please sign and return the enclosed power of attorney. The power of attorney will permit the Company to file a Form 3 or Form 4 on your behalf.

## **A Note on Rule 144**

As an "affiliate" of the Company with the power to direct the management and policies of the Company, you will be required to file a notice with the SEC on Form 144. Your broker will do this on your behalf; please remember that you must comply with your broker's Rule 144 compliance procedures.

## **Frequently Asked Questions**

Below you will find some of the more common questions associated with Section 16(a) compliance obligations. Please review them. If you have any questions about these procedures or their application to any proposed transaction, you may obtain additional guidance by contacting the Legal Department to discuss the matter more thoroughly.

### ***Who is required to file a Form 3 or Form 4?***

All 10 percent beneficial owners, directors and executive officers are required to file to the extent he or she is considered a statutory “insider” for purposes of Section 16 and to the extent there is a change either directly or indirectly in his or her beneficial ownership of the Company’s common stock. As a recipient of this policy, you have been identified by the Company as a statutory “insider.”

### ***What transactions are covered by the Form 3 filing requirement?***

Form 3 must be filed when a person becomes either a director, executive officer or the beneficial holder of 10 percent of the Company’s common stock. Upon the effective date of such transaction, such person becomes an “insider” for purposes of Section 16(a).

### ***What transactions are covered by the Form 4 filing requirement?***

Form 4 must be filed to report any change in direct or indirect beneficial ownership, including any purchase or sale of stock, any gift of stock, any grant of stock or any exercise of stock options.

### ***When must an “insider” file Form 3 or Form 4?***

**Form 3** must be filed within **10 calendar days** of the date of the transaction that causes such person to be considered an “insider.” If the tenth calendar day falls on a Saturday, Sunday or a federal holiday, then the Form 3 would be due on the next business day. Simply put, a business day is any day on which the SEC is open for the regular conduct of business.

**Form 4** must be filed within **2 business days** of the date of a change in the beneficial ownership previously reported on Form 3 and any subsequent change thereafter.

### ***What are the sanctions if I fail to timely file?***

The Company must report any late or delinquent Form 3 or Form 4 filings in a separate captioned section of its annual proxy statement identifying by name the person who failed to timely file and the information that should have been reported. The SEC has broad authority to seek “any equitable relief that may be appropriate or necessary for the benefit of investors” for violations of any provisions of the securities laws.

### ***Who do I contact if I have any questions?***

You may direct any questions to the following Legal Department contact: Jared Shure, General Counsel, telephone number 201-453-6000 Ext: 37049, [jshure@childrensplace.com](mailto:jshure@childrensplace.com).



## BROKER INSTRUCTION/REPRESENTATION FORM

In order to ensure compliance by The Children's Place, Inc. (the "Company") with Securities and Exchange Commission rules and regulations, please complete the following form:

Insider Name: \_\_\_\_\_

Broker Name: \_\_\_\_\_

Brokerage Firm: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Telephone #: \_\_\_\_\_

Fax #: \_\_\_\_\_

Email Address: \_\_\_\_\_

By signing this form below where appropriate, I agree that I will not, nor will I direct anyone else to, enter any order for the Company's common stock, except for orders under a pre-approved Rule 10b5-1 plan, without (1) first verifying with the Company's Legal Department that the transaction was pre-cleared and (2) complying with my brokerage firm's compliance procedures (e.g., Rule 144). Further, I agree to report immediately to the Legal Department via telephone and in writing, via email or fax, the details of every transaction involving Company common stock, including gifts, transfers and all Rule 10b5-1 transactions.

For purposes hereof, the Legal Department contact is Jared Shure, General Counsel. For verification of pre-clearance or to submit a report of a transaction, please call the Legal Department at 201-453-7049; by fax to: 201-558-2840 or by e-mail to [jshure@childrensplace.com](mailto:jshure@childrensplace.com).

Broker Signature: \_\_\_\_\_ Dated: \_\_\_\_\_

## POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Jared Shure and Kenneth Li his true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned Schedules 13D and 13G, Form ID, and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules promulgated thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Schedules 13D or 13G, Form ID, and Forms 3, 4 or 5, and the timely filing of such schedules and forms with the United States Securities and Exchange Commission and any other authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, including, without limitation, the execution and filing of a Form 4 with respect to a transaction which may be reported on a Form 4, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully and to all intents and purposes as he might or could do in person, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that such attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Schedules 13D and 13G and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Exchange Act and the rules promulgated thereunder with respect to the undersigned's holdings of and transactions in securities issued by The Children's Place, Inc., unless earlier revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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## ACKNOWLEDGMENT

### Section 16(a) – Insider Compliance Procedures Acknowledgement & Insider Trading Policy

I have read and understand The Children's Place "Section 16(a) – Insider Compliance Procedures and "Insider Trading Policy which outline the procedures necessary to ensure compliance with Section 16(a) reporting requirements, help prevent in advance any inadvertent violations of the federal securities laws, and avoid the appearance of trading on inside information.

As an "insider" of the Company for Section 16(a) reporting purposes, I agree to abide by the policies and procedures set forth in these documents. I understand that violations of these policies may lead to disciplinary action up to and including termination of employment.

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Signature

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Printed Name

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Date