



*Code of Business Conduct and
Ethics*

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Message from our CEO

Dear Stein Mart Associates:

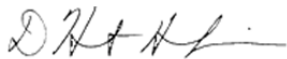
Our integrity in how we conduct ourselves, in our business as well as personal lives, is one of our most important attributes. Stein Mart's success is attributed to the hard work and strong ethical values of our associates and our honest and fair dealings with our customers, associates, families, peers and contacts.

We are faced with challenges each day and the decisions we make to comply with the laws and company policies and procedures are a direct reflection on ourselves and Stein Mart. This Code of Business Conduct and Ethics (the "Code") outlines the standards and guiding principles of our Company, and while it may not address every situation you may encounter, it provides you examples and resources to help ensure you follow the law and to act with integrity in all situations.

You are asked to read this booklet carefully and complete the on-line certification process by its due date. If you are faced with a situation and you are unclear of the right path, please contact your immediate supervisor or utilize one of the independent resources outlined in the Code.

I believe the integrity of our associates and our commitment to a creating a successful work environment is what sets us apart in the marketplace and I thank you in advance for your commitment to high standards and ethical conduct.

Sincerely,



Hunt Hawkins
CEO

INTRODUCTION

WHAT IS THE CODE OF BUSINESS CONDUCT AND ETHICS?

Success is important to any company. At Stein Mart, we challenge ourselves to achieve results to ensure continued success. However, the achievement of results is never more important than *how* we achieve those results. While a competitive advantage is part of our business strategy, we believe in gaining that advantage only through ethical business practices.

The Code of Business Conduct and Ethics (the “Code”) provides policies, procedures and guidelines that outline our commitment to conducting ourselves with integrity in everything that we do. We expect all associates to act ethically, honestly and fairly while taking care of our customers and interacting with team members and external business partners.

While it is impossible to write a policy statement covering every instance where a question of ethical business conduct may arise, this booklet sets forth those fundamental principles which underlie the policies and which are to guide the conduct of every Stein Mart (the “Company”) associate.

All directors, officers and associates are required to be familiar with the Code, comply with its provisions and report any suspected violations as described below under “Your Responsibilities” and “Sharing Your Concerns.”

WHY IS THE CODE IMPORTANT?

Compliance with laws and regulations that govern our business is not negotiable. We will operate within the law regardless of the challenges of the business climate, how others may choose to operate, or whether one option is easier than the other. Compliance with ethical business standards is also not optional. Failure to observe such standards exposes the Company, and possibly our associates, to severe legal sanctions and damages our reputation.

Conduct which falls short of the mark, no matter what may be considered “standard business practice,” is not acceptable. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in the “Sharing Your Concerns” section below.

YOUR RESPONSIBILITIES

We must all work to ensure prompt and consistent action against violations of the Code. Any associate having information regarding any violation of the policies set forth in this booklet is required to immediately report that violation. In some situations, however, it may be difficult to know right from wrong. Since we cannot anticipate every situation that may arise, it is

important that we have a way to approach a new question or problem as well as a way to report a known violation.

If you are in a supervisory role, you have a critical responsibility to exemplify the highest ethical business conduct and ensure that the associates under your direction understand and adhere to the Company's policies. Those in leadership positions must lead by example and create an open environment where associates feel comfortable raising concerns and know their options for sharing concerns.

SHARING YOUR CONCERNS

If you have questions about the Code or concerns about possible violations, there are resources to help you.

These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

Reporting Options:

In the rare case where it may *not* be appropriate to discuss an issue with your supervisor or department head, the following resources are available:

- Call (800) 338-5653, the Company's internal toll-free Ethics Line, where you can leave a message that will be directed to the appropriate associate at the Corporate Office.
- If you require or desire complete anonymity, you can call the Company's toll free Independent Confidential Ethics Hotline (855) SMT-LINE (855-768-5463). Please note that the Hotline is to report possible unethical or illegal activity – it is not intended for

complaints of a Human Resources nature such as complaints as to work assignments, or perceived unequal treatment by a supervisor. Such matters should be reported to the Company's Human Resources department.

ANTI-RETALIATION POLICY

You may report ethical violations in confidence and without fear of retaliation. The Company does not permit retaliation of any kind against associates for making good faith reports of ethical violations. We want you to feel free to ask questions and raise concerns secure in the knowledge that you did the right thing in coming forward.

WORKING WITH INTEGRITY

CONFLICTS OF INTEREST

You are expected to perform your duties in a loyal and faithful manner. A "conflict of interest" occurs when an associate's personal relationships or financial interests could influence - or even appear to influence - their responsibility to act in the best interests of Stein Mart. Never use your position in the Company for a purpose that is, or appears to be, motivated by the desire for private gain for yourself or another.

You should avoid certain situations that can be a conflict of interest such as:

- Working simultaneously for a direct competitor, customer, supplier or vendor.
- Directing business to third parties when you know they are owned or managed by your family members or close personal friends.
- Holding a significant financial interest in a supplier, competitor or vendor of the Company or having a personal financial interest in a transaction between the Company and any such party.
- Hiring any relatives to do independent contract work or labor at our stores or the corporate office.

Example

Steve Star is a newly hired Corporate strategist. After several meetings between multiple departments at Corporate, a decision has been made to hire *E-com On Fire*, a hot new e-commerce platform that is launching an Initial Public Offering (IPO) a month before Stein Mart's contract with them is announced. It would be a conflict of interest for Steve to buy into the IPO for *E-com On Fire* based on his being involved in the decision to hire them as a Stein Mart vendor.

You may not serve as a director or officer of another for-profit company without approval from the Chief Executive Officer and the outside General Counsel. Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or

guarantees by the Company of obligations of, any director or officer or their family members are expressly prohibited.

Disclosure:

If you think you may have a conflict of interest such as those listed above, you are required to obtain written consent from the Vice President, Asset Protection or Chief Executive Officer. All such disclosures will be reported to the Company's outside General Counsel. A director or officer must report potential conflicts of interest to the Chairman of the Board of Directors or the Chairman of the Audit Committee of the Board of Directors.

The best policy is to avoid any direct or indirect business connection with our customers, suppliers or direct competitors, except on our behalf.

RELATIONSHIPS WITH VENDORS AND CUSTOMERS

All vendors and customers and potential vendors and customers are to be treated honestly and fairly. Sales and purchases by the Company shall be based on price, product quality and customer services.

To avoid conflicts of interest and the appearance of conflicts of interest, you should maintain an arm's length relationship with vendors, potential vendors, and the employees, representatives, and agents of vendors and potential vendors. This means you should not be married to nor engaged in a romantic, sexual, or other type of personal relationship with employees, representatives, and agents of vendors and potential vendors.

You may not give or offer to give any money, gifts, favors, lavish or excessive hospitality, loans or anything of value to any associate or agent of any vendor or customer to obtain or retain business or realize higher or lower prices for the Company. You may give normal sales promotional items or mementos or other such gifts with a nominal value of \$50 or less and with limited frequency, and customary and reasonable entertainment in connection with Company business.

You should not suggest or imply that purchases or sales by the Company will be conditioned upon sales or purchases from the Company.

You should not make any false or misleading remarks to vendors or customers about other vendors or customers or about competitors of the Company nor should you make promises which you know the Company is unwilling or unable to keep.

You may not purchase any goods or services directly from or through a former associate of the Company for a period of three years following the termination of his/her employment. The

Example

While visiting New York with her colleagues, Marguerite Merchant, who is a buyer in the Men's Division, meets someone from *Just Shirts*, a famous makers men's manufacturer, and the two have a long distance relationship before deciding to get married. It would be inappropriate for Marguerite to continue to be involved in negotiations or business discussions with anyone from *Just Shirts*.

Company may do business with firms which employ former Company associates, provided that no former associates attempt to influence the Company's decision to purchase such goods or services or are otherwise involved in the sale to the Company during the three-year period. Exceptions to this policy may be approved by the Vice President, Asset Protection or the Chief Executive Officer.

Samples are the property of either the vendor or Stein Mart, and are never to be considered as gifts. Samples may not be taken out of the building and kept by an associate under any circumstances for their own personal use or be given to anyone else for their personal use or retention. Any business testing of products outside of the office must be approved by the Divisional Merchandising Manager, with the product(s) returned in a timely manner. Samples may be used as office accessories, and consumables such as paper products and food, may be shared with other associates on site. On occasion the company may have authorized sample sales to support a charitable cause.

You may not resell, for profit, any merchandise or fixture purchased from Stein Mart. This includes resale at flea markets and online enterprises such as eBay.

GIFTS AND ENTERTAINMENT

Gifts and invitations for entertainment activities from vendors, customers or competitors can occur from time to time and we must take care to prevent undue influence. You may not request or accept any money, lavish or excessive hospitality, free or discounted services or use of facilities, loans or any gifts or favors having more than a nominal value (i.e., \$50) from any supplier, customer or competitor of the Company or any other party doing or seeking to do business with the Company. You may accept normal sales promotional items or mementos or other such gifts, which are of nominal value of \$50 or less, and with limited frequency. Customers in our stores sometimes want to recognize great customer service by giving an associate a tip or other gift. Store associates may not accept such things from customers, regardless of the amount given.

Participating in business related functions, such as the acceptance of lunches or other meals, or customary and reasonable entertainment in connection with Company business including accepting invitations to attend local sporting events, musicals or theatrical performances from/with suppliers, customers or competitors on occasion, is a normal and permissible business practice, even if the value of the activity exceeds \$50. Care should be exercised to avoid a cumulative effect of accepting and participating in any of these types of business related functions on a regular basis so as to avoid the appearance of a conflict.

Example

Larry Wire is a senior manager in Information Systems who loves golf. He is involved in a lengthy Request for Proposals (RFP) review for a number of new servers the Company intends to purchase. One of the vendors, *Seven Seas Servers* has submitted a proposal as part of the RFP. Larry knows many people at *Seven Seas Servers*, one of whom has just offered Larry an all-expenses paid weekend at the Sawgrass TPC Marriott including 36 holes of golf. Larry has properly reported the gift to the VP of Asset Protection and unfortunately he cannot accept the gift due to his responsibilities concerning the RFP and the vendor.

If a vendor offers you the opportunity to attend a high-profile event such as the Super Bowl or Masters, you are required to get approval, in advance, from the Vice President, Asset Protection or the Chief Executive Officer. Under no circumstances should any transportation and/or lodging expenses be paid for by a vendor in connection with the event.

If you receive a gift that exceeds the allowed amount, you must report the gift immediately to the Vice President, Asset Protection to determine if the gift should be accepted or returned. Any gift to be returned should be forwarded to the Asset Protection department. Please include the following written details with the gift:

- Name of the individual from whom the gift was received
- Name and address of the firm with whom the individual making the gift is employed
- Date the gift was received
- Name and department of the person receiving the gift
- Stein Mart's relationship with the firm or person making the gift.

Asset Protection will arrange for return of the gift to the sender with a letter explaining the Company's policy.

At least annually, a letter will be sent to all vendors explaining the Company's position on the giving and receiving of gifts.

STEIN MART GIFT CARDS AND E-CREDITS

You are not allowed to accept customer-owned Stein Mart gift cards or E-Credit stored value cards, and no associate or other person should realize any benefit from any gift card or E-Credit lost or left in the store by a customer. Any remaining value, regardless of amount, may not be used in an associate purchase, and the card may not be taken by an associate to give to any other person.

PROTECTING OUR COMPANY ASSETS AND INFORMATION

CONFIDENTIAL INFORMATION

You may be exposed to our confidential, proprietary information, or trade secrets in performing your job duties. We are each responsible for protecting confidential company information. This includes a wide range of non-public information including, but not limited to, the following:

- Product development and marketing plans and strategies
- Sales reports and financial statement information not disclosed to the public (for example, interim monthly financial statements)
- Information relating to customers and suppliers
- Methods and procedures of doing business

- Proposed managerial changes and other personnel plans
- Stockholder lists and other information relating to stockholders and material, nonpublic information

The obligation to preserve Stein Mart’s confidential information is ongoing, even after employment ends. Additionally, just as we are required to protect our own confidential information, we must also protect the confidential and proprietary information of our vendors, customers and others.

INTELLECTUAL PROPERTY

Included among Stein Mart’s most valuable assets is our intellectual property - trade secrets, trademarks, service marks, copyrights, logos, and other proprietary information. It is Stein Mart’s policy to establish, protect, maintain, and defend its rights in its intellectual property. The intellectual property assets and other proprietary information of Stein Mart can be used only for authorized company business. All associates must take steps to safeguard these assets and information.

Stein Mart respects the valid intellectual property rights of others. Unauthorized use of intellectual property rights or copyrighted materials of others may expose the Company to civil lawsuits and damages. Remember, simply because material is available for copying, such as information downloaded from the Internet, this does not mean it is permissible to copy or distribute that information. For example, a Stein Mart buyer must not ask a vendor to “copy” a pattern or make a “look alike” design. Therefore, you should consult with management or the Company’s General Counsel concerning necessary licenses and approvals to use such intellectual property, and you should not solicit, accept, or use proprietary information of third parties, such as former employers of current Stein Mart associates, without the required licenses and approvals.

Stein Mart is legally entitled to all rights in ideas, innovations, patents and works of authorship relating to its business or the retail business that are made by associates during the term of their employment and whether or not in the scope of their employment and whether or not created, using the resources of Stein Mart. As a condition of employment, associates (i) are required to disclose such ideas, innovations, and works of authorship to their supervisor, (ii) hold all such rights in trust for Stein Mart, and (iii) to execute necessary documentation to transfer these ideas, innovations, and works of authorship to Stein Mart. Many associates may also be required, as a condition of employment, to sign and comply with an Intellectual Property, Invention, and Work Product Agreement.

Example

Jana Jewel is a buyer and together with a manufacturer, *Nautica Necklace*, they have designed a new line of private label jewelry for Stein Mart. At a recent trade show, a buyer from a retailer Jana used to work with asked her about the new line of jewelry and asked to see some specific designs. It would be inappropriate for Jana to share the specifics of the new line of private label jewelry with her former colleague since these products represent intellectual property that belong exclusively to Stein Mart.

COMPANY ASSETS

All associates are entrusted with numerous Company assets and have a responsibility to protect them. This includes not only cash, but also assets like fixtures, equipment, software, inventory and supplies. Company resources should be used only to conduct Company business or for purposes authorized by management. Any act by a Stein Mart Associate which involves theft, fraud, embezzlement, or misappropriation of any property is strictly prohibited and can result in termination.

FINANCIAL INTEGRITY AND REPORTING; MAINTAINING ACCURATE BOOKS AND RECORDS

Honest and accurate recording, reporting and retention of financial and other information is extremely important for Stein Mart's continued success and is required by law. Investors count on Stein Mart to provide accurate, complete and timely information about its business and financial condition, including Stein Mart's financial statements, so they can make informed investment decisions. It is the obligation of each associate to ensure that every record, document or report created or approved is accurate and complete in every respect.

It is unethical and unlawful to make false claims on an expense report, to record false sales, to understate or overstate known liabilities and assets, or to defer recording items that should be expensed. No entry may be made that intentionally hides or disguises the true nature of any transaction.

All financial books, records and accounts must accurately, completely and timely reflect transactions and events, and must conform in all respects both to generally accepted accounting principles and to Stein Mart's system of internal accounting controls. Undisclosed or unrecorded funds or assets are strictly prohibited.

Associates may never mislead or manipulate the Company's auditors when they are performing an audit of the Company's financial statements. Associates who have information or knowledge of any prohibited act or who are concerned about the validity of an entry or process must promptly consult the Chief Financial Officer, Vice President, Asset Protection, or the Chief Executive Officer.

Stein Mart's financial books, records and accounts must be stored properly and retained in accordance with record retention policies. If you are uncertain as to retention periods, please contact the Associate General Counsel before discarding any records. Associates having custody of Stein Mart's financial books, records or accounts are responsible for their security.

Example

Joe Justice has been with Stein Mart's Asset Protection team for many years and spends a lot of time on the road traveling for the Company. On one particular trip, Joe runs into an old college roommate who invites him to stay with him at his condo. Rationalizing that he has spent so much time traveling for Stein Mart, Joe fabricates a receipt from a local hotel and includes several nights lodging at this hotel on his expense report, even though he stayed with his college roommate. This would be a serious violation of the policy relating to financial integrity and reporting and Joe could expect to be terminated and potentially prosecuted for this incident.

INDEPENDENT CONFIDENTIAL ETHICS “HOTLINE”

You are encouraged to discuss any concerns about possible unethical or illegal activity with your supervisor. However, if you would prefer to be anonymous or fear any retaliation you can call the Stein Mart Independent Confidential Ethics Hotline at 855-SMT-LINE (855-768-5463), and request assistance. The person answering the call will then take the appropriate steps to communicate your concerns to the Company’s Audit Committee without disclosing your name.

UNDERSTANDING GOVERNMENT RELATIONS AND REGULATIONS

INSIDER TRADING

It is unlawful and against Company policy for an associate

- to buy or sell securities of the Company if the associate has material information about the Company which has not been publicly disclosed;
- to make unauthorized disclosures of such nonpublic information to others who do not have a legitimate need to know and who trade in securities on the basis of that information; or
- to recommend that others purchase or sell the Company’s securities while in possession of such nonpublic information.

This prohibition also includes purchases or sales of securities of another corporation based on material, nonpublic information about the other corporation which is acquired by you in the course of your employment by the Company. Information is considered nonpublic if it is not generally available to investors (i.e., has not been broadly disseminated through the news media or in a filing with the Securities and Exchange Commission). When in doubt, you should assume information is material and nonpublic.

There are also strict laws as to requirements for certain associates to immediately report to the Securities and Exchange Commission trades in the Company’s shares. You are also prohibited from granting a lien on (pledging) your shares in the Company without approval from our Chief Financial Officer or Chief Executive Officer.

DISCRIMINATION AND HARASSMENT

The diversity of the Company’s associates is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial, religious or ethnic characteristics and unwelcome sexual advances. Any such instances should be immediately reported to the Chief Executive Officer.

HEALTH AND SAFETY

The company strives to provide each associate with a safe and healthy work environment. Each associate has responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Associates should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of or possession of alcohol, firearms, weapons, or illegal drugs on company property will not be tolerated. Many states have passed laws that protect the right of individuals to keep licensed firearms concealed in their vehicles at their place of employment. This policy is not intended to infringe upon that right, but even in these states, associates, customers, and vendors must not exhibit their firearm on any Stein Mart property, including a parking lot, for any reason other than a lawful defensive purpose. You can report any unsafe conditions to your supervisor, Human Resources, and Asset Protection.

FAIR LABOR STANDARDS

The Company has a policy against knowingly buying goods that are produced in “sweat shops” or in manufacturing facilities using child labor or otherwise violating labor and employment laws applicable in the jurisdictions in which the goods are produced, including, in the United States, Sections 6, 7 and 12 of the Fair Labor Standards Act of 1938, as amended, and other applicable state and federal laws and regulations.

RELATIONSHIP WITH GOVERNMENT OFFICIALS

Associates are prohibited from offering, promising to pay or authorizing payment of any money or anything of value to any government official, any political party or official thereof or any candidate for political office for the purpose of influencing any act or decision of such official, party or candidate in his/her or its official capacity or for the purpose of inducing such official, party or candidate to use his/her or its influence to affect or influence any act or decision of a government or any agency thereof. This applies to such person within the United States and in foreign jurisdictions. Associates are likewise prohibited from using agents or intermediaries, if the associates know or have reason to know that the agent is engaged in such activities on behalf of the Company.

Federal and many state laws strictly prohibit the payment of compensation or giving of gifts or anything of value to anyone connected with the government as an inducement for contract awards, including subcontracts with a government contractor. Seeking or accepting any compensation in connection with such contracts is similarly prohibited.

All relations with government or political officials should be conducted in a manner that will not adversely reflect on the Company's or the government official's integrity and with the expectation that all such actions will become a matter of public knowledge.

POLITICAL CONTRIBUTIONS

United States law may under some circumstances prohibit corporations from making any expenditures or contributions of money or anything of value in support of political candidates for elective federal offices. The laws of many states and foreign countries similarly prohibit the use of corporate funds or contributions for political purposes.

No contributions of Company funds, property or services for political purposes shall be made directly or indirectly by or on behalf of the Company, unless, prior thereto, such contributions have been determined to be lawful and have been approved by the Company's Board of Directors. A "contribution" includes the rendering of services on behalf of the Company or the sale of Company assets for less than normal charges.

This policy relates only to contributions by or on behalf of the Company and is not intended to discourage associates from making contributions of their own resources or own time to the candidates or political parties of their choice. However, the Company will not reimburse any associate directly or indirectly for any political contribution made by the associate. No associate shall apply any pressure to any other associate that infringes upon an individual's right to decide whether, to whom and in what amount, a personal political contribution is to be made.

SUMMARY

You are encouraged to talk to supervisors, managers, or other appropriate personnel about observed illegal or unethical behavior. We do not tolerate any retaliation for reports of misconduct by others made in good faith by associates.

You will be required to certify each year, or at such other intervals as may be requested by the chief executive officer, affirming that you have read and understand the policies contained in this booklet and that you are not aware of any violations of such policies by themselves or others.

Any person who violates the policies set forth in this booklet may be subject to severe disciplinary action including, where appropriate, termination of employment. Under some circumstances, the associate may also be subject to criminal prosecution or a civil action by the Company for damages or other relief.

The Code sets our expectations for our conduct. When certain situations require permission from management or another person before taking action, you need to make the request

promptly to allow enough time for the necessary review and approval. Situations may arise that warrant a formal waiver of a provision of the Code. Waivers will not be granted except where they are truly necessary and will be limited and qualified as needed to protect the Company and its shareholders. Each of the Board of Directors (in the case of a violation by a director or officer) and the General Counsel (in the case of a violation by any other employee) may, in its discretion, waive any violation of this Code. Any waiver for a director or officer shall be disclosed as required by SEC and NASDAQ rules.

CONTACT INFORMATION

Any questions regarding the interpretation or application of the policies set forth in this booklet should be directed to the Vice President, Asset Protection or Chief Executive Officer. Any questions concerning the legality of any course of conduct or actions taken or proposed to be taken by associates should be directed to the General Counsel. Inquires may be submitted by mail or telephone as follows:

Stein Mart Independent Confidential Ethics Hotline to report possible unethical or illegal activity:

(855) SMT-LINE
(855) 768-5463

Stein Mart's internal toll-free Ethics Line and address:

(800) 338-5653
Stein Mart, Inc.
1200 Riverplace Blvd.
Jacksonville, FL32207

James M. Casey
Vice President Asset Protection
(904) 346-1476
jcasey@steinmart.com

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General Counsel, Stein Mart, Inc.
(904) 346-3200
mwlegler@leglerlaw.com

EMPLOYMENT-AT-WILL

Nothing contained in this document is intended to guarantee any term of employment or specific benefits for any period of time. The Company may, from time to time, change your duties, your location of employment, your continued employment, or any of the terms and conditions of your employment. None of the Company's guidelines, policies, or procedures changes the employment-at-will relationship between you and the Company, nor should they be construed to create a contract of employment between you and the Company.

COMPLIANCE WITH LAWS

The Company, through its associates, must comply with all statutes, regulations and other applicable laws wherever its business is conducted. Neither lax law enforcement nor widespread disregard of the law is an excuse for the Company's failure to obey the law.

References to the law contained in these policies are not complete statements of the law and do not impose on associates or the Company any greater obligation than is otherwise imposed under the law.