

All Associates:

American Eagle Outfitters, Inc. is built based on trust, honesty and integrity. These virtues are our most important assets. Living them is the responsibility of everyone at our Company. Our Code of Ethics establishes our guiding principles, which apply to every Associate, Officer and Director. Our philosophy is that American Eagle Outfitters, through its Associates will comply with all applicable laws and regulations, adhere to the highest ethical standards and act as responsible members of the communities where we live and work.

The following Code of Ethics helps us understand and abide by these principles. This Code updates our prior Code of Ethics, which was adopted in 1997. Obviously, situations will arise which are not specifically covered in the code. In these instances you must rely on your personal and professional integrity and sound judgment. Most importantly, if ever in doubt, you must not hesitate to seek advice through the most appropriate person, your supervisor, Human Resources representative or a member of our Legal Department.

It is your responsibility to read, understand and comply with the code. If you learn of any violation of the Code, you must report the circumstances and details immediately to your supervisor, Human Resources representative, a member of the Legal Department or through the AE Hotline (888.587.3582 or at aehotline.com) which may be done anonymously. The AE Hotline can be used to speak out against any illegal or unethical activity that may result in a loss or harm to American Eagle, our Associates or Visitors. You will never be retaliated against for any report made in good faith.

Sincerely

James V. O'Donnell
Chief Executive Officer

AMERICAN EAGLE OUTFITTERS, INC.

Code of Ethics

Introduction

The American Eagle Outfitters Code of Ethics guides associates in conducting themselves in a legally and ethically appropriate manner, and defines various responsibilities of all Associates of the Company. This Code applies to all Associates and the Board of Directors of American Eagle Outfitters, Inc and its subsidiaries. It sets for written standards designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission and in other public communications made by the Company;
- Compliance with applicable laws, rules and regulations;
- The prompt internal reporting to the most appropriate person, from your supervisor, your Human Resources representative or a member of our Legal Department, or through the AE Hotline phone 888-587-3582 or at aehotline.com, which may be done anonymously; and
- Accountability for adherence to the Code.

Abiding by this Code is a condition of your employment with the Company. Any failure to follow these guidelines will result in disciplinary action, which may include termination of employment, payment of damages and criminal penalties under the law.

Compliance with Laws

You are responsible for knowing and following all laws, rules and regulations that apply to your job at the Company. If you are unsure regarding a legal requirement or the application of a law to your particular situation, you should ask your supervisor, your Human Resources representative or a member of our Legal Department.

Conflicts of Interest

All business decisions must be made in the best interest of the Company. Your personal interests and what is best for the Company are not always the same. These conflicts of interest, including situations resulting in the appearances of a conflict, should be avoided, with limited exceptions. Examples of conflicts include those situations where you have an interest in a Company vendor, supplier, service provider or landlord, or in a competitor of the Company. This potential for conflict extends not just to you, but also includes members of your immediate family, i.e. your spouse or life partner; parents; children; siblings; mothers and fathers-in-law; sons and daughters-in-law; and brothers and sisters-in-law. If the conflict cannot be avoided or where an advantage is provided to the Company, the conflict must be disclosed in advance and in writing to your supervisor and to the Chief Financial Officer in accordance with the Company's Related Party Transaction Policy. All related party transactions involving officers or directors must be approved in advance by the Audit Committee of the Board of Directors and all other related party transactions must be approved in advance in accordance with the Related Party Transaction Policy.

Gratuities and Entertainment

You may not directly or indirectly (e.g., through a family member) solicit, accept or retain any gift or personal benefit from any vendor, supplier, service provider, landlord or other party with whom the Company has a business relationship or which is seeking to do business with the Company.

A “personal benefit” includes, by way of example, merchandise; entertainment; use of facilities or any special treatment or advantage. The only exceptions to this prohibition are the following situations, so long as they are not reasonably likely to influence your business decisions:

- Normal business courtesies involving no more than amenities, such as a meal or occasional tickets to sporting or cultural events.
- Personal, non-monetary gifts of nominal value that are reasonable and appropriate under the circumstances.
- Paid trips or accommodations in connection with Company business if prior approval is obtained from the Chief Executive Officer or the CEO’s designee.

Under no circumstances may you accept directly or indirectly (e.g. through a family member) cash, securities or monetary instruments, whether outright or as a loan. The only permissible loans are from financial institutions made in the ordinary course of their business and on generally available terms and conditions.

Giving gifts or entertainment to any current or prospective vendor, supplier, service provider, landlord or other party that does or seeks to do business with the Company must be for a proper business purpose, in the best interest of the Company, and should be of nominal value, reasonable and appropriate under the circumstances. Gifts or payments should never be made, directly or through an agent, to any governmental official in any country in violation of the U.S. Foreign Corrupt Practices Act or any local law. Any questions on this issue should be addressed to the Legal Department.

Confidential Information

In the course of working at the Company you may have access to confidential information of the Company or our suppliers. Confidential information is information that is not generally known by the public. Some examples include, but are not limited to: personal employee data, such as health information, salary or performance evaluations; business strategies, plans or budgets; merchandise designs, patterns, fabrications or fit; names of vendors; vendor pricing; training manuals and materials; unannounced financial results, such as sales or earnings; organizational charts and information in company personnel directories.

Use confidential information only as necessary to do your job. Never use it for your own personal benefit. Never share confidential information within the Company unless required as a part of your job. Avoid discussing it in public places. Before disclosing confidential information outside of the Company, you must make sure a non-disclosure agreement has been signed by the outside party first and authorized by an officer of the Company.

Your obligation to preserve confidential information continues after the termination of your employment with the Company. You must return all Company materials, such as manuals, computers, documents, software, etc. on or before your last day of employment. You may not divulge or use in any way confidential information or documents containing confidential information that you learned about or received while working for the Company.

Insider Trading

It is against the law to trade in Company stock if you know material information about the Company that has not yet been made public. You should refer to the Company’s Securities Law Compliance Policy for information on open trading windows and whether you must pre-clear any purchase or sale of Company stock.

Accuracy of Company Financial Records

The Company files reports with the Securities and Exchange Commission and makes other disclosures to the investing public. You have an obligation to ensure that these reports and

disclosures are full, fair, accurate, timely and understandable by maintaining the accuracy and completeness of all records, accounts and information that you prepare as part of your job. You must comply with all Company accounting policies, procedures and internal controls.

If you have any concerns about the Company's accounting, internal controls or financial reporting, you must report them through the AE Hotline.

Theft of Company Assets

Taking or using Company assets for personal purposes without appropriate permission from the Company is stealing and prohibited. Company assets may never be used for illegal purposes. You are prohibited from doing anything that involves theft, fraud, embezzlement or misappropriation of Company assets. If you learn of any such activity, you must report the details through the AE Hotline.

Other Company Policies

The Company has a number of other policies and procedures in addition to this Code. You are required to know and obey all of the Company policies that apply to your job. From time to time, new policies will be adopted and existing policies will be revised. We have the right to make these changes effective without notice; however, we will notify all affected Associates as soon as practical.

Guidance on Complying with this Code

If you are unsure or have any question about the application of this Code, you should seek the advice and guidance of your supervisor, your Human Resources representative or a member of the Legal Department. When in doubt do not hesitate to ask!

Waiver of Compliance

Any waiver of this Code for an Associate may be made only by the Chief Executive Officer or the CEO's designee. Any waiver of this Code for a Director or Executive Officer may be made only by the disinterested members of the Board of the Directors or the Nominating and Corporate Governance Committee of the Board and shall be disclosed to the public on the Company's website or by filing with the U.S. Securities and Exchange Commission as required by law.

Reporting Violations

If you learn of a violation of this Code or have good reason to suspect a violation, you must report it to the appropriate person. Depending on the circumstances, this could be your supervisor, your Human Resources representative or a member of the Legal Department or through the AE Hotline. All reported violations, including the identity of the Associate making the report, will be kept confidential to the extent possible under the circumstances. You may always report a violation anonymously without providing your name or other personal information through the AE Hotline phone (888-587-3582) or at aehotline.com. Even if reporting anonymously, it is important that you provide as many details regarding the incident as possible, e.g., who you suspect is involved, at what location, any other parties, etc.

No Retaliation

It is strictly against Company policy for a Company official to take any action in retaliation against an Associate for reporting or threatening to report a violation of this Code in good faith or for cooperating in any investigation of a violation of this Code. Any such retaliation is itself a violation of this Code.