

RESTORATION HARDWARE HOLDINGS, INC.

CODE OF BUSINESS CONDUCT

POLICY STATEMENT

It is the policy of Restoration Hardware Holdings, Inc. (the “**Company**”) to conduct its affairs in accordance with all applicable laws, rules and regulations of the countries in which it does business. This Code of Business Conduct (this “**Code**”) applies to the Company’s employees, officers and directors (collectively, “**Company Associates**”). This Code also applies to certain independent contractors, consultants and advisors who work at the Company’s facilities or on the Company’s behalf, in which case those persons will be notified and provided a copy of this Code. Such persons will be referred to as Company Associates for purposes of this Code only.

This Code is designed 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 the reports and documents the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting to the appropriate person of violations of this Code; and accountability for adherence to this Code.

The Company has established standards for behavior that affect the Company, and Company Associates must comply with those standards. The Company promotes ethical behavior and encourages Company Associates to talk to supervisors, managers, the Company’s Corporate Compliance Officer, or other appropriate personnel when in doubt about the best course of action in a particular situation. Anyone aware of a situation that he or she believes may violate or lead to a violation of this Code should follow the guidelines under “Compliance and Reporting” below.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all Company Associates. Specific policies and procedures of the Company provide details pertinent to many of the provisions of this Code. Company Associates are expected to be aware of, and to act in accordance with, both this Code and the Company’s other policies and procedures at all times. In particular, this Code is in addition to the Company’s Associate Handbook and Insider Trading Policy and Guidelines for Disclosure of Material Non-Public Information, each of which may have further, greater or more specific restrictions on the behavior of Company Associates than as set out in this Code. Many of these policies and procedures can be found in the Company’s Human Resources Policies and Procedures Manual or on the Company’s intranet. None of these policies and procedures are a part of this Code or incorporated herein. Although there can be no better course of action than to apply common sense and sound judgment, do not

hesitate to use the resources available whenever it is necessary to seek clarification.

COMPLIANCE AND REPORTING

Compliance.

Any Company Associates who violate the provisions of this Code will be subject to disciplinary action, up to and including termination or removal from office. Willful disregard of criminal statutes underlying this Code will be dealt with swiftly and may require the Company to refer such violation for criminal prosecution or civil action.

Reporting Procedures and Other Inquiries.

Questions regarding the policies in this Code may be directed to the Chief Compliance Officer, the Corporate Compliance Officer or the Company's chief legal counsel. The Chief Compliance Officer shall be the Chief Financial Officer of the Company or such other person as the Board of Directors or Audit Committee may designate from time to time. The Audit Committee shall identify the Chief Compliance Officer in the event it is a person other than the Chief Financial Officer. Managers and supervisors provide timely advice and guidance to employees on ethics and compliance concerns and are expected to take a leadership role in promoting ethical business conduct. Any Company Associates having knowledge of, or questions or concerns about, an actual or possible violation of the provisions of this Code has the responsibility to promptly report the matter to his or her immediate supervisor, or to a member of management of the Company, through the Company's direct line program or to the Company's Chief Compliance Officer or Corporate Compliance Officer. The Company's Chief Compliance Officer and Corporate Compliance Officer may be reached as follows:

Chief Compliance Officer
Restoration Hardware Holdings, Inc.
Attention: Legal Department, Bldg. D

15 Koch Road, Suite J
Corte Madera, California 94925
Tel. (415) 924-1005
Fax (415) 927-7264

In addition, Company Associates may submit reports of actual or possible violations of the provisions of this Code, and concerns and information regarding this Code, directly to the Audit Committee of the Board of Directors. All submissions by Company Associates in connection with this Code may be made on an anonymous basis and shall be treated as confidential by the Audit Committee. Company Associates may forward reports to the Audit Committee as follows:

By website: www.restorationhardware.ethicspoint.com
By voicemail at: (888) 564-8044

When submitting a report, Company Associates are asked to provide as much detailed information as possible. Providing detailed, rather than general, information will greatly assist the Company in effectively investigating complaints. This is particularly important where a

person submits a complaint on an anonymous basis, as the Company will be unable to contact the reporting individual with requests for additional information or clarification.

The Company is providing the anonymous reporting procedures so that the Company Associates may disclose genuine concerns without feeling threatened. The Company prohibits retaliation or retribution against any Company Associate who in good faith submits a report under this Code. The Company will keep confidential to the extent permissible under applicable law and consistent with an effective investigation all communications with a reporting individual relating to the individual's report.

All conversations, calls and reports made under this Code in good faith will be taken seriously. However, Company Associates who file reports or provide evidence that they know to be false or without a reasonable belief in the truth and accuracy of such information will not be protected by this policy and may be subject to corrective action, up to and including immediate termination or removal from office.

Other Important Contact Information.

Human Resources Department:
VP of Human Resources, Chief People Officer
Tel. (415) 945-3471

APPROVALS AND WAIVERS; AMENDMENTS; INTERPRETATIONS

Certain provisions of this Code require Company Associates to act, or refrain from acting, unless prior approval is received from the appropriate person. Company Associates requesting approval pursuant to this Code should request such approval in writing from the Chief Compliance Officer. Approvals relating to the Company's directors and executive officers must be obtained from the Company's Board of Directors (or a committee thereof if permitted in accordance with listing standards of the New York Stock Exchange (the "NYSE")). All other approvals may be granted by the Chief Compliance Officer, or such officer's designee.

Other provisions of this Code require Company Associates to act, or refrain from acting, in a particular manner and do not permit exceptions based on obtaining an approval. Waiver of those provisions relating to executive officers and directors may only be granted by the Board of Directors. Changes in this Code may only be made by the Board of Directors (or a committee thereof if permitted in accordance with the listing requirements of the NYSE) and waivers relating to executive officers and directors must be promptly disclosed to shareholders. All other waivers may be granted by the Chief Compliance Officer, or such officer's designee.

CONFLICTS OF INTEREST

A conflict of interest arises any time the personal interests of Company Associates interfere with his, her or their ability to act in the best interests of the Company. All Company Associates must discharge their responsibilities on the basis of what is in the best interest of the Company independent of personal considerations or relationships.

Company Associates must disclose any potential conflicts of interest to either the Chief Compliance Officer or Corporate Compliance Officer or such officer's designees, who can advise the Company Associate as to whether or not the Company believes a conflict of interest exists. Conflicts of interest may not always be clear-cut, so Company Associates are encouraged to bring questions about particular situations to the Corporate Compliance Officer or such officer's designees. Company Associates should also disclose potential conflicts of interest involving the Company Associate's spouse, siblings, parents, in-laws, children, life partner and members of the Company Associate's household.

Conflicts of interest involving any member of the Board of Directors shall be addressed (i) by the Board of Directors or applicable committee thereof in accordance with policies and procedures followed by the Board of Directors from time to time, and (ii) in a manner that is consistent with the discharge by the members of the Board of Directors of their fiduciary duties.

CORPORATE OPPORTUNITIES & RESOURCES

Company Associates are prohibited from taking for themselves personal opportunities that are discovered through the use of corporate property, information or position without approval. Without approval, Company Associates may not use corporate property, information or position for improper personal gain. Company Associates may not compete with the Company, directly or indirectly, except as permitted by Company policies.

All Company Associates should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes.

Company resources may be used for minor personal uses so long as such use is reasonable, does not interfere with the duties of the applicable Company Associates, is not done for pecuniary gain, does not conflict with the Company's business and does not violate any Company policy. For example, incidental personal use of equipment such as telephones and office supplies is permitted.

FAIR DEALING IN BUSINESS RELATIONSHIPS

The Company seeks to outperform its competition fairly and honestly. The Company seeks competitive advantages through superior performance, not unethical or illegal business practices. Company Associates should endeavor to deal honestly, ethically and fairly with the Company's customers, suppliers, competitors and employees and must not take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair-dealing practice.

FAIR COMPETITION

Fair competition laws, including the U.S. antitrust rules, limit what the Company can do with another company and what the Company can do on its own. Generally, the laws are designed to prohibit agreements or actions that reduce competition and harm consumers. Company Associates may not enter into agreements or discussions with competitors of the Company

that have the effect of fixing or controlling prices, dividing and allocating markets or territories, or boycotting suppliers or customers. U.S. and foreign antitrust laws also apply to imports and exports. In that regard, Company Associates should consult with the Corporate Compliance Officer and the Company's counsel when questions arise.

GIFTS, GRATUITIES, ENTERTAINMENT AND OTHER CONSIDERATIONS

Use of Company funds or other Company property for illegal, unethical or otherwise improper purposes is prohibited. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and a sound working relationship, not to gain advantage with customers or suppliers.

Loans.

Company Associates may not accept loans from any person or entity having or seeking business with the Company. Executive officers and directors may not receive loans from the Company, nor may the Company arrange for any loan. A loan from a financial institution in the ordinary course at normal interest rates prevailing at the time of borrowing is permissible.

Bribes and Kickbacks.

The use of Company funds, facilities or property for any illegal or unethical purpose is strictly prohibited; provided, that certain facilitating payments discussed in "Doing Business Internationally" are permitted.

- No Company Associates or agents are permitted to offer, give or cause others to give, any payments or anything of value for the purpose of influencing the recipient's business judgment or conduct in dealing with the Company other than facilitating payments;
- Company Associates may not solicit or accept a kickback or bribe, in any form, for any reason.

Company Associates that are subject to the Company's FCPA Supplemental Policy are expected to be aware of, and to act in accordance with, the Company's FCPA Supplemental Policy.

DOING BUSINESS INTERNATIONALLY

The Company is committed to the highest business conduct standards wherever it operates. The Company observes these standards worldwide, even at the risk of losing business. While no one can anticipate all the situations that may present challenges to Company Associates doing business in the worldwide marketplace, the following guidelines always apply:

- Observe all laws and regulations, both U.S. and non-U.S., that apply to business abroad.
- Paying bribes to government officials is absolutely prohibited, even if those bribes are common practice, except for facilitating payments approved by the Chief Compliance Officer, as described in detail below. Company Associates may not give, promise to give or authorize the giving to a foreign official, a foreign political

party, or official thereof or any candidate for foreign political office any money or offer, gift, promise to give or authorize the giving of anything of value to influence any act or decision, to induce such official, party or candidate to do or omit to do any act in violation of the lawful duty of such official, party or candidate, or to induce such official, party or candidate to use his or her influence with a foreign government or agency to affect or influence any act or decision of such foreign government or agency.

- Do not cooperate with illegal boycotts.
- Observe all licensing requirements and the requirements of applicable import and export control laws.

The laws governing the Company's business in foreign countries are extensive and complex, and may be different from those in the United States. No new Company products (or, if applicable, services) should be offered in any country other than the United States and Canada without prior approval, and then only in accordance with the applicable local country's regulations and requirements.

FACILITATING PAYMENTS TO LOW-LEVEL NON-U.S. GOVERNMENTAL EMPLOYEES AND OFFICIALS FOR NON-DISCRETIONARY ACTION

As noted above, the Company is committed to complying with the laws of the countries where it operates. In some countries, a very limited category of small payments to facilitate or expedite routine nondiscretionary governmental actions may be permitted as exceptions to anti-bribery laws, including the U.S. Foreign Corrupt Practices Act. The requirements pertaining to such payments are complex. Company Associates engaged in international business activities should be familiar with the rules regarding this type of payment and must obtain prior approval of the Corporate Compliance Officer before making any such payment.

These "facilitating payments" to non-U.S. governmental officials are distinguished from payments made to influence a discretionary decision or to cause violation of, or an act in conflict with, the interests of an individual's employer, which are strictly prohibited.

ANTI-BOYCOTT COMPLIANCE

The United States has enacted anti-boycott regulations which make it unlawful for U.S. persons to participate in any activity that could have the effect of promoting or supporting a boycott or restrictive trade practice of another country against customers or suppliers located in a country friendly to the U.S. or against a U.S. person, firm or corporation. Boycott issues arise most frequently in connection with the Arab League boycott of Israel. Prohibited actions include, but are not limited to, furnishing information about business relationships with boycotted countries, or information about race, religion, sex or national origin. Any request to participate in such activity should be immediately reported to the Chief Compliance Officer or the officer's designee.

POLITICAL CONTRIBUTIONS AND LOBBYING

No political contributions are to be made using the Company's funds or assets, or the funds or

assets of any subsidiary of the Company, to any political party, political campaign, political candidate or public official in the United States or any foreign country, unless the contribution is lawful and expressly authorized in writing. In addition, no Company Associates may make a political contribution on behalf of the Company or its subsidiaries, or with the appearance that such contribution is being made on behalf of the Company or its subsidiaries, unless expressly authorized in writing. A “contribution” is any direct or indirect payment, distribution, loan, advance, deposit, or gift of money, services or anything of value in connection with an election or to an organization or group formed to support or defend a referendum or ballot issue.

ACCURACY OF REPORTS, RECORDS AND ACCOUNTS

All Company Associates are responsible for the accuracy of their respective records, time sheets and reports. Accurate information is essential to the Company’s ability to meet legal and regulatory obligations and to compete effectively. The records and books of account of the Company shall meet the highest standards and accurately reflect the true nature of the transactions they record.

Business transactions must be properly authorized and completely and accurately recorded on the Company’s books and records in accordance with generally accepted accounting principles and established Company financial policy. Company Associates must not create false or misleading documents or accounting, financial or electronic records for any purpose, and no one may direct Company Associates to do so. For example, expense reports must accurately document expenses actually incurred in accordance with Company policies.

No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company’s books or records for any reason. No disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation or for any purpose other than as described in the documents. All Company Associates shall comply with generally accepted accounting principles and the Company’s internal controls at all times. Company records shall be retained or disposed of in accordance with applicable legal and regulatory requirements. Company Associates must be aware of and are encouraged to follow the policies and procedures, in effect from time to time, governing retention, storage, retrieval and handling of the Company’s documents and records.

INSIDER TRADING; COMMUNICATIONS WITH THIRD PARTIES

Company Associates who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of the Company’s business. To assist in complying with this policy, the Company has adopted an Insider Trading Policy and Guidelines for Disclosure of Material Non- Public Information.

Insider Trading.

Inside information is material information about a publicly traded company that is not known by the public. Information is deemed “material” if it could affect the market price of a security or if a reasonable investor would attach importance to the information in deciding whether to

buy, sell or hold a security. Inside information typically relates to financial conditions, such as progress toward achieving revenue and earnings targets or projections of future earnings or losses of the Company. Inside information also includes changes in strategy regarding a proposed merger, acquisition or tender offer, new products or services, contract awards and other similar information. Inside information is not limited to information about the Company. It also includes material non-public information about others, including the Company's customers, suppliers, and competitors.

Insider trading is prohibited by law. It occurs when an individual with material, non-public information trades securities or communicates such information to others who trade. The person who trades or "tips" information violates the law if he or she has a duty or relationship of trust and confidence not to use the information.

Trading or helping others trade while aware of inside information has serious legal consequences, even if the insider does not receive any personal financial benefit. Insiders may also have an obligation to take appropriate steps to prevent insider trading by others. Company Associates are expected to be aware of, and to act in accordance with the Company's Insider Trading Policy and Guidelines for Disclosure of Material Non-Public Information.

Confidential Information.

Company Associates should maintain the confidentiality of information entrusted to them by the Company or its vendors or customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information, including information that might be of use to competitors, or harmful to the Company or its vendors or customers if disclosed.

This document is not an employment contract between the Company and its employees, nor does it modify their employment relationship with the Company. The relationship between employees and the Company remains at all times "at-will employment."

This Code is intended to clarify each employee's, officer's and director's existing obligation for proper conduct. The standards and the supporting policies and procedures may change from time to time in the Company's discretion. Each employee, officer and director is responsible for knowing and complying with the current laws, regulations, standards, policies and procedures that apply to the Company's work. Company Associates who have questions about whether particular circumstances may involve illegal conduct, or about specific laws that may apply to their activities, should contact the Corporate Compliance Officer or the Company's counsel. To the extent that provisions of local law are more restrictive than this Code, Company Associates are to follow the more restrictive provisions. To the extent any provision of this Code is expressly prohibited by the laws of a particular jurisdiction in which the Company does business, the laws of that jurisdiction will prevail within that jurisdiction. The most current version of this document can be found in the Company's Human Resources Policies and Procedures Manual or on the Company's intranet.