

Overstock.com Unlawful Harassment Policy

1. Introduction

In accordance with applicable law, Overstock.com, Inc. (the “Company”) prohibits sexual harassment and harassment because of race, color, national origin, religion, physical or mental disability, sexual orientation, age, or any other basis protected by applicable federal, state, or local law. All such harassment is unlawful and will not be tolerated by the Company.

2. Sexual Harassment

Applicable law defines sexual harassment as unwanted sexual advances, requests for sexual favors, or visual, verbal, or physical conduct of a sexual nature when: (1) submission to the conduct is made a term or condition of employment; or (2) submission to or rejection of the conduct is used as the basis for employment decisions affecting the individual; or (3) the conduct has the purpose or effect of unreasonably interfering with the employee’s work performance or creating an intimidating, hostile, or offensive working environment. This definition includes many forms of offensive behavior.

It is unlawful for males to sexually harass females or other males, and for females to sexually harass males or other females. Sexual harassment on the job is unlawful whether it involves coworker harassment, harassment by a supervisor, or harassment by persons doing business with or for the Company.

***Quid Pro Quo* Sexual Harassment**

This type of harassment occurs when an employee in a position of power over another engages in a sexual relationship that has a detrimental job effect, or creates an adverse job action for the subordinate employee. *Quid Pro Quo* sexual harassment can manifest itself in the offering of employment benefits in exchange for sexual favors, making or threatening reprisals after a negative response to sexual advances or favors, or simply affecting the subordinate employee’s job status in any manner as a result of the sexual relationship. Where power exists in the employee relationship, consensuality is not necessarily a defense to a *quid pro quo* claim.

Consensual Relationship Policy

In order to avoid any *quid pro quo* scenario, the Company requires that any employee engaged in a relationship with a subordinate employee – or with any employee over whom he or she has the ability to affect job status – to divulge the relationship to Human Resources. Human Resources will endeavor to remove the power between the parties

without any negative consequence to the subordinate employee to prevent any *quid pro quo* scenario. Should Human Resources determine the power cannot be removed without negative impact, or should the employee in the power position fail to comply with this policy, he or she may be disciplined up to and including termination.

Hostile Work Environment Sexual Harassment

Hostile work environment sexual harassment can occur between any employees, or other vendors, customers, third parties or visitors regardless of relationship. Any type of sexual conduct existing in the work environment can create a potential hostile work environment sexual harassment claim.

Regardless of relationship or circumstance, the following is analyzed to determine if an employee has been sexually harassed:

- a. Conduct in the work environment that is sexual in nature; and
- b. Sexual conduct that is deemed severe/ and or pervasive; and
- c. Sexual conduct that is unwelcome or unwanted.

3. Other Types of Harassment

Prohibited harassment on the basis of race, color, national origin, religion, sexual orientation, physical or mental disability, age, or any other protected basis, includes behavior similar to sexual harassment.

4. Complaint Procedure

The Company's complaint procedure provides for an immediate, thorough, and objective investigation of any claim of unlawful or prohibited harassment, appropriate disciplinary action against the individual found to have engaged in prohibited harassment, and appropriate remedies for any victim of harassment. A claim of harassment may exist even if the employee has not lost a job or some economic benefit.

If you believe you have been harassed on the job, or if you are aware of the harassment of others, you should provide a written or verbal complaint to your supervisor, another member of management, Human Resources, or through <https://overstock.alertline.com> (our confidential reporting service). Your complaint should be as detailed as possible, including the names of individuals involved, the names of any witnesses, direct quotations when language is relevant, and any documentary evidence (e.g., notes, pictures, etc). Disclosure of the information contained in your complaint will be made on a need-to-know basis only.

Applicable law also prohibits retaliation against any employee by another employee or by the Company for using this complaint procedure or for filing, testifying, assisting, or participating in any manner in any investigation, proceeding, or hearing conducted by a governmental enforcement agency. Additionally, the Company will not knowingly permit any retaliation against any non-offending employee who complains of prohibited harassment or who participates in an investigation.

All incidents of prohibited harassment that are reported will be investigated. The Company will immediately undertake or direct an effective, thorough, and objective investigation of the harassment allegations. The investigation will be completed and a determination regarding the reported harassment will be made and communicated to the employee who complained and to the accused harasser(s).

If the Company determines that prohibited harassment has occurred, the Company will take effective remedial action commensurate with the circumstances. Appropriate action will also be taken to deter any future harassment. If a complaint of prohibited harassment is substantiated, appropriate disciplinary action, up to and including termination, will be taken. Whatever action is taken against the harasser will be communicated to the employee who complained.

5. Retaliation

Retaliation for reporting harassment or participating in any investigation is strictly prohibited. All complaints of retaliation must be reported to any manager or Human Resources. All complaints will be promptly investigated and appropriate action taken.

6. Liability for Harassment

Any employee of the Company, whether a coworker or supervisor, who is found to have engaged in prohibited harassment is subject to disciplinary action, up to and including discharge from employment. Any employee who engages in prohibited harassment, including any supervisor who knew about the harassment but took no action to stop it, may be held personally liable for monetary damages. The Company does not consider conduct in violation of this policy to be within the course and scope of employment or the direct consequence of the discharge of one's duties. Accordingly, to the extent permitted by law, the Company reserves the right not to provide a defense or pay damages assessed against employees for conduct in violation of this policy.

7. Responsibility

Every employee is responsible for keeping the workplace free from all forms of harassment. Managers and supervisors must be especially sensitive to acts and conduct, which may be considered offensive conduct.

Supervisors must deal with allegations of harassment quickly by immediately reporting the allegations to any Department Manager. Supervisors may also participate in the

investigation and take corrective action to prevent prohibited conduct from reoccurring. Supervisors who knowingly allow or tolerate harassment are in violation of this policy and subject to discipline up to and including termination.

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