

SEALY PARTNER CODE OF CONDUCT

Dated: December 6, 2011

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Sealy is committed to ensuring that working conditions in Sealy's supply chain are safe, that Partners' workers are treated with respect and dignity, and that manufacturing processes are environmentally responsible.

Sealy's Partners, Consultants, Joint Ventures, Licensees and Customers ("Our Partners") are obligated, in all of their activities, to operate in full compliance with the laws, rules, and regulations of the countries in which they operate. This Partner Code of Conduct ("Code") goes further, drawing upon internationally recognized standards, in order to advance social and environmental responsibility. Sealy requires that our Partners implement this Code using the management systems described below.

The Sealy Partner Code of Conduct is modeled on and contains language from the recognized standards such as International Labour Organization Standards (ILO), Universal Declaration of Human Rights (UDHR), Social Accountability International (SAI), and the Ethical Trading Initiative (ETI) were used as references in preparing this Code and may be useful sources of additional information. A complete list of references is provided at the end of this Code. As an extension of the Code, Sealy maintains a series of detailed Standards that clarify our expectations for compliance.

Labor and Human Rights

Our Partners must uphold the human rights of workers, and treat them with dignity and respect as understood by the international community.

Antidiscrimination

Our Partners shall not discriminate against any worker based on race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership, national origin, or marital status in hiring and employment practices such as applications for employment, promotions, rewards, access to training, job assignments, wages, benefits, discipline, and termination. Our Partners shall not require a pregnancy test or discriminate against pregnant workers except where required by applicable laws or regulations or prudent for workplace safety. In addition, Our Partners shall not require workers or potential workers to undergo medical tests that

could be used in a discriminatory way except where required by applicable law or regulation or prudent for workplace safety.

Fair Treatment

Our Partners must be committed to a workplace free of harassment. Our Partners shall not threaten workers with or subject them to harsh or inhumane treatment, including sexual harassment, sexual abuse, corporal punishment, mental coercion, physical coercion, verbal abuse or unreasonable restrictions on entering or exiting company provided facilities.

Prevention of Involuntary Labor

Our Partners shall not use any form of forced, bonded, indentured, or prison labor. All work must be voluntary and workers shall be free to leave work or terminate their employment with reasonable notice. Workers must not be required to surrender any government-issued identification, passports, or work permits as a condition of employment. Our Partners shall ensure that third party labor agencies providing workers are compliant with the provisions of the Code and sending country and receiving country laws, whichever is more stringent in its protection of workers. Our Partners shall ensure that contracts for both direct and contract workers clearly convey the conditions of employment in a language understood by the worker. Our Partners shall be responsible for payment of all fees and expenses in excess of the amount equal to one month of the worker's anticipated net wages. Such fees and expenses include, but are not limited to expenses associated with recruitment, processing or placement of both direct and contract Workers.

Prevention of Under Age Labor

Child labor is strictly prohibited. Our Partners shall not employ children. The minimum age for employment or work shall be 15 years of age, the minimum age for employment in that country, or the age for completing compulsory education in that country, whichever is higher. This Code does not prohibit participation in legitimate workplace apprenticeship programs that are consistent with Article 6 of ILO Minimum Age Convention No. 138 or light work consistent with Article 7 of ILO Minimum Age Convention No. 138.

Juvenile Labor

Our Partners may employ juveniles who are older than the applicable legal minimum age for employment but are younger than 18 years of age, provided they do not perform work likely to jeopardize their health, safety, or morals, consistent with ILO Minimum Age Convention No. 138.

Working Hours

Except in Emergency or Unusual Situations, a workweek shall be restricted to 60 hours, including overtime, workers shall be allowed at least one day off every seven-days, and overtime shall be voluntary. Under no circumstances will workweeks exceed the maximum permitted under applicable laws and regulations. Our Partners must offer vacation time, leave periods, and holidays consistent with applicable laws and regulations.

Wages and Benefits

Our Partners must pay all workers at least the minimum wage required by applicable laws and regulations and provide all legally mandated benefits. In addition to their compensation for regular hours of work, workers must be compensated for overtime hours at the premium rate required by applicable laws and regulations. Our Partners shall not use deductions from wages as a disciplinary measure. Workers must be paid in a timely manner, and the basis on which workers are being paid must be clearly conveyed to them in a timely manner.

Freedom of Association

Our Partners must respect the right of workers to associate freely, form and join workers organizations of their own choosing, seek representation, and bargain collectively, as permitted by and in accordance with applicable laws and regulations. Our Partners shall not discriminate with respect to employment based on union membership and, in particular, shall not make employment subject to the condition that the worker relinquish union membership or agree not to join a union or cause the dismissal of or otherwise prejudice a worker by reason of union membership or participation in union activities outside working hours (or within working hours if the Partner has consented to such activities or if required by applicable law or regulation). Our Partners must protect against acts of interference with the establishment, functioning, or administration of workers' organizations in accordance with applicable laws and regulations.

Health and Safety

Sealy recognizes that integrating sound health and safety management practices into all aspects of business is essential to maintain high morale and produce innovative products. Our Partners must be committed to creating safe working conditions and a healthy work environment for all of their workers.

Occupational Injury Prevention

Our Partners must eliminate physical hazards where possible. Where physical hazards cannot be eliminated, Our Partners must provide appropriate engineering controls such as physical guards, interlocks, and barriers. Where appropriate engineering controls are not possible, Our Partners must establish appropriate administrative controls such as safe work procedures. In all cases, Our Partners must provide workers appropriate personal protective equipment. Workers must have the right to refuse unsafe working conditions without fear of reprisal until management adequately addresses their concerns.

Prevention of Chemical Exposure

Our Partners must identify, evaluate, and control worker exposure to hazardous chemical, biological, and physical agents. Our Partners must eliminate chemical hazards where possible. Where chemical hazards cannot be eliminated, Our Partners must provide appropriate engineering controls such as closed systems and ventilation. Where appropriate engineering controls are not possible, Our Partners must establish appropriate administrative

controls such as safe work procedures. In all cases, Our Partners must provide workers appropriate personal protective equipment.

Emergency Prevention, Preparedness, and Response

Our Partners must anticipate, identify, and assess emergency situations and events and minimize their impact by implementing emergency plans and response procedures, including emergency reporting, worker notification and evacuation procedures, worker training and drills, appropriate first-aid supplies, appropriate fire detection and suppression equipment, adequate exit facilities, and recovery plans.

Occupational Safety Procedures and Systems

Our Partners must establish procedures and systems to manage, track, and report occupational injury and illness. Such procedures and systems should encourage worker reporting, classify and record injury and illness cases, investigate cases and implement corrective actions to eliminate their causes, provide necessary medical treatment, and facilitate the workers' return to work.

Ergonomics

Our Partners must identify, evaluate, and control worker exposure to physically demanding tasks, including manual material handling, heavy lifting, prolonged standing, and highly repetitive or forceful assembly tasks.

Dormitory and Dining

Our Partners must provide workers with clean toilet facilities, access to potable water, and sanitary food preparation and storage facilities. Worker dormitories provided by the Partner or a labor agent must be clean and safe and provide adequate emergency egress, adequate heat and ventilation, reasonable personal space, and reasonable entry and exit privileges.

Communication

In order to foster a safe work environment, Our Partners shall ensure that workers receive appropriate workplace health and safety information and training, including written health and safety information and warnings in the primary language of its workers. Our Partners must post Material Safety Data Sheets in the primary language of its workers for any hazardous or toxic substances used in the workplace and properly train workers who will come into contact with such substances in the workplace.

Worker Health and Safety Committees

Our Partners are encouraged to initiate and support worker health and safety committees to enhance ongoing health and safety education and to encourage worker input regarding health and safety issues in the workplace.

The Environment

At Sealy, environmental considerations are an integral part of our business practices. Our Partners must be committed to reducing the environmental impact of their designs, manufacturing processes, and waste emissions.

Hazardous Substance Management and Restrictions

Our Partners must comply with any applicable laws and regulations prohibiting or restricting specific substances. To ensure safe handling, movement, storage, recycling, reuse, and disposal, Our Partners must identify and manage substances that pose a hazard if released to the environment and comply with applicable labeling laws and regulations for recycling and disposal.

Wastewater and Solid Waste Emissions

Wastewater and solid waste generated from operations, industrial processes, and sanitation facilities must be monitored, controlled, and treated as required by applicable laws and regulations before discharge or disposal.

Air Emissions

Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals, and combustion by-products generated from operations must be characterized, monitored, controlled, and treated as required by applicable laws and regulations before discharge.

Environmental Permits and Reporting

Our Partners must obtain, maintain, and keep current all required environmental permits (e.g. discharge monitoring) and registrations and follow the operational and reporting requirements of such permits.

Pollution Prevention and Resource Reduction

Our Partners must endeavor to reduce or eliminate waste of all types, including water and energy, by implementing appropriate conservation measures in their facilities, in their maintenance and production processes, and by recycling, re-using, or substituting materials.

Ethics

Our Partners must be committed to the highest standards of ethical conduct when dealing with workers and our Partners.

Corruption, Extortion, or Embezzlement

Corruption, extortion, and embezzlement, in any form, are strictly prohibited. Our Partners shall not engage in corruption, extortion or embezzlement in any form and violations of this prohibition may result in immediate termination as a Sealy Partner and in legal action.

Gifts and Entertainment

Sealy is an American company and subject to US laws, including the Foreign Corrupt Practices Act and Sealy believes that business should be conducted in a fair and above board manner. While all business entails and involves occasional business dinners and entertainment, Sealy believes that Sealy and all of its Partners should abide by commonsense and locally accepted practices for dinners, lunches and other meals as well as other such entertainment, and that gifts, both those gifts that are given and those that are accepted should be of the most minimal and token value and should be business related. As a generally accepted rule, a gift with a retail value of more than US\$100 should not be accepted by Sealy or offered to Sealy unless there are compelling bases and explanations as well as approval by the general manager for the organization approve. Any gifts offered that are reasonably believed to be in excess of US\$100, should be returned or delivered to the employee's manager to be further managed (which under the circumstances and with the involvement of Sealy's General Counsel, may be donated to a charity or if appropriate, if food or other perishables, be shared in an office or in a department.

Disclosure of Information

Our Partners must disclose information regarding its business activities, structure, financial situation, and performance in accordance with applicable laws and regulations and prevailing industry practices.

No Improper Advantage

Our Partners shall not offer or accept bribes or other means of obtaining undue or improper advantage.

Fair Business, Advertising, and Competition

Our Partners must uphold fair business standards in advertising, sales, and competition.

Whistleblower Protection and Anonymous Complaints

Our Partners must create programs to ensure the protection of Partner and worker whistleblower confidentiality and prohibit retaliation against workers who participate in such programs in good faith or refuse an order that is in violation of the Sealy Partner Code of Conduct. Our Partners shall provide an anonymous complaint mechanism for workers to report workplace grievances in accordance with local laws and regulations.

Community Engagement

Our Partners are encouraged to engage the community to help foster social and economic development and to contribute to the sustainability of the communities in which they operate.

Protection of Intellectual Property

Our Partners must respect intellectual property rights; safeguard customer information; and transfer of technology and know-how must be done in a manner that protects intellectual property rights.

Management Systems

Our Partners must adopt or establish a management system designed to ensure compliance with this Code and applicable laws and regulations, identify and mitigate related operational risks, and facilitate continuous improvement. ISO 14001, OHSAS 18001, Eco Management and Audit System (EMAS) may be useful resources. The management system should contain the following elements:

Company Commitment

A corporate social and environmental responsibility statement affirming the Partner's commitment to compliance and continual improvement, to be posted in the primary local language at all of the Partner's worksites.

Management Accountability and Responsibility

Clearly identified company representatives responsible for ensuring implementation and periodic review of the status of the Partner's management systems.

Legal and Customer Requirements

A process to identify, monitor, and understand applicable laws and regulations and the additional requirements imposed by this Code. Partner shall obtain, maintain and keep current a valid business license as required by applicable laws and regulations.

Risk Assessment and Management

A process to identify environmental, health and safety, business ethics, labor, human rights and legal compliance risks associated with their operations, determine the relative significance of each risk, and implement appropriate procedures and physical controls to ensure compliance and control the identified risks. Risk assessments for health and safety must include warehouse and storage facilities, plant and facility support equipment, laboratories and test areas, bathrooms, kitchens, cafeterias, and worker housing.

Performance Objectives with Implementation Plans and Measures

Written standards, performance objectives, targets, and implementation plans, including a periodic assessment of the Partner's performance against those objectives.

Training

Programs for training managers and workers to implement the Partner's policies, procedures, and improvement objectives.

Communication

A process for communicating clear and accurate information about the Partner's performance, practices, and expectations to its workers, Our Partners, and customers.

Worker Feedback and Participation

An ongoing process to obtain feedback on processes and practices related to this Code and to foster continuous improvement.

Audits and Assessments

Periodic self-evaluations to ensure that the Partner, its subcontractors and its next-tier Our Partners are complying with this Code and with applicable laws and regulations. Sealy may visit (and/or have external monitors visit) Partner facilities, with or without notice, to assess compliance with this Code and to audit Partner's wage, hour, payroll, and other worker records and practices.

Corrective Action Process

A process for timely correction of any deficiencies identified by an internal or external audit, assessment, inspection, investigation, or review.

Documentation and Records

Creation of documents and records to ensure regulatory compliance and conformity to this Code, with appropriate confidentiality measures to protect privacy.

Confidentiality

Our Partners must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, suppliers or other business relationships, except when disclosure is authorized by the Company or required by applicable laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful if disclosed. It also includes information that employees, customers, suppliers and other business relationships have entrusted to the Company as well as sensitive information that we hold in trust for our employees (medical information, drug screening information, social security numbers, bank information, etc.). The obligation to preserve confidential information continues even after service to the Company or the relationship with the Company ends.