

**CODE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER**  
**AND SENIOR FINANCIAL OFFICERS**

(As required by Section 406 of the Sarbanes-Oxley Act)

As \_\_\_\_\_ of Burlington Stores, Inc. (the "Company"), I certify that I will adhere to the following principles and responsibilities, as well as the Burlington Stores, Inc. Code of Conduct and other legal and compliance policies and procedures:

- Promote honesty and ethical conduct, avoiding actual or apparent conflicts of interest involving personal and professional relationships;
- Be responsible for full, fair, accurate, complete, objective, 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;
- Report any information I may have concerning (a) deficiencies in the design or operation of disclosure and internal controls which could adversely affect the ability of the Company to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves any officer of the Company or any employee who has a significant role in internal controls within his/her area of responsibility;
- Fully cooperate with any auditor engaged in the performance of an internal or independent audit of the Company's financial statements or accounting books and records.
- Act promptly to report violations of the Company's Code of Conduct and this Code of Ethics for the Chief Executive Officer and Senior Financial Officers to the appropriate person or persons;
- Comply with and report any information I may have concerning evidence of a material violation of rules and regulations of all U.S. and non-U.S. governmental entities, as well as other private and public regulatory agencies to which the Company is subject;
- Act at all times in good faith, responsibly, with due care, competence and diligence, and without any misrepresentation of material facts;
- Act objectively, without allowing my independent judgment to be subordinated;
- Avoid the use of any Company information for personal advantage;
- Share my knowledge and skills with others to improve the Company's communications to its constituents;
- Promote ethical behavior among employees under my supervision at the Company;

- Achieve responsible use of and control over all assets and resources of the Company entrusted to me; and
- Deliver any waiver request from the provisions of the Company’s Code of Conduct or from this Code of Ethics for the Chief Executive Officer and Senior Financial Officers to the Company’s Legal Department for consideration by a Board committee designated with this responsibility or, in the absence thereof, by the full Board of Directors. Such approved waivers shall be disclosed to stockholders.

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PRINT NAME

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SIGNATURE

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TITLE

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DATE