

**BIRKS GROUP INC.**

**CODE OF ETHICS**

**FOR SENIOR FINANCIAL OFFICERS**

Introduction

This Code of Ethics for Senior Financial Officers (this "Code") has been adopted by the Board of Directors of Birks Group Inc. (the "Company"). It applies to the Company's Chief Executive Officer, Chief Financial Officer, Treasurer, Controller, principal accounting officer, or persons performing similar functions (each a "Senior Financial Officer," collectively "Senior Financial Officers"). This Code is designed to deter wrongdoing and to promote honest and ethical conduct, full and accurate disclosure in periodic reports, and compliance with laws and regulations by the Company's senior officers who have financial responsibilities. This Code is in addition to the provisions set forth in the Company's Code of Conduct which continue to apply.

Principles

In performing his or her duties, each Senior Financial Officer must:

1. Maintain high standards of honest and ethical conduct and avoid actual and apparent conflicts of interest, as defined in the Company's Code of Conduct.
2. Promptly disclose any actual, apparent or potential material conflict of interest to the Audit Committee and the Corporate Governance Committee, who will review the transaction or relationship and determine how the situation should be resolved.
3. Ensure the full, fair, accurate, timely, and understandable disclosure in reports and documents filed with, or submitted to, any securities and exchange commission or other public communications made by the Company.
4. Comply with and take all reasonable actions to cause others to comply with all applicable laws, rules and regulations.
5. Ensure the Company is in compliance with any securities and exchange commission rules governing disclosure of financial

*Adopted: February 10, 2006*  
*Corporate Governance Committee Review without changes: August 7, 2007*  
*Corporate Governance Committee and Audit Committee Reviewed with changes: June 24, 2008*  
*Corporate Governance Committee and Audit Committee Reviewed with changes: June 26, 2013*  
*Corporate Governance Committee and Audit Committee Reviewed with changes: June 26, 2014*  
*Corporate Governance Committee and Audit Committee Reviewed with changes: September 18, 2019*

information and for assuring that the press releases and communications with investors and securities analysts are fair and accurate.

6. Comply with and ensure compliance with the Company's disclosure and controls procedures and internal controls and procedures.
7. Comply with and take all reasonable actions to cause others to comply with the Company's Code of Conduct.
8. Promptly report any violations of this Code to the Audit Committee.

### Compliance and Accountability

A Senior Financial Officer who violates this Code or the Company's Code of Conduct will be subject to disciplinary action, up to and including termination for cause.

Senior Financial Officers may make anonymous reports and all reports will be kept confidential. No retribution will be taken against a Senior Financial Officer for reporting in good faith a violation or a suspected violation to this Code or the Company's Code of Conduct.

The Audit Committee is responsible for the enforcement of, and, the approval of any changes to, this Code.

### Waiver

The Board of Directors may waive in writing the application of this Code under exceptional circumstances, provided that a request by a Senior Financial Officer is made in writing to the Board of Directors in advance of any activities requiring waiver. Every waiver will promptly be disclosed to shareholders in accordance with applicable laws and any securities and exchange commission requirements.

*Adopted: February 10, 2006*  
*Corporate Governance Committee Review without changes: August 7, 2007*  
*Corporate Governance Committee and Audit Committee Reviewed with changes: June 24, 2008*  
*Corporate Governance Committee and Audit Committee Reviewed with changes: June 26, 2013*  
*Corporate Governance Committee and Audit Committee Reviewed with changes: June 26, 2014*  
*Corporate Governance Committee and Audit Committee Reviewed with changes: September 18, 2019*

**ACKNOWLEDGEMENT OF RECEIPT**

**CODE OF ETHICS**

I have received a copy of the Code of Ethics for Senior Financial Officers (the “Code”) of Birks Group Inc. (the “Company”) adopted February 10, 2006, as amended. I have read this Code, I understand its content and I agree to abide by its terms.

Any violation to the provisions of this Code will be subject to disciplinary actions, up to and including termination of my employment for cause.

The Company reserves the right to amend, alter, or terminate the Code at any time and for any reason.

\_\_\_\_\_  
**SIGNATURE**

\_\_\_\_\_  
**DATE**

\_\_\_\_\_  
**NAME (PLEASE PRINT)**

*Adopted: February 10, 2006  
Corporate Governance Committee Review without changes: August 7, 2007  
Corporate Governance Committee and Audit Committee Reviewed with changes: June 24, 2008  
Corporate Governance Committee and Audit Committee Reviewed with changes: June 26, 2013  
Corporate Governance Committee and Audit Committee Reviewed with changes: June 26, 2014  
Corporate Governance Committee and Audit Committee Reviewed with changes: September 18, 2019*