

# **ANTI-CORRUPTION AND BRIBERY POLICY**

## **POLICY STATEMENT**

At boohoo group it is our policy to conduct all business in an honest and ethical manner. This notice also covers temporary workers and contractors used by boohoo. In this notice, employees at all levels, directors, officers, agency workers, seconded works, volunteers, interns, agents, temporary workers, contractors, third party representatives, business partners, sponsors and any other person associated with us will be referred to collectively as "staff" unless expressly stated otherwise. This policy applies to all staff. We take a zero-tolerance approach to bribery and corruption and are committed to ensure compliance by staff. We will uphold all laws relevant to counterfeiting bribery and corruption in all jurisdictions in which we operate. In jurisdictions where the local legislative and regulatory requirements exceed the minimum standards of this policy, staff must comply with such higher standard. This policy does not form part of any staff's contract of employment, and we may amend it at any time.

## **ABOUT THIS POLICY**

The purpose of this policy is to:

- (a) Set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on bribery and corruption and
- (b) Provide information and guidance to staff working for and on our behalf on how to recognise and deal with bribery and corruption issues.

## **WHAT IS BRIBERY AND CORRUPTION?**

For the purposes of this policy, bribery is defined as 'an offer or receipt of any gift, fee, reward or other advantage to or from any person as an inducement to do something in the conduct of Boohoo's business, which is dishonest, illegal or a breach of trust'.

An advantage includes, money, gifts, loans, fees, hospitality, services, discounts, and the award of a contract or anything else of value.

Corruption is the abuse of entrusted power or position for private gain.

## **YOUR RESPONSIBILITIES**

It is not acceptable for our staff (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given

- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return
- (d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances
- (e) offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of your manager
- (f) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy or
- (g) engage in any other activity that might lead to a breach of this policy.

We expect all business partners, suppliers and contractors to act with integrity and to confirm that they have procedures in place to prevent bribery and will investigate reported allegations of bribery, corruption and abuse of position for personal gain, involving, or in any way connected to us.

Examples of a non-exhaustive list of prohibited actions which amount to a bribe and will not be accepted by us:

- A supplier offers to pay for a holiday for you and your family if you agree to purchase fabrics from their company
- You offer a public official £500 to ensure a licence is granted for a new business we wish to set up
- You demand cash payments from a supplier in order for them to be approved by us or
- You make a grease payment (i.e. a payment made to speed up or help obtain something you are entitled to).

## **REQUIRED PROCEDURES**

In order to comply with legislative requirements, boohoo's approach to managing the risk of bribery is informed by the six core principles contained in the UK Ministry of Justice Guidance issued under Section 9 of the UK Bribery Act 2010. Boohoo and its suppliers will ensure that they operate procedures (including controls, processes and operations) designed to manage the risk of bribery, which are:

- proportionate to the bribery risk (as identified through an annual risk assessment exercise)
- appropriate and relevant for the type of business
- communicated to relevant parties (internal and external)
- documented in a clear comprehensible manner and be accessible to all relevant persons and
- reviewed regularly to ensure they remain up-to-date and reflect current good practice.

## **POTENTIAL RISK SCENARIOS – “RED FLAGS”**

Red Flags are behaviours or characteristics which should prompt consideration of risk.

Examples of red flags when dealing with third parties include:

- History of improper activity where the country where third party operates has a history of widespread Bribery and Corruption and violations of anti-bribery laws and conventions

- Third party exhibits unusual behaviours e.g. refuses to certify in writing that they will operate within anti-corruption laws, regulation and conventions, insists on operating in anonymity or does not appear to have an expertise or appropriate resources to carry out their retained duties
- Inappropriate payment request e.g. amount seems unduly large or out of place such as request in cash, payable to a different country than which it operates
- Reputational research (due diligence) identifies past allegations or incidents of Corruption or illegality
- Public officials (or their immediate family members) serve as directors, officers, employees or agents of the third party, or otherwise receive compensation or other benefits, directly or indirectly from third party
- Public officials are known or suspected to be shareholders or beneficial owners of a third party entity
- The third party is or was previously a public official or was recommended by a public official
- The third party is new to the business, unable to provide references, or unable to document his claimed experience
- There are parties involved in the transaction that do not have a substantive commercial role and
- The third party appears to be in significant financial difficulties or has a history of insolvency.

## **MONITORING AND INTERNAL CONTROLS**

Boohoo will ensure that arrangements are in place to regularly monitor the continued adequacy and effectiveness of processes, systems and controls in order to assess compliance with the requirements of this policy.

### **Training**

- New employees complete an e-learning programme which encompasses the principles and approach of this policy
- The Anti-Bribery and Corruption Policy is made available for all staff
- Staff deemed more 'at risk' receive frequent training in relation to anti-bribery and corruption measures

### **Gifts and Hospitality Register**

- New employees receive information relating to the register on induction. An annual notification reminder will be sent to staff, and the Gifts and Hospitality Register is reported to the PLC Board on a frequent basis.

## Supplier Procurement

Boohoo will assess the need for, and extent of, ongoing due diligence to identify and mitigate bribery risks as part of its risk assessment exercise. Boohoo may consider some of the following risk factors when engaging third parties:

- The country or location of the third party or transaction
- The type of transaction involved and the proposed role of the third party
- Whether it is anticipated that the third party will have contact with public officials
- The type and nature of the product area involved
- The department's existing knowledge of the third party from previous dealings
- The amount of proposed consideration or payment to the third party and whether it is proportionate to the tasks required
- The existence of "Red Flags" and
- The transparency and reputation of the third party

## Whistleblowing

- New employees receive information relating to boohoo's Whistleblowing Policy
- The employee Whistleblowing Policy available to staff and Supplier Whistleblowing Policy made available to suppliers.

## Internal Audits

- Internal audit will conduct risk based reviews of spending and the procurement processes within the group. This will include an assessment of adherence to this policy.

If deficiencies are identified, Boohoo and its suppliers will resolve them without delay and monitor thereafter to identify and prevent any recurrence.

Where appropriate the supplier will ensure that where external persons perform services on behalf of boohoo these are included in the monitoring and review programmes.

## **GIFTS, ENTERTAINMENT AND HOSPITALITY**

This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation or marketing our product and services. Notwithstanding this, whenever accepting or giving a gift or hospitality, colleagues should consider the intention that accompanies it. If this is, or could be, construed as influencing 'improper performance' or 'improper behaviour', then it is likely to amount to a bribe.

As such, all gifts (given by us or received from a third party) and corporate hospitality (whether attending as a guest or arranged by us) must be recorded in the gift and hospitality portal, Approval Manager, at <https://www.integrityhub.net/>. Any gifts or corporate hospitality with a value of £100 or above must be approved by the employee's line manager (as well as recorded Approval Manager).

If deemed appropriate by the employee's line manager, any gifts personally received by an employee can be placed in a raffle, open to the relevant employee's team.

It is strictly prohibited to give or accept gifts of cash, of any value, to or from public officials, clients or any third party (such as a supplier). Any cash gifts given or received must be reported to the legal team immediately.

Gifts or corporate hospitality should never be offered or given to a public official, including a foreign public official.

## **CHARITABLE AND POLITICAL DONATIONS AND FACILITATION PAYMENTS**

Staff must not make any donations to charities on behalf of Boohoo.

### Political Donations

Boohoo does not make donations to political parties.

### Facilitation Payments

Facilitation payments are illegal under UK law. A facilitation payment is a payment which is made to expedite or secure the performance of a routine non-discretionary action, such as processing papers, issuing permits, and other actions by a person which they are already bound to perform.

Facilitation payments which relate in any way to the services provided to or by boohoo are prohibited by this policy. In exceptional circumstances of duress (only where there is a threat to life, limb or liberty) such facilitation payments may have to be made. Where possible, prior approval from a director of boohoo should be obtained. In any event, all such facilitation payments must be reported to boohoo immediately.

boohoo and its staff will ensure that:

- the risk of facilitation payments which relate in any way to the services provided to or by boohoo being requested is included in their annual risk assessment
- all requests for such facilitation payments are reported to boohoo
- suitable procedures to mitigate the risk are in place where there is a likelihood that facilitation payments will be requested (e.g. in certain jurisdictions). These procedures must include specific training for individuals who may have to manage such requests and
- all those acting for or on behalf of boohoo are aware of their responsibilities in respect of facilitation payments even where these are declined or refused.

## **REPORTING**

All boohoo employees and suppliers must ensure that:

- any concerns of bribery committed in connection with services provided to or by boohoo in breach of this Policy are reported to the employee's line manager or another member of senior staff at boohoo
- processes are in place to report where bribery payments are known or suspected to have occurred
- all employees, agents, and subcontractors are aware of routes to report instances of suspected bribery or attempted bribery

Line managers must ensure that employees are encouraged to report their concerns in good faith and ensure they understand that reporting matters will not be held against them in any way. Please refer to the Whistleblowing policy for further details.

If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your line manager or the legal team at [legal@boohoo.com](mailto:legal@boohoo.com).

## **RECORDING KEEPING**

Boohoo and its suppliers will retain all records (including training records) relating to compliance with this policy (electronic and paper) for a minimum of 6 years. This includes all significant decisions relating to the application of this policy which should be documented to demonstrate the rationale on which they are based. All documentation retained must be legible, auditable and easily retrievable.