

# RIVER ISLAND

## Anti-Bribery and Corruption Policy

### This policy applies to:

- UK
- Republic of Ireland
- Head Office
- Retail

### INTRODUCTION

The purpose of this policy is to establish the principles and practices to which we adhere throughout the entire business of our Group. It applies, without exception, to all our business activities and to all our subsidiary and associate companies worldwide, although not all Group companies will be affected in an identical manner.

The Board of Directors has adopted this policy and considers it of the utmost importance – it is central to the highest legal and moral standards we adopt in our business conduct.

Bribery is a criminal offence in many countries of the world. In the United Kingdom the Bribery Act 2010 is the framework for our anti-bribery legislation and this policy and procedures will facilitate compliance with the law by any Group company, employee, agent, franchisee or third party acting on our behalf. A company found to have committed any bribery offence could face unlimited fines and individuals could face a prison sentence and/or unlimited fines.

### OUR POLICY

Our policy is to conduct business with integrity, honourably and without the use of bribery or other corrupt practices for unfair advantage. Bribery and corruption is not in the interests of the societies in which it operates and will bring our Group's reputation into disrepute at home and abroad.

The Board adopts a "zero-tolerance" approach to any act of bribery or corruption undertaken by any Director, official, team member, franchisee or third party acting on our Group's behalf. Any breach is likely to result in disciplinary or contractual consequences.

Our policy makes no distinction between whether the giver or recipient of an act of bribery works in the private or the public sector.

This policy will be communicated to all relevant Group businesses and team members and will form part of our contractual relationship with all suppliers and other third party individuals and entities who act on our behalf. To ensure the highest levels of awareness and compliance with the policy, appropriate training will be provided, adopting a risk based approach.

## **WHAT IS BRIBERY?**

Bribery is the acceptance or the giving of a payment or other advantage as an inducement which is illegal, a breach of trust, unethical or amounts to some other improper performance. Bribery is intended to influence individuals in the performance of their duties and to encourage them to behave dishonourably or dishonestly. For example bribery can be used to obtain or retain business, to unduly influence public officials and to speed up administrative functions such as customs formalities or the issue of licences.

“Facilitation payments”, as they are commonly known, are low value bribes (often customary in some countries) paid to junior government officials or their agents to speed up an administrative process. There is no exemption for facilitation payments under the UK Bribery Act and such payments are not permitted within this policy.

Bribery can occur at any stage of a transaction – in advance, during or after the achievement of it.

## **THE UK LEGAL POSITION**

The Bribery Act 2010 creates three particular offences:

- (i) A general offence of offering or receiving bribes
- (ii) A specific offence of bribing a foreign public official
- (iii) A corporate offence of failing to prevent bribery committed on a company’s behalf

All three offences apply irrespectively of where in the world the bribes are offered or received so acts of bribery which take place abroad could lead to prosecution in the UK.

Furthermore, under UK law, bribery can be committed by our Director’s, officials and team members as well as by others acting on behalf of our group.

This important policy document and its accompanying procedures serve to uphold the standards of integrity to which we adhere in our business conduct and demonstrate the “adequate procedures” we are implementing to prevent bribery.

## **PRACTICAL PROCEDURES**

Procedures adopted will be proportionate to the risk identified in any activity or transaction. The greater the identified risk, the more thorough will be the bribery prevention procedures.

## **RISK ASSESSMENT**

The nature of our Group's business activities are varied in themselves and in the geographic territories in which they operate – accordingly risk criteria will be adopted which best suit the circumstances. Assessments will take account of external and internal bribery risk.

External risk factors will include Country risk, Sectoral risk, Transactional risk, Business Opportunity risk and Business Partnership risk.

## **DUE DILIGENCE**

In the light of a risk assessment outcome, due diligence will apply the appropriate degree of enquiry and assessment, which will enable the mitigation of bribery risk. Evaluation may include:-

- establishing the background, experience and reputation of the potential supplier and any intermediaries
- understanding the role of any intermediary or agent involved in a transaction
- ensuring all relationships contractually include adherence by any third party to our anti-bribery policy
- monitoring the performance and behaviour of any third party

## **FINANCIAL RECORD KEEPING**

Acts of bribery can be found to involve varying degrees of inaccurate record keeping or a lack of transparency. The highest standards of financial reporting and record keeping will be maintained and will be monitored to identify any transactions which may indicate a breach of this policy.

## **GIFTS, ENTERTAINMENT, HOSPITALITY**

The receipt and provision of bone fide hospitality is recognised as a customary practice of conducting business and it is not the intention of the legislation to criminalise such conduct. We maintain and regularly review clear guidelines appropriate to each operating unit within our Group. All Group team members must conform to the separately produced Corporate Entertainment, Gifts & Hospitality Policy and, where appropriate, complete the Notification Form referred to in that policy, and should avoid action which would cause embarrassment to themselves, our Group or any third party, including suppliers or contractors.

## COMMUNICATION & TRAINING

Communication of this policy will enable the widest understanding of our Group's bribery prevention policy to be achieved amongst employees, suppliers, franchisees and third parties acting on our behalf. Communication and training covers –

- inclusion in the employment contracts of all Group personnel
- by the inclusion of appropriate text, franchise and joint venture partners will be contractually obliged to conform to this policy
- the policy will be publicly available on our websites and internally through intranets
- all Group commercial contracts to include an obligation to comply with the policy
- training will be proportionate to risk and will range from general awareness training for team members engaged in lowest risk functions, to specific training for team members and third-party partners categorised as high risk

## RAISING CONCERNS

We aim to conduct our business with the highest levels of integrity and honesty and to achieve this we all have a responsibility to help identify, prevent and report any instances of malpractice or wrongdoing, including bribery.

If you have any concerns about a suspected instance of bribery or corruption please:

- a) in the first instance, (unless your concern involves your line manager) raise the matter verbally or in writing with your line manager who will undertake the most appropriate form of investigation

**OR**

- b) if you feel you cannot raise your concerns with your line manager (for whatever reason) please contact Daniel Raymond, General Counsel:
  - Email: [daniel.raymond@river-island.com](mailto:daniel.raymond@river-island.com),
  - Telephone: 0208 991 8917(within the UK) or +44 208 991 8917 (international)

**OR**

- c) you can call Safecall, our independent partner, by calling the free Speak Up line on 0800 915 1571 (1 800 812 740 for Ireland), or submitting a report via a secure web portal (<https://www.safecall.co.uk/en/file-a-report/>).

Your concerns will be taken seriously and be fully investigated.

## **MANAGEMENT AND MONITORING**

This policy and accompanying procedures will be managed by the General Counsel.

As the Group's business activity evolves both in its nature and increasingly in new geographical territories, so this policy and procedures will need to adapt. Accordingly, the effectiveness of our bribery prevention procedures will be monitored and reviewed periodically to enable continuing improvement and appropriateness to be achieved.

### Related Policies & Procedures

Team members should cross-reference this policy with the following policies:

- Speak-up Policy.
- Disciplinary Policy & Procedure.
- Corporate Entertainment, Gifts and Hospitality Policy