



The Edinburgh Woollen Mill Group of Companies

This document refers to the “the EWM Group of Companies”, which for the time being are the following trading entities and any holding, subsidiary or associate companies from time to time within the larger group of companies;

The Edinburgh Woollen Mill Limited, registered number: SC024081
Duvetco Limited (trading as Ponden Home), registered number: SC346445
Proquip Limited, registered number: SC241464
Peacocks Stores Limited, registered number: SC285031
Jane Norman International Limited, registered number: SC473798

All registered in Scotland at registered office; Waverley Mills, Langholm, Dumfriesshire, DG13 0EB.

Hayton Leisure Limited, registered number 09217618
Austin Reed Limited, registered number 10200901
Days Department Store Limited, registered number 10679677
Jaeger Retail Limited, registered number 10689343
Formal Tailors 1885 Limited, registered number 10821128
Hayton Game Limited, registered number 07687988

All registered in England and Wales at registered office; Unit A, Kingmoor Park South Industrial Estate, Queens Drive, Carlisle, CA6 4SB.

Anti- Bribery Policy, July 2018
Policies and Practices Manual: PPM 7.7
Author: Group Company Secretary

1. Board Statement on Bribery;

It is the clear and stated intention of the board to apply the Bribery Act 2010 within the business both in the spirit and the letter of the law. The Board expects the highest ethical standards for all Group employees and all business partners of the Group.

The following policy explains the requirements of the law and what is expected from employees and business partners working with the group.

If there is any doubt as to what you think is acceptable within this policy then you must seek advice from the Group Company Secretary as the compliance officer on matters of this nature.

2. Statement from the Group Company Secretary and Compliance Officer;

The direction from the board is that there will be zero tolerance of any aspect of the giving or receiving of bribes or facilitation payments of any amount and total compliance with the law, as set out below is required by the representatives of the group companies at all times.

This does not prohibit proper and proportionate hospitality being given or received.

If in any doubt, remove yourself from the situation and contact the Group Company Secretary or a Group Executive Director.

Any act of bribery is unacceptable. The company will consider taking disciplinary action against anyone who fails to comply with the anti-bribery policy and the action taken may include dismissal. Failure to follow the guidance given in this policy may also leave you open to a criminal prosecution which may result in a substantial fine and/or imprisonment of up to 10 years.

You may also leave the company vulnerable to prosecution along with the possibility of negative publicity and damage to the reputation of the business.

3. Bribery is prohibited: What is Bribery?

Bribery is:

- offering, promising or giving of an advantage, and requesting, agreeing to receive or accepting of an advantage (a bribe).
- A bribe could be money but may be other advantage.
- bribing a foreign public official.

The company may commit an offence under the act by:

- failing to prevent its directors, officers, employees, partners, consultants, suppliers or agents from committing the offences above.

This makes the company strictly liable for not just the conduct of employees but also our agents and partners anywhere in the world.

The act does not prohibit sensible and bona fide hospitality which is reasonable and proportionate.

4. Guidance

Intent

Is the intent only to build a business relationship or offer normal courtesy, or is it to influence the recipient's objectivity in making a business decision?

Influencing a recipient's objectivity is likely to be a bribe and is, therefore, not acceptable under this policy.

Materiality and frequency

Is the gift or entertainment modest and infrequent or could it place you, or the other party, under an obligation?

Legality

Are you sure that the gift or entertainment is legal both in the UK and the country of the third party. Many jurisdictions have strict rules on bribery and corruption.

Transparency

Would you be embarrassed if your manager, colleagues or anyone outside the business became aware? If so; there is probably something wrong and you should think again.

Hypocrisy

Are you adopting double standards? We should only offer what we would be comfortable to accept and vice versa.

5. Who is responsible for the Anti Bribery policy?

The Group Company Secretary is responsible for the Anti bribery Policy. Concerns and queries may be communicated in confidence;

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6. Policy Distribution

The Policy is widely distributed as follows:

- a. To all overseas company offices, via the office manager, with the Group Sourcing Director immediately responsible for the understanding of the operation of the policy.
- b. To all Board Directors with the Group Company Secretary being immediately responsible.
- c. To all Divisional Directors who are responsible for ensuring that all relevant employees, agents and representatives are made aware of the requirements.
- d. To Proquip, as this is a wholesale business the Proquip General Manager is responsible for ensuring the understanding and compliance of all agents and representatives.
- e. To the company intranet.

7. Risk and Control

Risk and the analysis and control of risk in this area is dynamic, it changes with the business and must be reviewed regularly with any change to the Group activities.

- The control measures should be proportionate with the risk.
- Overseas activities are likely to have more risk than UK based.
- The understanding of what is required in the country offices and for staff who travel abroad is key.
- The main control measures are the control and guidance on acceptable and proper business expenses.

See "Guide to Business Expenses and Business Expenses addendum"

There is further guidance on the receipt of gifts and hospitality.

The operation and review of the policy will be reviewed at least annually by the Board.

HIGH RISK

Country Office Manager – working largely at a distance from the UK base and UK management.

Control:

- i. Ensure understanding of the policy – responsible Group Sourcing Director.
- ii. Audit expenses – Group Sourcing Director.
- iii. Control costs and access to cash – responsible Group Sourcing Director.
- iv. Manage the access to funds – Group Finance Director.

MEDIUM RISK

UK staff travelling abroad, Directors and Management.

Control:

- i. Ensure understanding of the policy – responsible Group Company Secretary.
- ii. Control and challenge on expenses. – responsibility of Line Director.
- iii. Expenses policy – responsibility of Line Director.
- iv. Gifts and hospitality policy – responsibility of Group Company Secretary.
- v. Manage the access to funds – Group Finance Director.

LOW RISK

All other staff.

Control:

- i. Ensure they understand the policy – responsibility of Group Company Secretary.
- ii. Control and challenge on expenses. – responsibility of Line Director.
- iii. Expenses policy – responsibility of Line Director.
- iv. Gifts and hospitality policy – responsibility of Group Company Secretary.
- v. Manage the access to funds – Group Finance Director.
- vi. Internal Audit in store.
- vii. Control costs – responsibility of line management.
- viii. Manage the access to funds – Group Finance Director.

ACTION AND INVESTIGATION

All reports of concerns under the Anti-Bribery Policy will be investigated and reported to the Board with any required corrective or disciplinary action being taken using the Groups Disciplinary and Grievance procedures.