



## ANTI-BRIBERY CODE

1. In this Code, "Marshalls" means Marshalls plc and its subsidiary companies.
2. Marshalls is committed to conducting its business with the utmost integrity and in accordance with the principles set out in the UK Bribery Act 2010. Marshalls plc is a signatory of the UN Global Compact, which informs and governs the way in which we do business. Marshalls expects its employees and business partners to respect and support our core values of trust, honesty and integrity and to recognise and implement this Code.
3. Marshalls does not tolerate the offering, giving, requesting, receiving or acceptance of bribes in any form.

*A bribe is a financial payment or other form of reward that is intended to induce or influence an individual, company or public body to perform their functions improperly. This may include showing partiality, acting in bad faith or acting in a way that is inconsistent with a position of trust.*

*Bribes, for the purpose of this Policy, include facilitation payments, kickbacks and any other reward, favour or payment designed to induce or influence the recipient to perform his or her functions improperly.*

*In the case of a foreign public official, it is not permitted to offer a payment or other reward to a foreign public official that may influence that official to give an advantage to our business, whether or not intended to induce improper performance.*

*Hospitality designed to improve business relations which is proportionate to the circumstances and which is not for an improper purpose is not usually regarded as a bribe. Further guidance can be found in the Procurement Policy Statement and the Hospitality Guidelines.*

**No employee, agent, consultant or business intermediary acting for Marshalls may offer, give, request, receive or accept any bribes, whether directly or indirectly.**

### **What does this mean for me?**

- Any alleged or suspected incident of bribery will result in a formal investigation, and may result in disciplinary action for any employee involved. Any activity or behaviour by an employee that is unlawful or prohibited by this Code will constitute gross misconduct and may result in dismissal. Employees may be suspended while investigations are carried out.

- Employees who engage or do business with third parties who act on behalf of Marshalls or represent Marshalls should ensure that this Code is drawn to their attention. Marshalls expects such third parties to comply with this Code and with the applicable law relating to bribery.
- Marshalls reserves the right to terminate immediately any contract or business relationship with any agent, consultant, or other business intermediary where bribery has occurred.

#### **4. Our Policies and Procedures**

Marshalls has adopted policies and procedures intended to address the potential risk of bribery and corruption. These include:-

- The Group's Code of Conduct (M-Way);
- The Serious Concerns Policy
- The Group's Guidance on hospitality and gifts, supported by quarterly returns recorded in a hospitality and gifts register; and
- Regular training and testing of employees in sensitive positions.

These policies and procedures are regularly reviewed and updated, and should be read together with this Code. This Code and these policies can be accessed via the Marshalls intranet. The hospitality and gifts register is maintained at Landscape House (contact Company Secretary/Sophie Conroy).

Among our procedures to mitigate risk are the following:-

- Supplier and customer risk assessments;
- Training for employees and those working for Marshalls or representing Marshalls in a business capacity ;
- Written commitments from those we work with to engage with the principles in this Code.

5. Marshalls will work with its business partners worldwide to develop and improve good practice and to seek to eliminate bribery and corruption. It will select business partners who have adopted similar policies and objectives and will avoid doing business with those who act unlawfully or in a way that is not consistent with ethical business principles.

#### **6. Monitoring and Compliance**

- The Board of Marshalls plc has approved this Anti-Bribery Code and will set standards in relation to its principles and their application across the Marshalls Group.
- The Audit Committee of the Board will review procedures across the Group and will monitor their effectiveness.
- Designated individuals within each business area, together with the Company Secretary (who oversees day to day compliance) have

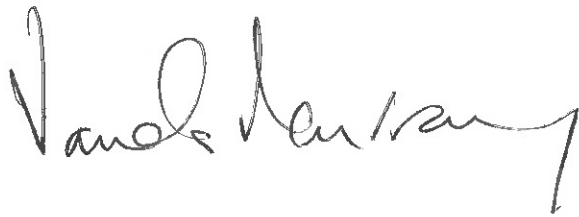
responsibility for the implementation and development of such procedures.

- All employees have an obligation to comply with this Code and support and promote its principles in their business function.
7. Any employee having a question or concern in relation to this Code, the administration of Marshalls policies and procedures designed to prevent bribery, or any issue where guidance is sought on a particular set of circumstances may raise it with their line manager or the Company Secretary (Cathy Baxandall, Landscape House, Premier Way, Lowfields Business Park, Elland, West Yorkshire HX5 9HT: Tel: 01422 314761: email [cathy.baxandall@marshalls.co.uk](mailto:cathy.baxandall@marshalls.co.uk))
8. Any employee who suspects that bribery has occurred or that there has been any other breach of this Code should report it in accordance with the procedure in the Serious Concerns Policy so that it can be formally investigated.

Approved by the Board and last reviewed at the Audit Committee Meeting on 27 June 2018.



Martyn Coffey  
**Chief Executive**



Vanda Murray  
**Chair of the Board**