

# Anti-Bribery Code



## Policy Overview

This policy and procedure applies to all colleagues regardless of length of service. It does not apply to agency workers or self-employed contractors.

The policy has been designed to provide clear guidance to management and colleagues about... (brief overview of policy).

Version/issue:	Issue 2.0
Ratified by:	Shiv Sibal
Date ratified:	December 2021
Author/originator:	Shiv Sibal
Developed in association with:	This policy has been developed in consultation with Group HR Team
Review date:	December (annually) – Requires plc Board approval
Name of responsible reviewer:	Shiv Sibal

When this document is viewed as a paper copy, the reader is responsible for establishing that it is the most current version.

This policy will be reviewed annually.

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### For further information:

Marshalls plc – Legal Secretariat Department  
Landscape House, Elland

04-12-25 – month/year – Issue 2.3

**Marshalls**

# Anti-Bribery Code



## Introduction

This code sets out Marshalls' commitment to operating its business with integrity. It makes clear that we don't tolerate bribery and corruption. It explains the policies and procedures we've adopted in support of this and the role all our colleagues and those representing our business play in upholding these.

## Our Business

"Building Tomorrow's World"

Established in the late 1880s, Marshalls plc is a leading UK manufacturer of sustainable solutions for the built environment. It operates through three trading divisions: Landscaping; Building; and Roofing. At a Group, divisional and brand level, Marshalls' strategy centres around its customers who value its unique set of capabilities, namely leading brands, best in class technical and design support and carbon leadership. This is underpinned by business wide enterprise excellence, leadership in ESG governance and standards and its people, organisation, and culture.

The Group operates a national network of manufacturing and distribution sites. Marshalls is committed to quality in everything it does, including the achievement of high environmental and ethical standards and continual improvement in health and safety performance. Its strategic goal is to become the UK's leading manufacturer of sustainable solutions and products for the built environment.

## 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 Code, 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.*

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*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 Gifts and Hospitality Guidance.*

**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, if proven, will 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, if proven, will 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 Marshalls Code of Conduct;
- The Serious Concerns Policy;
- The Group's Gifts and Hospitality Guidance, supported by returns recorded in a hospitality and gifts register;
- Regular training of employees in sensitive positions; and
- The registration of interests to ensure potential conflicts are avoided.

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 site, "Buzz" are available on request from our Legal and Company Secretarial Team. The hospitality and gifts register and the register of interests are maintained with oversight from the Chief Legal Officer and Company Secretary.

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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; and
  - written commitments from those we work with to engage with the principles in this Code.
5. Marshalls will work with its business partners 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 unit or function, together with the Group's Chief Legal Officer and Company Secretary (who oversees day to day compliance) have responsibility for ensuring relevant colleagues in their business units or functions understand and comply with the procedures we have establish in support of this Code and other related policies.
- 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 Chief Legal Officer and Company Secretary (Shiv Sibal, Landscape House, Premier Way, Lowfields Business Park, Elland, West Yorkshire HX5 9HT: Tel: 01422 314767: email [shiv.sibal@marshalls.co.uk](mailto:shiv.sibal@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.

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Reviewed and approved by the Board on 4 December 2025

Simon Bourne  
Interim Chief Executive Officer

Vanda Murray  
Chair of the Board