



EST. 1884

Anti-Bribery and Corruption Policy for M&S Business Partners

Statement from the Chief Executive Officer



Marks and Spencer Group plc and its trading subsidiary Marks and Spencer plc (collectively referred to as "M&S") does all it can to act with integrity in all of its business dealings and commercial relationships. We are committed to the highest standards of ethics and honesty and we operate a zero-tolerance approach to bribery and corruption.

The giving or receiving of bribes, and any other form of corrupt payment, in any course of conduct involving M&S, is absolutely unacceptable.

We expect all contractors, service providers, suppliers and any other third parties who act on our behalf to read and comply with this policy. Failure to do so could result in the termination of business relationships and legal liability.

Steve Rowe

Chief Executive Officer

Statement from General Counsel



The M&S Group Board operates a zero-tolerance approach to bribery and corruption in all their various guises, and will take the necessary steps to eradicate them from our supply chains. It has delegated to the M&S Group Audit Committee the task of considering bribery and corruption risks as a standing item on its agenda. The Board is also updated on the topic on a regular basis and is provided with ad hoc updates when necessary. The M&S Legal Department advises M&S on the legal aspects of compliance with relevant laws.

Nick Folland

General Counsel

About this policy:

This policy sets out the expected standards of conduct for all agents, intermediaries, consultants, contractors, suppliers, service providers, joint venture and franchise partners, sub-contractors and any other third party who works for, or on behalf of, M&S anywhere in the world ("**Business Partners**").

M&S does not tolerate any form of bribery and corruption and expects its Business Partners to adhere to the same standards.

We recognise that market practice varies across the territories in which M&S does business and therefore what is normal and accepted in one place may not be accepted in another. However, we are fully committed to complying with our obligations under all applicable legislation, including the UK's Bribery Act 2010 ("**Act**"), and ensuring that no bribes or corrupt payments are made, offered, sought or obtained by anyone acting on behalf of M&S, anywhere in the world.

Reporting concerns

If you are ever in doubt about a situation you find yourself in and are concerned about a possible breach of this policy or any other bribery or corruption connected with M&S, you must let us know. You may do so using any of the following channels.

Email: confidential@marksandspencer.com

Call from the UK: 08000 150281

Call from the Republic of Ireland: 1800 411 063

Call internationally: +44 208 718 5562

Compliance

You must comply with this policy at all times when acting on behalf of M&S.

What happens if you don't comply?

Failure to comply with this policy may result in criminal prosecution under the Act. An offence under the Act can result in an unlimited fine and/or up to 10 years' imprisonment. Any breach of this policy may also lead to a termination of your business relationship with M&S.

What you cannot do:

Business Partners are prohibited from the following conduct when acting for, or on behalf of, M&S:

- The giving or receiving of improper financial, or other, advantages whether directly or indirectly during the course of business relationships; and
- Any other inappropriate conduct which could be perceived to improperly influence an individual's conduct in their professional or public duty.

Examples of prohibited behaviour include:

- making unofficial payments to officials to obtain any permission, permit or stamp, particularly in connection with importing or exporting goods;
- appointing any third party or supplier to support or assist you in the provision of services to M&S if you know or have good reason to believe that they have engaged in any corrupt or unlawful conduct including any offences under the Act; or
- paying any third party for the purposes of being a 'fixer' to open doors and make connections for M&S overseas.

Facilitation payments

M&S Business Partners must never offer, pay, solicit or accept bribes in any form, including facilitation payments.

Facilitation payments ('facilitating', 'speed' 'back-hander' or 'grease' payments) are any payments, usually small cash payments to low-level officials, made as a bribe to secure or expedite the performance of a routine or necessary action or level of service.

Gifts, Hospitality and Entertainment

M&S expects its Business Partners to conduct themselves with integrity, impartiality and honesty at all times when conducting business with, or on behalf of, M&S.

Gifts, hospitality and entertainment can form part of normal business relationships. However, they should only be offered or accepted by M&S Business Partners where lawful and proportionate.

Business Partners are required to keep appropriate records regarding gifts, hospitality and entertainment they provide or receive in connection with their work with, or for, M&S.

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