

Anti-Bribery and Corruption Policy

This Policy applies to:	UK	Retail
	Logistics	Support Centres

Statement from the Group Secretary

As Chief Compliance Officer for M&S in respect of bribery and corruption matters, I have overall responsibility for our compliance in this area. The Audit Committee considers the risks of bribery, corruption, financial crime and tax evasion across the business. The Board is also updated on this topic on a regular basis and provided with ad hoc updates when necessary. Our Legal and Tax Departments advise the Company on the legal and tax aspects of compliance.

Amanda Mellor
Group Secretary & Head of Corporate Governance

Introduction

At M&S we are committed to acting with integrity. Our Code of Ethics and Behaviours outlines the standards and behaviours that M&S upholds as a company, to ensure that the highest standards of honesty and integrity are maintained. We are fully committed to complying with all applicable legislation relating to bribery, corruption and financial crime, including the Bribery Act 2010 and the Criminal Finances Act 2017.

We operate a zero tolerance approach to the making or receiving of bribes or corrupt payments and to the facilitation of tax evasion. This type of conduct is absolutely prohibited whether committed by colleagues or anyone else acting on the Company's behalf.

This Policy sets out what is and is not acceptable in general terms, but if you are in any doubt as to whether any conduct could amount to bribery or corruption, you should seek further guidance. It is essential that you read and comply with this Policy.

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1. About this Policy

This Policy sets out what we must all do to help prevent bribery and corruption. A bribe may include any payment, benefit or gift offered or given with the purpose of influencing a decision or outcome. The bribe may not always be of a large value. It could be a lunch or an invitation to a sporting event.

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 acceptable in another.

We are, nevertheless, fully committed to complying with our obligations under applicable legislation, including the Bribery Act 2010 (the “Act”), and ensuring that no bribes or corrupt payments are made, offered, sought or obtained by anyone acting on our behalf, to anyone, anywhere in the world.

If you are ever in doubt about a situation with which you are presented, always seek advice. You should email: Anti-Bribery@marks-and-spencer.com in the first instance.

2. Who must comply?

The M&S Anti-Bribery and Corruption Policy is mandatory for all M&S **colleagues**. Any **agents, intermediaries, consultants, distributors, sub-contractors, suppliers, service partners and Joint Venture partners** working on the Company’s behalf anywhere in the world (“Business Partners”) must comply with section 5 of this Policy. Our franchise partners are also expected to conduct themselves in a manner consistent with the principles underlying this Policy.

It is important that you take the time to read and comply with this Policy. The prevention, detection and reporting of any bribery, corruption or tax evasion in any form is the responsibility of all colleagues across the M&S Group and all individuals and entities over which M&S has control. Appropriate channels for colleagues and Business Partners are in place to report any such suspicions, and these are set out later in this Policy. Any failure to comply with this Policy will be treated seriously and may result in disciplinary action.

3. How do you comply?

You must read and abide by the terms of this Policy and complete all mandatory training on bribery and corruption. You may also be required to provide written confirmation that you will comply with this Policy, by signing up via the Code of Ethics.

4. What happens if you don’t comply?

For Colleagues:

Any act of bribery, in whatever form, is totally unacceptable. We will consider taking disciplinary action against anyone who fails to comply with this Policy, up to and including dismissal. Failure to comply with this Policy may also leave you open to a criminal prosecution under the Bribery Act or other legislation. An offence under the Bribery Act can result in a fine and/or up to a maximum of 10 years imprisonment.

For Marks & Spencer:

A breach of this Policy by a colleague or Business Partner could result in the Company breaching anti-bribery and corruption legislation including the Bribery Act and the Criminal Finances Act. Offences under this legislation can result in the business being fined and would likely lead to negative publicity and serious damage to the reputation of the M&S brand.

5. What you cannot do

Prohibited conduct

M&S colleagues and Business Partners must never offer, pay, solicit or accept bribes in any form, including “facilitation payments” (see below).

In particular, the following conduct is absolutely prohibited under this Policy:

- making unofficial payments to officials, in the UK or overseas, in order to obtain any permission, permit or stamp;
- appointing any third party or supplier to act on behalf of M&S who you know or have good reason to believe to 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 us overseas.

M&S colleagues and Business Partners must never facilitate the evasion of tax by any person or legal entity in the UK or overseas.

Facilitation payments

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

Exception: The only exception to paying a facilitation payment is where there is a risk to your personal safety. If a facilitation payment is made in such circumstances, it must be reported as soon as practicable or possible to the Group Secretary, as the Chief Compliance Officer, in order that it can be recorded.

M&S colleagues and Business Partners should report, via the appropriate communications channel, any instance where a facilitation payment is alleged to have been paid on the Company's behalf. Section 10 of this Policy provides full details on reporting bribery and corruption.

6. Engaging new suppliers and partners

Bribery and corruption risks often arise from the conduct of our suppliers and partners. Consequently, all colleagues must consult with the Legal Department to mitigate these risks in accordance with the guidance below.

If there is a High Bribery Risk (as defined below) colleagues must consult with the Legal Department **before**:

- appointing a new supplier or service provider;
- entering into a new partnership; or
- appointing a new agent to work on the Company's behalf.

There will be a **High Bribery Risk** if:-

- the new Business Partner is a logistics provider, obtains official permits or authorisation from public officials or agencies, or pays taxes, duties or similar fees, on behalf of M&S in any **jurisdiction with significant bribery risk**;
- M&S is aware of any serious concerns regarding the integrity or ethical standards of a new Business Partner;
- there is any other reason to suspect that there is a high risk of corruption or bribery associated with the new Business Partner; or
- the new Business Partner operates from or in a **jurisdiction with major bribery risk**.

Jurisdictions with significant and high risk are listed in section 11 of this Policy

7. Gifts, Hospitality and Entertainment

General

All M&S colleagues are expected to conduct themselves with integrity, impartiality and honesty at all times. Accordingly, **all colleagues are required to follow these rules on Gifts, Hospitality and Entertainment**. In addition, colleagues of M&S Joint Ventures or subsidiaries, whether in the UK or elsewhere, are required to follow these standards. We also expect colleagues of our franchise partners and suppliers to conduct themselves in accordance with these standards.

You must maintain a high standard of professionalism and not open yourself up to suspicion of dishonesty or put yourself in a position of conflict between your work and your private interests. Gifts, hospitality and entertainment given and received as a reward, inducement or encouragement for preferential treatment or inappropriate or dishonest conduct are strictly prohibited. In particular, no gifts, hospitality or entertainment may be given or accepted during a tender process or during contractual negotiations if there is any realistic risk that such gifts or entertainment could influence the outcome of such processes or negotiations.

It is important that all M&S colleagues' actions are able to withstand scrutiny, and not cause any embarrassment to the Company, yourself or any third party, including contractors or suppliers. Where gifts, hospitality and entertainment is permitted under this Policy they must be recorded in the Gifts, Hospitality and Entertainment Register, where appropriate, (see below for further details). Depending on the value of any gift, hospitality or entertainment, colleagues may need to obtain **prior approval from their line manager** (as set out below).

Gifts

Colleagues and other staff should never solicit gifts from suppliers or other third parties. In addition, staff should not, except in the limited circumstances set out below, offer gifts to other businesses or their personnel. In the limited circumstances where gifts are permitted, they must be recorded in the Gift, Hospitality and Entertainment Register (as explained further below). The rules set out in this Policy apply to gifts from Business Partners and others (referred to as Third Parties) to colleagues or other staff of M&S and vice versa. They do not apply to gifts from one M&S colleague to another (for example a birthday present or thank you for exceptional service).

Receiving and accepting gifts

You may accept low value token gifts such as branded pens, stationery and mouse mats produced for the purpose of being given away (“Token Gifts”). Occasional gifts of slightly higher value, such as a bottle of wine, box of confectionary or tea (“Low Value Gifts”) may be accepted if there is no risk of any bribery or perception of bribery. Wherever possible, this type of gift should always be shared with your work colleagues. If you receive a Low Value Gift, you must inform your line manager and ensure that it has been recorded in the relevant Gift, Hospitality and Entertainment Register (as set out below).

In some parts of the world it is conventional for individuals to exchange gifts in various business-related contexts. If you are engaged in business in such locations a gift can be accepted (and a reciprocal gift of a reasonable value may be given) if approved by the relevant Operating Committee member for your business area.

Unless permitted above, you must refuse any personal gifts such as Christmas, wedding or birthday gifts, including vouchers or cash equivalents (“Major Gifts”), received from franchise partners, suppliers, clients and other third parties. If any unsolicited Major Gift is sent to you and it is not reasonably practicable to return it, you should contact the Group Secretary or Legal Department for advice (see contact details at the end of this Policy).

Providing or offering gifts

Unless permitted above for reasons of consistency with local cultural norms and business conventions, gifts should not be offered or given to third parties unless approved by the Group Secretary or Legal Department.

In addition, all gifts offered or given must be acceptable within the Policy of the receiver’s company/organisation. If you are in any doubts about acceptability, a gift should not be provided.

Hospitality/Entertainment

M&S colleagues may, from time to time, receive invitations from Third Parties to attend corporate hospitality or entertainment events. Accepting such invitations is permitted by M&S as long as it complies with this Policy. Depending on the value, this could require obtaining prior approval from line manager and recording the hospitality / entertainment in the register (as set out further below).

To avoid any wrongdoing or perception of wrongdoing, hospitality or entertainment may only be accepted if:-

- colleagues or personnel from the Third Party are in attendance;
- the Third Party does not pay any associated accommodation or (more than trivial) travel expenses for M&S colleagues;
- the entertainment or hospitality and/or acceptance of it could not be interpreted as a reward, inducement or encouragement for a favour or preferential treatment;
- the frequency of hospitality or entertainment invitations from a Third Party is not excessive i.e. an individual colleague should not accept hospitality or entertainment invitations from the same Third Party more than once or twice in any financial year;
- it is not unduly lavish or extravagant; and
- it is proportionate in the context of the business relationship.

In addition, colleagues should always consider if the Third Party’s behaviour and reputation is in line with M&S values, prior to accepting any invitations for hospitality or entertainment.

Even where hospitality or entertainment is of a low value (i.e. under the £100 threshold for prior approval and not required to be registered) accepting it may still breach this policy. This is a particular risk if frequent or repeated low value hospitality / entertainment is provided to a colleague by the same Third Party.

Reciprocal hospitality may be offered but needs to be approved by your line manager, for example when our overseas suppliers/partners visit the UK. This should be claimed through Concur expenses and shown as Entertainment – Third Parties, with the names of all attendees provided.

Some business units operate additional controls and requirements relating to hospitality and entertainment. Such rules sit alongside this Policy and must always be followed, unless there is a direct conflict with this Policy and the business unit rules are less stringent.

Prior Approval from Line Manager

Before offering, or accepting an invitation for any hospitality or entertainment, you must obtain prior approval, via email, from your line manager if the offer (whether given, or received) has a value (or estimated value) above **£100 per person**. The colleague must submit a copy of the email with the registration form to the person who maintains the Gift, Hospitality and Entertainment register (explained further below) within your business unit.

Whilst it is a requirement to obtain prior approval from your line manager, this does not automatically mean that the hospitality or entertainment is compliant with the Policy. It is the responsibility of each colleague to ensure that any hospitality or entertainment they offer, or receive, is compliant with this Policy, and to follow the procedure in this Policy. It is the responsibility of each line manager to ensure their direct reports are familiar with this Policy, and only to approve hospitality or entertainment which they believe complies with this Policy.

In order to avoid disappointment or giving offence it is recommended that you do not accept any hospitality or entertainment (above the threshold value of £100) until approval has been obtained.

Once approval from your line manager has been obtained, you must record any hospitality or entertainment in the Gift, Hospitality and Entertainment Register and submit the authorising email.

Gift, Hospitality and Entertainment Register

To ensure openness and transparency, all gifts, hospitality and entertainment worth more than **£100**, whether received from Third Parties or provided to them, must be recorded in the relevant Gift, Hospitality and Entertainment Register. You do not need to register any gifts, hospitality and entertainment unless the value or estimated value exceeds £100. If the value is unknown, you must make a reasonable estimate.

The Register entry, together with the authorising email from the line manager, should be submitted as soon as reasonably possible following the event; and in any event within 7 days.

If you need to register an event or gift please use the designated registration form [available here](#). When completing the form, you must set out the value or estimated value of the event or gift as far as possible. This does not need to be the precise figure but should give a meaningful indication of the value. For example, if the entertainment received was worth over £5,000 it would not be sufficient to simply indicate that it was above £100 or “unknown”. In addition, an estimate of the full cost should be recorded. For example, hospitality at a sporting or entertainment event should not simply be recorded as the ticket price.

Where a group of colleagues receives a gift, hospitality or entertainment, the most senior colleague involved is responsible for registration, although they may delegate as appropriate. The form will need to be submitted to the individual nominated to maintain the Register for your business area. Please be aware that the Registers are collated and submitted on a quarterly basis for a central review to ensure compliance with policy. Any discrepancies will be followed up.

Please note that registration is not a process for approval or authorisation, but simply for recording what has taken place after approval has been given. The issues of what is acceptable and what must be registered are entirely distinct. If, for example, the Policy does not permit the acceptance of a gift, then recording the gift will not avoid a breach of the Policy. Furthermore, the fact that you have recorded an event in the Register does not remove the need to obtain prior approval from you line manager.

The issue of registration only arises if you have accepted, or offered, a gift, or hospitality and entertainment. If acceptance (or offering) is not permitted under the Policy, and/or approval not obtained from your line manager, you should not accept (or offer) the gift, hospitality, etc and there will be nothing to register. If acceptance is permitted, the gift, hospitality and entertainment will need to be registered if the value exceeds £100.

Business travel and accommodation – without hospitality or entertainment

In certain circumstances, Third Parties may offer to pay for travel and / or accommodation where no hospitality or entertainment is being provided. This could arise, for example, in the context of business meetings or conferences overseas. If the travel and accommodation is necessary for the purpose of obtaining or seeking clear business benefits for M&S, it is acceptable to allow a supplier or conference host to pay as long as the travel and accommodation is not lavish (e.g luxury hotels or first class travel) and there are no grounds to suggest any intention to induce or reward inappropriate conduct. Any additional element of hospitality or entertainment offered in the context of overseas business travel is subject to the rules set out above. If there is any possibility that anything paid for by the supplier could be deemed hospitality or entertainment you must record everything in your departmental Gifts, Hospitality and Entertainment Register (as detailed above).

If a Third Party is participating in a tender to provide goods/services to M&S you should obtain advice from Legal before accepting payment for travel or accommodation.

Occasionally, there may be circumstances where M&S colleagues offer to pay for the business travel and accommodation of third parties. In these instances, all invitations should be recorded in the Register.

8. Facilitation of Tax Evasion

M&S is committed to paying taxes it owes in all relevant jurisdictions and operates a zero-tolerance policy to tax evasion by any colleague or Business Partner. This Policy strictly prohibits any colleague or Business Partner from facilitating the evasion of tax by any individual or legal entity in the UK or overseas. If you have any suspicions that any colleague or Business Partner could be involved in facilitation of tax evasion you must report this using the channels set out in section 10 of this Policy.

9. Political and Charitable Contributions

M&S does not make contributions or donations to political organisations or independent candidates, nor does it incur any political expenditure.

We respect the right of individual colleagues to make personal contributions, provided they are not made in any way to obtain advantage in a business transaction.

M&S communicates views to government and others, on matters which affect its business interests or those of its shareholders and colleagues, as a way of assisting in the development of regulation and legislation affecting the business.

M&S is committed through Plan A to charitable giving and supporting the community. The Company ensures that at least one per cent of pre-tax profits fund initiatives that benefit the community. Donations are given according to Company policy and care must be taken to ensure such donations are never used to gain improper influence.

10. Reporting Bribery, Corruption and Tax Evasion

M&S aims to conduct business with the highest standards of ethics, honesty and integrity, and recognises that you have an important role to play in maintaining this. Any colleague concerned about any form of bribery, corruption, tax evasion, malpractice, improper action, or wrongdoing by the Company, its colleagues or other stakeholders are strongly encouraged to report the matter through the appropriate channels, set out below.

We believe it is essential to create an environment in which you feel able to raise any matters of genuine concern internally without fear of disciplinary action being taken against you, that you will be taken seriously, and that the matters will be investigated appropriately.

Any colleague with knowledge of bribery or corruption in any form must not remain silent. We take all matters of malpractice, improper action or wrongdoing very seriously and you are strongly encouraged to raise incidents or behaviours that are not in accordance with the Policy, by following the procedure set out below.

Line Manager

In the first instance, you should consider raising your concerns with your line manager. He/she has a responsibility to listen and respond to any matter that is of concern to you. Concerns can be raised verbally or in writing. Your line manager will determine whether he/she is able to investigate the concern directly, keeping the Group Secretary updated, if appropriate, of progress and its conclusion

If your line manager is unable to resolve the issue locally, he/she will escalate the concern to the Group Secretary, who will manage your concern in accordance with the Independent Internal Individual process set out below.

Senior Manager

If you feel that you cannot raise your concern with your line manager, for whatever reason, you should contact the senior manager in your business unit or store, who will consider the matter, manage any investigation, keeping the Group Secretary informed, if appropriate, of progress and its conclusion.

If the senior manager in your business unit or store is unable to resolve the issue locally, he/she will escalate the concern to the Group Secretary, who will manage your concern in accordance with the Independent Internal Individual process set out below.

Group Secretary

If you feel you need to raise the issue outside of your immediate working environment, you should contact the Group Secretary on +44(0) 20 3882 9846 or email: company.secretary@marks-and-spencer.com. The Group Secretary will record the concern and determine the appropriate approach to take in managing any investigation, including whether to appoint an external independent individual to review the matter, or refer it to the appropriate internal or external body.

The Group Secretary will inform the Chief Executive and the Audit Committee Chairman of any serious issues as a matter of urgency.

Confidential Reporting

If you feel you need to raise the issue outside of M&S, or if you feel after reporting the concern internally, the matter remains unresolved, you should contact the independent hotline, managed by Safecall.

Calls from the UK: 08000 150281

Calls from the Republic of Ireland: 1800 812 740

If you are calling from another country, please refer to the M&S Confidential Reporting policy which lists dedicated telephone numbers for all major jurisdictions.

Alternatively, you may report a concern via Safecall's secure web reporting facility available at www.safecall.co.uk/report

Audit Committee Review

The Audit Committee reviews arrangements by which colleagues may, in confidence, raise concerns about possible inappropriate activity. The Committee reviews concerns raised through the Confidential Reporting policy to make sure that any significant matters receive independent investigation and appropriate follow up action. The Corporate Governance Function reports any information on allegations and investigation results to the Audit Committee at least once a year.

11. If in doubt / Advice

If you have any questions or queries on the Policy you should email: Anti-Bribery@marks-and-spencer.com. This inbox is monitored by our Legal Department and who will provide appropriate guidance.

Please ensure that you keep up to date with communications and updates on the intranet. This Policy should also be read in conjunction with the [Code of Ethics and Behaviours](#).

12. Bribery Risk Jurisdictions

Major Bribery Risk – jurisdictions

Afghanistan	Guatemala	Libya	Republic of Congo
Angola	Guinea	Madagascar	Russia
Azerbaijan	Guinea -Bissau	Mauritania	Sierra Leone
Bangladesh	Haiti	Mexico	Somalia
Burundi	Honduras	Moldova	Sudan
Cambodia	Iran	Mozambique	Syria
Cameroon	Iraq	Myanmar	Tajikistan
Central African Republic	Kazakhstan	Nepal	Turkmenistan
Chad	Kenya	Nicaragua	Uganda

Comoros	Korea (North)	Nigeria	Ukraine
Djibouti	Kyrgyzstan	Pakistan	Uzbekistan
Eritrea	Laos	Papua New Guinea	Venezuela
Gambia	Lebanon	Paraguay	Yemen
			Zimbabwe

Significant Bribery Risk – jurisdictions

Albania	Djibouti	Lesotho	Senegal
Algeria	Dominican Republic	Liberia	Serbia
Argentina	Ecuador	Macedonia (FYR)	Solomon Islands
Armenia	Egypt	Mali	South Africa
Bahrain	El Salvador	Malawi	Sri Lanka
Belarus	Ethiopia	Maldives	Suriname
Benin	Gabon	Mongolia	Tanzania
Bolivia	Ghana	Montenegro	Thailand
Bosnia & Herzegovina	Greece	Morocco	Timor-Leste
Brazil	Guyana	Niger	Trinidad & Tobago
Bulgaria	India	Oman	Togo
Burkina Faso	Indonesia	Pakistan	Tunisia
China	Jamaica	Panama	Turkey
Colombia	Kosovo	Peru	Vietnam
Cote d'Ivoire	Kuwait	Philippines	Zambia