

ANTI-BRIBERY AND CORRUPTION POLICY

WHY IT MATTERS TO M&S

M&S does all it can to act with integrity in all 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 unacceptable.

BACKGROUND

At M&S, giving or receiving bribes is never acceptable and we take a zero-tolerance approach to those involved in bribery and corrupt practices. We are committed to complying with all applicable legislation relating to bribery, corruption and financial crime – and we expect everyone who works for us to adopt the same approach. If you engage in bribery you will lose your job at M&S, and could be convicted of a criminal offence, and fined or imprisoned.

UK bribery laws apply to actions outside the UK, and M&S can be liable for the actions of employees and service providers; wherever they are located. If such persons engage in bribery, they could cause M&S to incur unlimited fines. This policy sets out our minimum expectations for complying with UK bribery laws and is in place to keep you safe at work.

YOUR RESPONSIBILITIES – KEY RULES

1. What is bribery?

Bribery means offering, promising, giving, accepting or requesting anything of value to inappropriately influence a decision or action. Examples of something of value include cash, services, offers of employment, charitable donations, political contributions, travel and / or entertainment expenses, meals and gifts. Bribery is also a risk outside of work and can happen when family members are influenced, for example, if a supplier sends extravagant gifts to your family at the same time the supplier is tendering for business with M&S. If this occurs report it!

2. Public officials

Under the UK bribery laws, bribery of foreign public officials (e.g. government officials) is a specific crime and the rules are very strict (it is also a crime in most countries in which we operate). Colleagues and those acting on our behalf must be particularly careful when dealing with public officials. Any activity that constitutes an attempt to bribe a

public official, or which may give that impression, is prohibited at M&S.

3. Third parties and associated persons

An associated person is a third party that performs services for or on behalf of M&S. The definition of an associated person is broad and could include joint venture partners, subsidiaries and agents of M&S along with contractors, consultants and examples include freight forwarders moving our goods across borders or property developers obtaining permits on our behalf. M&S may be liable if an associated person commits an act of bribery on behalf of M&S, even if M&S was not aware that the associated party has paid the bribe.

4. Facilitation payments

Facilitation payments ('back-hander' or 'grease payments') are small bribes that are paid to low level officials to speed up an administrative process such as the issuing of a permit or licence by a local authority. Such payments are prohibited under this M&S policy, irrespective of where they are given. The only exception is where there is a risk to your personal safety. If a payment is made in these circumstances, you must report this as soon as possible by emailing anti-bribery@marks-and-spencer.com so it can be recorded.

5. Political and charitable contributions

Although we work with governments and other parties around the world on issues that promote the well-being of our customers and communities, as a business we have no political affiliations and we do not make political donations.

6. Gifts, hospitality and entertainment

In certain situations, gifts, hospitality and entertainment can be an appropriate and effective way to build and maintain business relationships. However, you must never give or receive gifts with the aim of influencing a business outcome. This may constitute a bribe, cause a conflict of interest or damage the reputation of M&S. Any invitations for hospitality or entertainment, whether given or received, should be proportionate and not excessive in value.

ANTI-BRIBERY AND CORRUPTION POLICY

If in doubt, you should consider if it would cause you, or the company, any embarrassment if the invitations were to be publicised in the press. All employees must obtain line manager approval and record any gifts, hospitality and entertainment over £50 using the Submission Form found [here](#). In the unlikely event that the value of hospitality and entertainment exceeds £500 per person, you must also obtain prior approval from the relevant ExCo member. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

COMPLIANCE

It is important that you comply with this policy and related guidance. A breach of UK bribery laws can result in a formal investigation by the Serious Fraud Office who have the power to impose unlimited fines and / or 10 years imprisonment.

Failure to comply with this policy may result in disciplinary action being taken against any colleagues concerned.

REPORTING AND QUERIES

It is important that any colleague who suspects a breach of any M&S anti-bribery or corruption policy speaks up straight away. Breaches, whether confirmed or suspected, raised internally or by suppliers, must be reported as soon as possible to both the Legal team and your line manager. If you feel unable to raise the issue with your line manager or the Legal team, please contact Safecall on 08000 150281.

RELATED DOCUMENTS

- [Confidential Reporting Procedure](#)
- [Gifts, Hospitality and Entertainment - Submission Form](#)
- [Detailed ABC Policy for colleagues](#)
- [Anti-Bribery and Corruption policy for suppliers and third parties](#)

FURTHER INFORMATION

Policy Owner	General Counsel
Compliance Lead	Head of Regulatory and Compliance
Published / Effective from	March 2024
Review frequency	Annually
Next review date	March 2025