

ANTI-BRIBERY & CORRUPTION

It is our policy to conduct all of our business in an honest, straightforward and ethical manner. We take a zero-tolerance approach to bribery and corruption. We are committed to acting with integrity in all our business dealings and relationships, wherever we operate in the world, and to implementing and enforcing effective systems and processes in order to counter bribery and corruption.

The purpose of this policy is to set out our responsibilities, and the responsibilities of those working for us and on our behalf, in observing and upholding our position on bribery and corruption.

This policy applies to all individuals working at all levels within Superdry. It also applies to individuals and organisations working on our behalf, including contractors, consultants, suppliers, distributors, agents, franchisees and licensees.

WHAT IS BRIBERY?

Bribery is giving someone a financial or other advantage to encourage that person to perform their function improperly.

It is not acceptable for you to:

- offer a payment, gift or hospitality with the expectation that a business advantage will be received in return (or to reward a business advantage already given);
- offer a payment, gift or hospitality to a public employee or official to facilitate or expedite a routine procedure;
- accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that you will give them a business advantage in return; or
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns about bribery or corruption under this policy.

HOW ARE GIFTS AND OFFERS OF HOSPITALITY TO BE HANDLED?

Gifts, hospitality and entertainment can form part of normal business relationships and this policy does not prohibit you from giving or receiving lawful and proportionate gifts and hospitality. **Lawful** and **proportionate** gifts may be accepted without the need to report them.

When is the offer of a gift or hospitality unlawful?

If receipt of a gift or an offer of hospitality might:

- influence decision making – such as the decision to choose a preferred service provider over another;
- not be compliant with local law;
- be offered to or received from public employees or officials, or any person whose company policies may be violated;

then the offer of the gift is unlawful, should be declined and be reported to the Legal team.

When might the offer of a gift or hospitality be disproportionate?

Our policy is that offers of gifts or hospitality below a value of £100 would normally be regarded as being “proportionate” and, as long as they are lawful, can therefore be accepted without the need to report them.

If the offer of a gift or hospitality is valued at over £100, it could be considered “disproportionate”. In these cases, you must inform your line manager and report it to the Legal team for recording on the central register. Your line manager will guide you but, if in doubt, the final decision as to whether or not a gift is “proportionate” and may be accepted is the decision of the Legal team. Such decision will be taken on a case by case basis.

What if the gift could be considered “disproportionate” but cannot be declined?

It may be that it is not appropriate to decline the offer of a gift that is valued at over £100. If that is the case, it may be accepted provided that you declare it to your line manager, report it to the Legal team and donate it to charity or to the Superdry Christmas Raffle.

How does this apply outside the UK?

The principles of lawfulness and proportionality apply in any place Superdry does business.

Where the gift or hospitality is offered outside the UK, or where the value is difficult to ascertain, you will be expected to use your own judgement and common sense in light of the guidance in this policy. Always apply the 'reasonable person test' i.e. what would a reasonable person think of your actions in these circumstances?

For some countries, where there are practices or cultural traditions that are different to the UK, specific guidance is in place and these are attached as appendices to this policy.

When in any doubt, please remember that you can contact the Legal and Governance team to get support and advice.

WHAT IF YOU ARE OFFERED MONEY OR A “FACILITATION PAYMENT”?

Facilitation payments (also known as kickbacks or speed money) are typically small, unofficial payments made to secure or expedite a routine government action by a government official. We do not make, and will not accept, facilitation payments of any kind.

It might not always be obvious to you whether a payment is a “facilitation payment” or not. If you aren't clear, you should always double check why you are being asked to make a particular payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your manager or the Legal team.

We recognise you may be faced with a situation where there is a risk to your personal safety making a facilitation payment is unavoidable, in which case you should keep the payment to a minimum, make a written record, and report it to your manager immediately.

WHAT ABOUT MAKING DONATIONS ON BEHALF OF SUPERDRY?

All donations to political parties and to charities must be lawful and must be approved strictly in accordance with the Superdry Delegated Authority Model. At the moment, all such donations require approval of the Board.

WHAT ARE YOUR RESPONSIBILITIES?

- Read, understand and comply with this policy and avoid any activity that might be a breach of this policy.
- Be open and transparent and keep appropriate records regarding gifts and hospitality that you give or receive in connection with your work for Superdry, even if they are under £100.
- Raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your line manager or the Legal team.
- If you are not comfortable reporting your concern to your manager, the legal team, or anyone else at Superdry, you can call Safecall on 0800 915 1571 at any time. Safecall is an independent external whistleblowing line where you can raise your concerns and be assured that they will be fully addressed. All calls are treated with the utmost confidentiality by independent staff who will only disclose your name to Superdry if you are comfortable with this. You can also contact Safecall online via www.safecall.co.uk/reports. If you raise a concern via Safecall, they will lead the investigation with you through the teams at Superdry.
- We acknowledge that market practice varies across the world and that what is normal in one territory may not be normal in another. However, we remain fully committed to complying with our obligations under the law, including the UK's Bribery Act 2010 ('Act').

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 ten years' imprisonment. You will face disciplinary action if you breach this policy, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers or partners if they breach this policy.

This policy is owned by the Legal team and will be reviewed annually. It will be approved by the Board of Superdry plc.

Review Date: 6 July 2021

Owner: Legal

Reviewed and approved by the BOARD of Superdry plc on: 6 July 2020

APPENDIX ONE

SPECIFIC COUNTRY GUIDANCE

INDIA , CHINA and TURKEY

India, China and Turkey have different traditions and cultural practices to the UK, which can make the application of our Global ABC Policy difficult for colleagues who work for Superdry and also for partners and contractors who work with us.

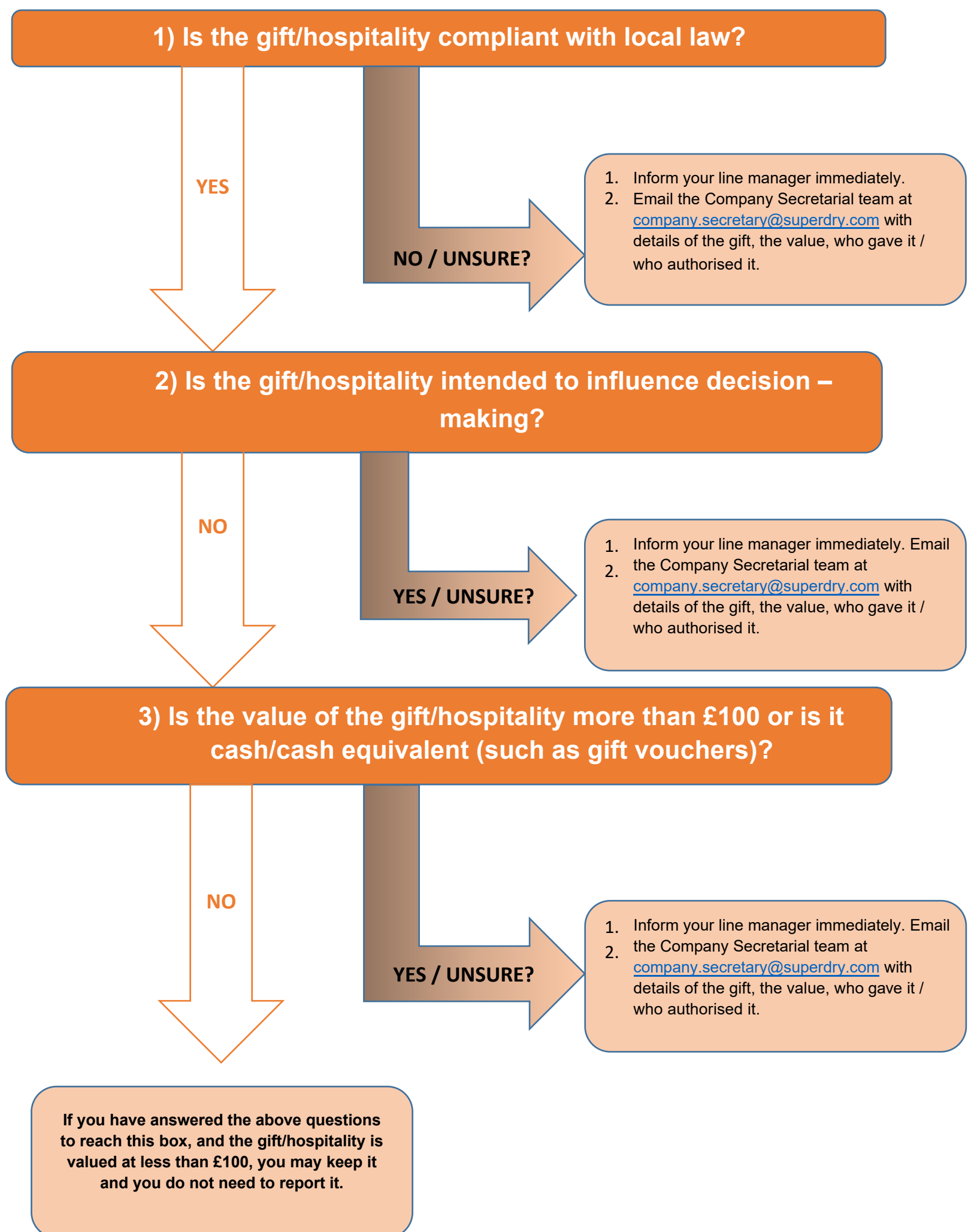
Following consultation with those colleagues affected, we have decided to operate a '**no gifts or hospitality**' policy, with the exception of food and drink for subsistence purposes. This means that **ALL** offers of gifts or hospitality must be politely declined, with the exception of drinks or meals offered in the course of the working day for subsistence reasons, for example lunch in the staff canteen, coffee served in meetings or small edible gifts such as biscuits or celebration cakes.

We believe that the application of this sub-policy for these countries will end any difficulties that could be experienced in applying the global policy and will mean that colleagues can go about their work without fear of breaching the Company's Anti-Bribery and Corruption Policy or local anti-bribery laws.

Gifts: doing the right thing

Decision Tree (to be read in conjunction with the Anti-Bribery and Corruption Policy)

WHEN YOU GIVE OR RECEIVE A GIFT/HOSPITALITY YOU NEED TO ASK YOURSELF THREE THINGS:



Gifts - doing the right thing

When you give or receive a gift you need to ask yourself:

- **INFLUENCE** - is it intended to influence decision-making? Could it be a bribe?
- **LAW** –does it breach the law (either in the UK and/ or locally)?
- **PROPORTIONALITY** – is the gift 'out of proportion' to the event/occasion?

If you answered YES to any of the questions above then you need to:

1. **SEEK AUTHORISATION** – Inform your line manager immediately.
2. **ENSURE TRANSPARENCY** – Email the Company Secretarial team at company.secretary@superdry.com with details of the gift, the value, who gave it / who authorised it and how it conflicts with the 3 points above.

The final decision as to whether or not a gift may be accepted is the decision of the Legal team.

If you confidently answered NO to each of the 3 questions above then:

1. It is OK for you to accept / give the gift in question.
2. BUT you still need to keep a record (e.g. a list or email trail) of ALL gifts you receive / give.