

# NEW LOOK

## ANTI-BRIBERY, CORRUPTION AND CONFLICTS POLICY

POLICY NUMBER	NL/POL/005
ISSUE DATE	11 <sup>TH</sup> October 2023
VERSION NUMBER	8
TERRITORIES COVERED	All
APPLICABLE TO	All
POLICY OWNER	Company Secretary

### A. Introduction

#### 1. Policy Statement

- 1.1 It is New Look's policy to conduct all our business in an honest, open, fair and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all of our business dealings and relationships wherever we operate, and implementing and enforcing effective systems to counter bribery and corruption.
- 1.2 Bribery and corruption are punishable for individuals by up to ten years imprisonment and/or an unlimited fine. If we, as a company, are found to have taken part in or failed to prevent bribery or corruption, we could face an unlimited fine and significant damage to our brand image and reputation.
- 1.3 We have carried out a detailed risk assessment and identified a number of risks for our business. To address those risks, we have spoken to our people and identified how to combat those risks and put in place this policy and other procedures for combating those risks.
- 1.4 This policy sets out:
- ✓ Our responsibilities and the responsibilities of those associated with us; and
  - ✓ Information and guidance for employees, suppliers, and associates on how to recognise and deal with bribery and corruption issues.
- 1.5 In this policy, Third Party (or Third Parties) means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients,

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customers, suppliers, partners, business contacts, agents, advisors, and government and public bodies, including their advisors, representatives and officials, politicians, and political parties.

## 2. Who does this policy apply to?

- 2.1 This is a global policy, which applies to our People (which means all directors, non-executive directors and employees within the group (whether permanent, fixed-term or temporary); consultants, contractors, seconded staff, agency staff, interns in the New Look Group, as well as our Associates (which means external agents, sponsors, suppliers, distributors or any other person associated with us or carrying out services on our behalf).
- 2.2 This policy is made available to everyone associated with New Look at the start of their relationship with the business.

## ABC OFFENCES

### 3. What are bribery and corruption?

- 3.1 **Corruption** is the abuse of power for private gain.
- 3.2 A **bribe** is an incentive or reward offered or given (whether directly or indirectly), in order to encourage someone to perform their roles improperly so that the person making the bribe (or their organisation) gains a commercial, contractual, regulatory, or personal advantage.
- 3.3 A reward can mean money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

### 4. Criminal Offences under the Bribery Act 2010

#### A) Offering a bribe

*Example: You offer the Managing Director of a potential supplier tickets to a West End Show for himself and his family but only if he then agrees to do business with New Look. This would be an offence under the Bribery Act as you are making the offer of the tickets in order to gain a commercial and contractual advantage.*

#### B) Receiving a bribe

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*Example: A potential new supplier offers you tickets to a major sporting event, but only if you (on behalf of New Look) then agree to do business with them.*

*The potential new supplier would be committing an offence as they have made the offer of the tickets in order to gain a commercial and contractual advantage.*

*Should you choose to accept the tickets, you would be committing an offence.*

1.6

*Example: A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in New Look to ensure we continue to do business with them.*

*It is an offence for a supplier to make such an offer.*

*It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.*

## C) Bribing Public Officials

4.1 Public Officials can include central and local government officials and employees of public agencies and state-owned enterprises. Dealings with Public Officials are particularly high risk because the threshold for prosecution is low and conduct that does not involve any improper behaviour by the Public Official can be caught. Influencing a Public Official in anything he or she does in their official capacity is a serious offence and carries particular reputational and legal risks.

*Example: You arrange for New Look to pay an additional payment to a foreign official to speed up an administrative process such as clearing our goods through customs.*

*Under the Bribery Act, bribery of a public official is a specific offence. The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because the*

### What are the Consequences?

**For you:** You could be liable to imprisonment for up to 10 years, or to an unlimited fine, or both.

**For the business:** New Look may also be found to have committed an offence if the bribe has been made to obtain business for us. If prosecuted and found guilty, both New Look and its Directors could be subject to criminal penalties including imprisonment, and an unlimited fine (which could possibly run up to tens of millions of pounds).

## 5. Third Parties and due diligence

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- 5.1 Bribery by Third Parties acting on our behalf may mean New Look becomes criminally liable and suffers damage as a result of an act of bribery by persons or corporate entities which perform services for or on behalf of New Look (Third Parties).
- 5.2 Where appropriate, proportionate due diligence will be performed on Third Parties to reduce those risks. Consideration will be given to the need for appropriate anti-bribery measures in relation to associated persons, in particular, representations and warranties, anti-bribery declarations and/or monitoring.

## 6. Gifts and hospitality

- 6.1 Business hospitality is acceptable if:
- ✓ there is no intention of improperly influencing the person it's given to;
  - ✓ it complies with local law;
  - ✓ if you are giving the hospitality, it is given in the name of New Look's or your company, and not in your name;
  - ✓ it does not include cash or a cash equivalent (such as gift certificates or vouchers);
  - ✓ taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time. For example, in the UK, it is customary for small gifts to be given at Christmas time;
  - ✓ it is not given at any time during a tender, pitch, contract renewal or dispute;
  - ✓ it is given openly, not secretly; and
  - ✓ gifts are not offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Bribery Compliance Manager (or equivalent in companies outside the New Look Group). Details of how to contact the Bribery Compliance Manager are set out at the end of this Policy.

### *Examples:*

- Promotional gifts of low value such as branded stationary to or from existing customers, suppliers or business partners will normally be acceptable.
- Reimbursing a third party's expenses or accepting an offer to reimburse your expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable

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6.2 It is not acceptable for you (or someone on your behalf) to:

- × give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- × give or accept a gift or hospitality during any commercial negotiations if this could be perceived as intended or likely to influence the outcome;
- × accept, give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- × accept hospitality from a third party that is unduly lavish or extravagant in the circumstances;
- × accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- × accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- × threaten or retaliate against another person who has refused to commit a bribery offence or who has raised concerns under this policy; or
- × engage in any activity that might lead to a breach of this policy.

## 7. Process for Giving or Receiving Gifts

*This process applies to our People only, but our Associates must have appropriate procedures for dealing with gifts in their own organisations.*

7.1 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, proportionate, and justifiable. The intention behind the gift should always be considered.

7.2 All gifts we receive must be forwarded to the People Team who will hold the items until the annual New Look Gives raffle during which all of the items will be raffled and the money raised will go to our registered charities.

7.3 If you receive a gift, send details of whom the gift came from along with the gift to the People Team so that New Look can send a thank you from yourself and New Look Gives.

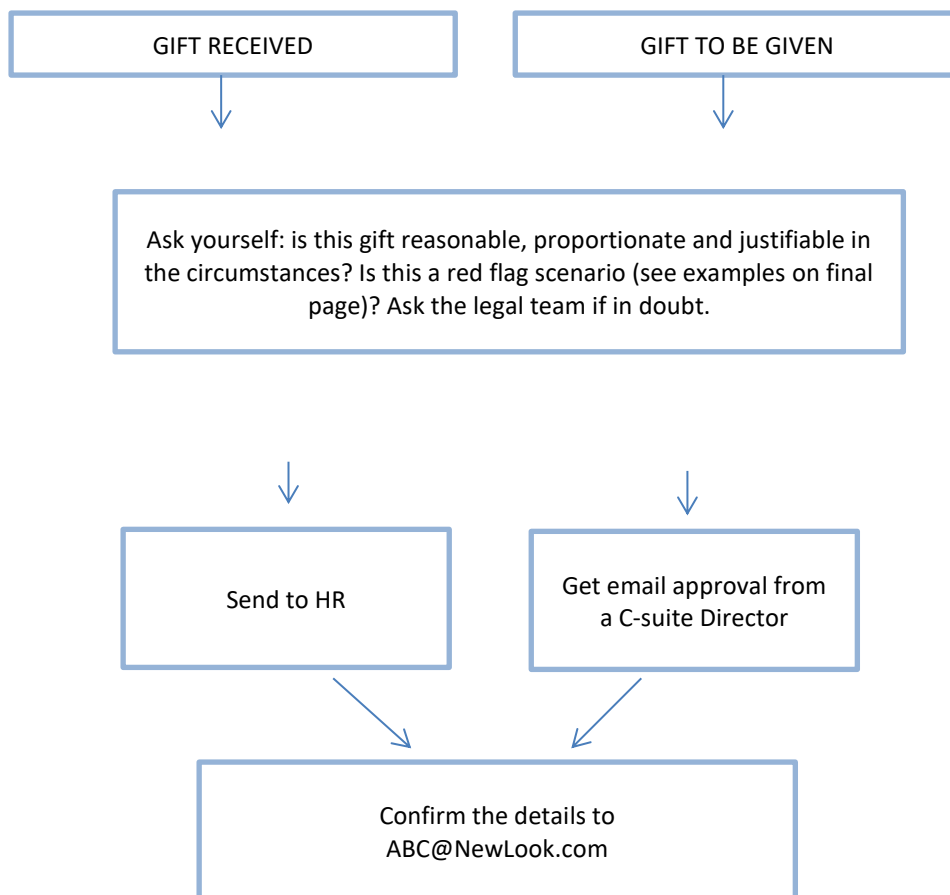
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7.4 If you want to give a gift to a Third Party, whatever the value, you must get approval from a director. For certain teams that regularly gift product, for example, a 'blanket' approval may be given in advance but should be reviewed regularly.

7.5 Anytime you give or receive a gift you must provide details of all gifts given (a list of the specific details required can be obtained from the Legal Team) to the Legal Team within 2 weeks of receiving approval, in order for the details to be recorded in the Register of Corporate Gifts.

Teams that make regular gifts may have an alternative arrangement, but must report details of gifts given to the Legal Team regularly.

## Process Summary:



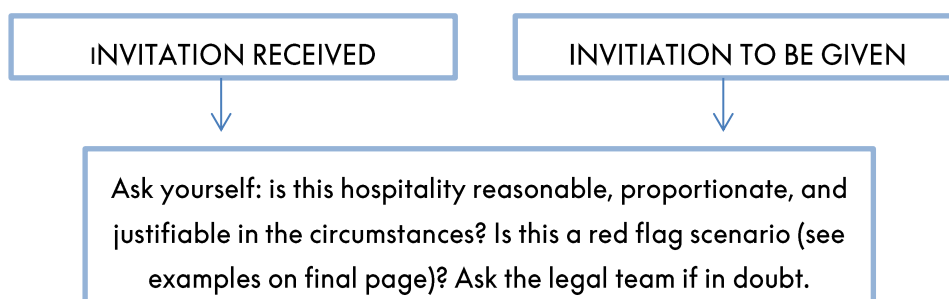
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## 8. Process for Giving or Receiving Hospitality

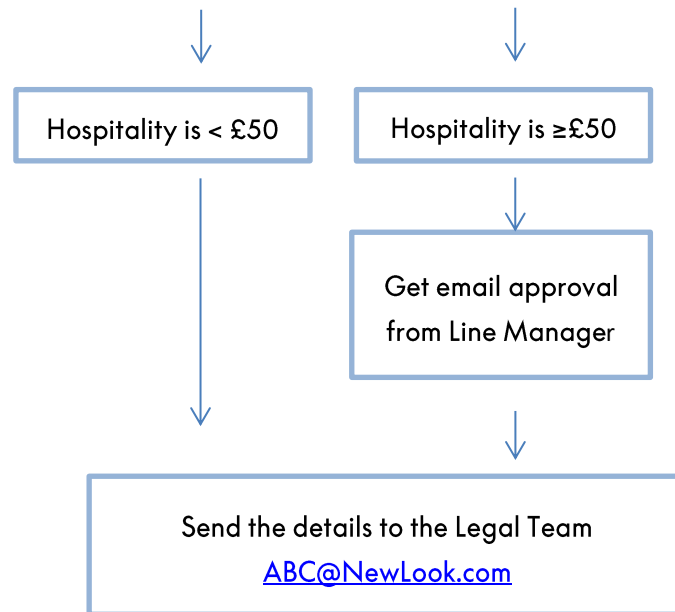
*This process applies to our People only, but our Associates must have appropriate procedures for dealing with gifts in their own organisations.*

- 8.1 All corporate hospitality invitations worth £50 or more, given or received, must be approved by your Line Manager.
- 8.2 Details of any hospitality given or received (a list of the specific details required can be obtained from the Legal Team) by any of our People regardless of the size or monetary value must be notified to the Legal Team within 2 weeks of the date of receipt of approval in order for the details to be recorded in the Register of Corporate Hospitality.
- 8.3 Failure to seek approval for, or to record any gift or hospitality is a disciplinary offence which may ultimately lead to an employee's dismissal without notice.
- 8.4 Anyone who is unsure as to whether a gift or hospitality is reasonable, proportionate and bona fide should contact the Bribery Compliance Officer immediately before giving or receiving any gift or arranging or accepting any hospitality.
- 8.5 You must ensure all expenses claims relating to hospitality, gifts or expenses in respect of third parties are submitted in accordance with our Travel and Expenses Policy and specifically record the reason for the expenditure.

### Process Summary:



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## 9. Facilitation payments and kickbacks

- 9.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.
- 9.2 Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions in which we operate. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should immediately raise these with the Bribery Compliance Manager.
- 9.3 Kickbacks are typically payments made in return for a business favour or advantage. **All our of People and Associates** must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

## 10. Donations

- 10.2 We only make charitable donations that are legal and ethical under local laws and practices.
- 10.3 No donation (other than to New Look Gives) must be made without the prior approval of the Bribery Compliance Manager.

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## 11. Conflicts of interest

- 11.1 A 'conflict' arises where the personal interests of one of our People or an Associate (or a close family member of theirs) are at odds with their role or their duties to New Look.
- 11.2 All our **People** and **Associates** must take care to avoid conflicts between their personal and work life where possible. Where a conflict arises, you must declare the details in writing to your line manager or contact within New Look, or to the Bribery Compliance Manager. If you are a manager and have a conflict reported to you, you should refer it to the Bribery Compliance Manager.
- 11.3 Here are some examples of possible conflicts, and guidance on how we approach them.

### Holding Shares in a Competitor Company

- You're allowed to own up to 1% of the shares in a competitor or supplier without approval from your line manager, as long as it's a public company and you don't have discretionary authority in dealing with it. If you have plans to own more than 1% of the shares, or you do have discretionary authority, you'll need approval from the Bribery Compliance Manager.

Directors who own shares in a business (with approval) can't be involved in any board activity that impacts the relationship between New Look and that business.

### Having a financial interest in a transaction between New Look and another company

- If you have a financial interest in a transaction between New Look and another company, even if it's indirectly (e.g. through a family member), this must be approved by Bribery Compliance Manager. If someone in your family works for one of our suppliers or customers but they don't deal with New Look and you don't deal with that company, you don't need approval.

### Working for another company

- Our **People** may work for another company whilst employed by New Look, if their employment contract allows. However, if your other engagement is likely to affect your ability to carry out your job for New Look, this will be a conflict of interest that must be addressed with your line manager. Line managers can seek advice from the People Team if necessary. Unfortunately, we cannot agree to colleagues working for a direct competitor at

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the same time as working for us; please speak to the Employee Relations Team if you are unsure whether another company is a direct competitor.

- If any of our **People** would like to serve as a director or consultant to another business in their own time, and that business has any relationship with us, or is a competitor, you must receive your line manager's approval. This does not prevent you serving on the boards of most charities, or a family business. Line managers can take advice from the Bribery Compliance Manager as needed. Any appointment that is agreed but which could potentially give rise to a conflict must be reported to the Bribery Compliance Manager.

## Personal Relationships

- Conflicts of interest can arise when there are close personal relationships between our **People**, or our People and an **Associate**, especially between an employee and line manager. This includes family, or romantic/sexual relationships. Your line manager must be made aware of any close personal relationships (particularly within a team) to make sure there's no possibility of unfairness.
- When line managers are notified of a personal relationship they must follow the steps set out in the guide "**Personal Relationships in your Team: Guidance for Managers**", available on Buzz under 'People Guides' and on Runway in the People hub under 'Processes and info for Managers'.
- Managers within New Look are not permitted to recruit or manage family members if it might lead to a conflict of interest, including favouritism. In retail, recruitment of close friends or family members on a fixed-term basis may be permitted over peak; this will be confirmed each year. However, recruiting managers must get permission from their RBM to make any such role permanent.
- If someone in your family works for one of our suppliers or customers but they don't deal with New Look and you don't deal with that company, you don't need approval.

## Other Examples

11.4 The following are further examples of potential conflicts:

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- taking (or directing a third party to take) advantage of a business opportunity through the use of corporate property, information or position.
- receiving the benefit of a loan or guarantee from a business partner of New Look;
- directing business to a supplier, or giving preferential treatment to a customer, owned or managed by, or which employs, a close relative or friend.

However, this list isn't exhaustive. If in doubt, always disclose a situation that you think might give rise to a conflict of interests.

## Disclosing a Conflict

11.5 Where a conflict of interest exists or arises, you must declare the details in writing:

- through your Harbour onboarding account if you are a new employee;
- to your line manager or contact within New Look if you are already one of our **People** or an **Associate**; or
- to the Bribery Compliance Manager.

It may be possible to resolve conflicts through disclosure and other measures, depending on the circumstances.

11.6 Managers who need advice in relation to personal relationships should contact their People Business Partner, and for any other type of conflict they should contact the Bribery Compliance Manager.

## Board Directors

11.7 Directors joining the board of any group company will be asked to declare specific details about their outside interests via a Conflicts of Interest form, which must be completed and returned to the Company Secretary or Company Secretary's assistant.

## 12. Your responsibilities

12.1 You must ensure that you read, understand and comply with this policy and our People must complete training on the Academy. Failure to do so may affect your annual performance rating.

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- 12.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All our **People and Associates** are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 12.3 You must notify the Bribery Compliance Manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a supplier or potential supplier offers you something to gain a business advantage with us. Further "red flags" that may indicate bribery or corruption are set out in the Schedule to this policy.
- 12.4 Any employee of New Look who breaches this policy will face disciplinary action, which may result in their dismissal for gross misconduct.

## 13. Record-keeping

- 13.1 It's necessary to keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 13.2 You must declare and keep a written record of all hospitality or gifts accepted or offered to you. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

## 14. How to raise a concern

- 14.1 You are encouraged to raise concerns about any issue or suspicion of bribery or corruption 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 the New Look Bribery Compliance Manager at ABC@NewLook.com. If you prefer, you can use the to our third party Navex hotline, via an online portal <http://newlook.ethicspoint.com> or the Navex confidential reporting line: 0800 046 5676.

## 15. What to do if you are a victim of bribery or corruption

- 15.1 It is important that all our People and Associates tell the Bribery Compliance Manager as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may

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happen in the future, or believe that you are a victim of another form of unlawful activity in the course of your work with or for New Look.

- 15.2 Individuals who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 15.3 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future.
- 15.4 Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Bribery Compliance Manager immediately. If the matter is not remedied, and you are an employee of New Look, you should raise it formally using our Grievance Procedure, which can be found on Runway or Buzz or requested from HR.

## 16. Training and communication

- 16.1 Training on this policy in the form of an e-learning module and guidance documents forms part of the induction process for all new **employees at New Look**. All our People will receive annual training in the form of an e-learning module and further relevant training on how to implement and adhere to this policy will be provided as and when deemed necessary.
- 16.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.
- 16.3 Our Associates should have their own appropriate training programmes in place.

## 17. Who is responsible for the policy?

- 17.1 The Board of Directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 17.2 The Bribery Compliance Manager and the Legal Team have primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its

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interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

## 18. Monitoring and review

- 18.1 The Bribery Compliance Manager will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.
- 18.2 All **our People and Associates** are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 18.3 **Our People and Associates** are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Legal Department.
- 18.4 This policy does not form part of any employee's contract of employment and it may be amended at any time.
- 18.5 **Our Bribery Compliance Manager can be contacted at [ABC@NewLook.com](mailto:ABC@NewLook.com)**. If you prefer, you can use the to our third party Navex hotline, via an online portal <http://newlook.ethicspoint.com> or the Navex confidential reporting line: 0800 046 5676.

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## Schedule 1 - Potential risk scenarios: "Red Flags"

The following is a list of possible red flags that may arise during the course of you working for us, with us, or on our behalf and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags in relation to New Look, you must report them promptly to the Bribery Compliance Manager:

- you become aware that a supplier or other business partner engages in, or has been accused of engaging in, improper business practices;
- you learn that one of our suppliers or other business partners has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- an agent insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a distributor we use requests payment in cash and/or refuses to provide an invoice or receipt for a payment made;
- a supplier requests that payment is made to a country or geographic location different from where the supplier resides or conducts business;
- a Trade Mark agent we use requests an unexpected additional fee or commission to "facilitate" a service;
- a sub-contractor of a supplier demands lavish entertainment or gifts before commencing or continuing contractual negotiations or the provision of services;
- an agent requests that a payment is made to "overlook" potential legal violations;
- a potential supplier or other business partner requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a supplier that appears to be nonstandard or customised;
- a corporate client insists on the use of side letters or refuses to put terms agreed in writing;

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- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor, or supplier that is not typically used by or known to us; or
- you are offered an unusually generous gift or offered lavish hospitality by a supplier/agent/distributor/corporate client/ franchise partner etc.