

## Anti-Bribery & Corruption Policy

### 1. GENERAL PHILOSOPHY

- 1.1. IG Design Group plc ("**Design Group**" or "**the Group**") is and always has been committed to carrying out its business ethically, professionally and legally. As a result, the giving or receipt of any bribe by Design Group, or on its behalf by any other person, is prohibited.
- 1.2. As a UK business we are required to comply with the UK's Bribery Act 2010 ("**UKBA**") wherever we do business. The US Foreign Corrupt Practices Act 1977 ("**FCPA**") may also apply to us in certain circumstances. Local anti-corruption laws in other territories in which we do business should also be adhered to for trade in those locations.
- 1.3. Design Group will always encourage and support an environment of openness and honesty, where individuals who have concerns or uncertainties can raise them and seek guidance without fear of retribution.

### 2. AIM AND SCOPE

- 2.1. This Policy is intended to explain:
  - 2.1.1 what the Group defines as "bribery" and how bribery is defined under the UKBA and FCPA;
  - 2.1.2 the Group's standards and requirements with respect to anti-bribery and corruption ("**ABC**") ; and
  - 2.1.3 the process for reporting internally any concerns or suspicions of bribery or other breaches of this Policy.
- 2.2. This Policy applies to Design Group, its subsidiaries and all entities over which it has effective control, and also their directors, officers and employees (including temporary staff, interns, secondees and staff provided by staffing agencies). Any reference to Design Group shall, where applicable, be deemed to include a reference to its subsidiaries and entities over which it has effective control.

- 2.3. If Design Group has an investment in an entity over which it does not exercise effective control, it shall use its influence to encourage the entity to adopt and implement an anti-bribery and corruption policy that is no less stringent than this Policy.
- 2.4. This Policy also applies to Third Parties of Design Group (as defined below) where so specified.
- 2.5. Any failure by a director, officer or employee to comply with this Policy, whether intentionally or by an act of negligence, may lead to disciplinary action being taken that could ultimately result in termination of employment.

### 3. RESPONSIBILITIES

- 3.1. The Board of Directors has overall responsibility for ensuring that the requirements of this Policy are sufficient to enable the Group to comply with its obligations under applicable ABC laws.
- 3.2. The Group Chief Executive Officer is ultimately responsible for ensuring that the requirements of this Policy are appropriately implemented throughout the Group with clear lines of authority. The Board of Directors shall maintain active oversight of the implementation of the Policy.
- 3.3. The Business Unit Managing Directors ("**MDs**") are responsible for ensuring that the requirements of this Policy are appropriately implemented within their Business Units. MDs may implement their own local ABC policies and procedures provided that they are no less stringent than the requirements of this Policy. MDs must ensure that the Business Unit's ABC policies and procedures take account of applicable ABC laws in the countries where the Business Unit operates. MDs must appoint one or more persons who are responsible for the day-to-day implementation of this Policy and/or any local ABC policies and procedures, and should identify those persons to the Group CFO.
- 3.4. All directors, officers and employees of Design Group are responsible for ensuring that they are aware of and comply with the requirements of this Policy.
- 3.5. Design Group must communicate the relevant requirements of this Policy to its Third Parties in an appropriate manner.

### 4. DEFINITIONS

- 4.1. **Bribery:** The Design Group generally defines "bribery" as the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal or a breach of trust. In particular:
  - 4.1.1. The UKBA prohibits (in general terms) offering, promising or giving any financial or other advantage to: (a) any person, in order to induce them to perform improperly any public

function or any activity connected with business; or (b) a foreign public official in order to influence them in their role as an official, with a view to obtaining or maintaining business, or an advantage in the conduct of business. The UKBA also makes companies liable for bribery committed for their benefit by their Third Parties (among others), even if the company is not aware of and did not approve the bribery.

4.1.2. The FCPA similarly prohibits (in general terms) giving anything of value to foreign officials, foreign political parties and candidates for foreign political office, in order to influence them in their official capacity with a view to obtaining or retaining business.

4.1.3. Although acts of bribery are generally intended to influence the receiver to act in a certain way, the act to be performed by the receiver does not necessarily have to be illegal. For example, a Facilitation Payment to a customs official might only be intended to influence the official to conduct his or her normal checks more quickly, but the payment would still be a bribe under the UKBA. Since bribes can take the form of anything of value, they could include (among other things):

- cash payments (whether from personal or company funds)
- gifts or entertainment
- use of company assets
- employment
- awarding contracts on non-commercial terms
- charitable donations, sponsorships or political donations

4.2. **Facilitation Payments:** small payments or fees requested by Public Officials to speed up or facilitate the performance of routine government actions, such as the provision of a visa or customs clearance.

4.3. **Conflict of Interest:** Conflicts of interests arise where the interests of a director, officer or employee of Design Group, or one of their family members, conflict with the interests of Design Group itself. Examples include:

- an employee's spouse being a senior employee of a customer/supplier;
- an employee also being a shareholder/owner of a privately owned supplier;
- company use of an asset belonging to a director or employee.

- 4.4. **Gifts:** any item of value provided or offered for the personal benefit of the recipient or a close contact (family, friend or colleague) at no cost, or a cost that is less than its commercial value. Gifts can also include offers of employment to family members. A gift can take many forms, and can include Design Group products given to suppliers/advisors etc.
- 4.5. **Hospitality:** any offer of travel, accommodation, food or drink, an invitation to any event (e.g. a concert or sporting event) or payment of expenses (whether in advance or by reimbursement) made to or received from a third party in connection with the business of Design Group. Even if a representative of the third party is not present at an event as the host, the event will still be regarded as hospitality.
- 4.6. **Public Official:**
- any official or employee of any national, provincial or local government or public international body, or any subdivision or instrumentality thereof (for example, any ministry, department, agency, bureau etc.), including state-owned or state-controlled commercial enterprises;
  - any official or employee of a political party;
  - any candidate for political office;
  - any individual acting on behalf of any of the above.
- 4.7. **Third Party:** any third party individual or entity providing services for or on behalf of Design Group. This generally includes, among other persons: agents, distributors, marketing consultants and other third party intermediaries who obtain or maintain business for the Group; any individual or entity who interacts with government bodies on behalf of the Group, such as customs brokers, visa agents, lawyers and consultants engaged in connection with licenses, permits or inspections; contractors and suppliers; and other individuals or entities who represent or act on behalf of the Group in any way, which can include JVs and JV partners.

## 5. POLICY FRAMEWORK

### 5.1. Bribery and Facilitation Payments:

- 5.1.1. Design Group employees, officers, directors and Third Parties should not offer, promise, pay, solicit or accept any bribes or kickbacks, including Facilitation Payments. This includes (but is not limited to), bribes offered to, or solicited from, a private individual, a company, or a Public Official. It also includes payments made directly or indirectly through a third party.

5.1.2. If you receive a request for a bribe or you are offered anything that you suspect is a bribe, you should politely decline the request or offer and report it as soon as possible in accordance with section 6.

5.1.3. If you are asked to make a payment on behalf of the Group to a Public Official, you should:

- request from the Public Official further details of the payment in writing, including its nature and its basis in applicable law or regulation, and if they refuse you should ask to speak to the Public Official's manager for clarification;
- you should explain to the Public Official and/or their manager the requirements of this Policy and UK anti-bribery law and why it is therefore necessary to validate payments to Public Officials;
- you should consider what the payment is for, whether it appears to have a basis in law, whether it is proportionate to the services being provided, and whether there are any circumstances indicating that the payment could be for the personal benefit of the Public Official (for example, where the request is for cash to be passed to the official directly);
- if having considered the available information you are in doubt about the nature of the payment, you should immediately contact the MD, Group CFO or Group General Counsel ("**Group GC**") for further guidance;
- the MD, Group CFO or Group GC will consider the nature of the payment and may also seek local legal advice if required. If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is otherwise permitted locally, you will be authorised to make the payment. Where the MD considers that the request is for a Facilitation Payment, you will be instructed to refuse to make the payment and notify the official that a report of the incident will be made to Design Group;
- where payment is authorised, obtain a receipt which details the reason for the payment and the amount.

5.1.4. If, notwithstanding the policy set out in section 5.1.1, any Facilitation Payments are made, they must be accurately recorded in the Group's books and accounts.

5.1.5. As an exception to section 5.1.1, where a request or demand for a bribe is accompanied by threats to the safety or liberty of yourself or someone else, you may make the payment, provided that you report the circumstances, date and amount of the payment to the MD,

Group CFO or Group GC as soon as it is safe to do so. The MD and Group CFO must ensure that the payment is accurately reflected in the Group's books and records.

5.1.6. No director, officer or employee will suffer demotion, penalty or other adverse consequences for refusing to pay bribes even if such refusal may result in the Group losing business.

## 5.2. Gifts and Hospitality:

5.2.1. Generally speaking, Gifts and Hospitality can have legitimate business purposes, such as developing and strengthening business relationships, but they can also be used as a form of bribery. Gifts and Hospitality are generally acceptable if:

- they are for a legitimate business purpose and do not constitute a bribe, and in particular they are not intended to influence (or could be perceived to influence) improperly the outcome of any business transaction;
- they are reasonable in themselves, proportionate to the nature of the relationship with the giver or recipient and not excessive;
- they do not involve any items or activities that are illegal, indecent or which could otherwise bring the Design Group into disrepute, for example any activity involving illegal substances or sex workers;
- they are compliant with any applicable requirements under local law, and otherwise in line with local customs;
- a director, officer or employee of Design Group attends any Hospitality event provided to a third party;
- they are accurately recorded in the Group's books and records.

5.2.2. Each Business Unit should have a local Gift and Hospitality procedure which will:

- define any additional requirements for what constitutes acceptable Gifts and Hospitality;
- establish appropriate requirements for pre-approving the giving and receipt of Gifts and Hospitality; and
- establish an appropriate system for recording the giving and receipt of Gifts and Hospitality and any associated approvals.

5.2.3. The provision or receipt of Gifts or Hospitality to / from Public Officials, including by Third Parties, are generally discouraged, and as a general rule prior written approval is required on a case-by-case basis for all such Gifts and Hospitality, irrespective of value.

### 5.3. Conflicts of Interest:

5.3.1. Directors, officers and employees of the Group must be mindful of any actual or potential Conflict of Interest and should avoid wherever possible putting themselves in any situation where a Conflict of Interest may arise.

5.3.2. If a director, officer or employee of the Group becomes aware of an actual or potential Conflict of Interest, they should immediately report it to their MD, who shall determine whether there is a conflict and, if so, the MD shall determine what measures should be implemented to mitigate the conflict. If the MD himself or herself is the subject of an actual or potential Conflict of Interest, he or she shall report it to the Group CFO, who shall determine whether there is a conflict and what measures are required.

5.3.3. MDs should maintain a record of all identified Conflicts of Interest and the measures that have been implemented to mitigate them.

### 5.4. Third Parties:

5.4.1. Anyone paying bribes or Facilitation Payments on behalf of Design Group, or whilst providing services for or on behalf of Design Group, could put Design Group in breach of ABC laws.

5.4.2. All proposed Third Parties of the Group must undergo appropriate due diligence in accordance with Third Party Due Diligence Procedure prior to being engaged in any capacity.

5.4.3. As a matter of general principle:

- Third Parties should only be engaged where there is sufficient commercial justification to do so.
- The degree of due diligence conducted should be proportionate to the potential bribery risk posed by the Third Party.
- The level and type remuneration of Third Parties should be commensurate to the services provided by them, and transparent.
- The engagement must be pursuant to a written contract which clearly describes the services to be provided, the level and type of remuneration and the manner

of payment, and which provides sufficient contractual protections for the Group with respect to ABC compliance.

- Relationships with Third Parties should be monitored on an ongoing basis to assess the commercial justification for their engagement, the appropriateness of the remuneration, the risk of bribery and the effectiveness of any mitigating controls.

### 5.5. Political Contributions:

5.5.1. Design Group does not make donations or contributions to political parties or political candidates. Directors, officers, employees and Third Parties must therefore not make such payments either on behalf of Design Group or in connection with any business of Design Group.

### 5.6. Charitable Donations and Sponsorship:

5.6.1. We only make charitable donations or undertake sponsorships that are legal and ethical. Charitable donations and sponsorship must not be used as a subterfuge for bribery.

5.6.2. Any proposed charitable donations and sponsorship (including by Third Parties on behalf of the Group or in connection with Group business) must receive prior written approval from the Group CEO, except that charitable donations or sponsorship of less than £10,000 may be approved (in advance and in writing) by the MD. The Group CFO or MD must conduct appropriate due diligence on the recipient and the purpose of the charitable donation or sponsorship, in order to ensure that is not, and could not be perceived to be, a subterfuge for bribery, and that it is otherwise legitimate and appropriate for Design Group or Third Party to engage in it.

5.6.3. Charitable donations and sponsorship must be accurately recorded in the Group's books and records.

### 5.7. Recruitment:

5.7.1. Prospective directors, officers and employees should be screened for bribery risk and Conflicts of Interest, where the role for which they are being considered would expose them to a material level of bribery risk (for example, interactions with customers or Public Officials). This screening should be conducted prior to the commencement of employment, in a manner proportionate to the role for which they are being considered. This applies whether or not the prospective director, officer or employee is already employed by Design Group.

5.7.2. No employment with Design Group, whether permanent or temporary, paid or unpaid, may be offered or provided to any person as a subterfuge for bribery or otherwise than in compliance with Design Group's normal recruitment processes.

**5.8. Procurement:**

5.8.1. Design Group must conduct its procurement practices in a fair and transparent manner.

5.8.2. No directors, officers or employees of Design Group shall solicit or accept any bribe in connection with any procurement process.

**5.9. New Investments:**

5.9.1. Design Group must undertake documented, reasonable and proportionate ABC due diligence when engaging in mergers, acquisitions, divestments or other significant investments.

**5.10. Financial Controls:**

5.10.1. Design Group shall maintain accurate books and records that properly and fairly document all financial transactions. Design Group shall not maintain "off-the-books" accounts.

5.10.2. Design Group shall implement an effective system of internal controls to counter bribery, including financial and organisational checks and balances over the Group's accounting and recordkeeping balances and other business processes relevant to the Policy and the risk of bribery.

**5.11. Risk Assessment:**

5.11.1. Business Units must conduct periodic risk assessments of their bribery risks. The frequency and methodology for these risk assessments will be agreed from time to time with the Group GC.

5.11.2. The results of the risk assessment must be recorded in writing and reported to the Group GC.

5.11.3. The Group GC will use the Business Unit risk assessments to produce and update a Group-level risk assessment which shall identify and prioritise the Group's bribery risks. It shall be used to inform the ongoing assessment of this Policy and the Group's other policies and procedures relevant to bribery risk, with a view to implementing any necessary improvements.

5.11.4. The Group GC shall report to the Audit Committee on the methodology for the risk assessment, the results and the implementation of improvements.

#### **5.12. Training:**

5.12.1. MDs must ensure that the requirements of this Policy are appropriately communicated to all directors, officers, employees and Third Parties of their Business Units. This shall be done as part of induction training for directors, officers and employees, and prior to engagement for Third Parties, and in both cases it shall be repeated periodically.

5.12.2. MDs must ensure that ABC training is provided to those employees who are responsible for the day-to-day implementation of this Policy and/or the BU's local ABC policies and procedures, and / or who are exposed to a higher risk of corruption due to the nature of their roles, including (among others) employees who interact directly with customers, Public Officials or Third Parties. Each MD and each Business Unit Financial Director and HR Director is responsible for creating and updating a list of such employees. Such training should be provided at induction (for new employees) or the commencement of a new role (for existing employees), or as soon thereafter as possible, and shall be repeated periodically thereafter.

5.12.3. MDs must determine whether it is appropriate to provide ABC training to any Third Parties because they are exposed to a higher risk of corruption. Such training should be provided prior to engagement and periodically thereafter.

5.12.4. Records of those who should be trained and who has attended the training and when should be retained by the Business Unit and shared with Group, if requested.

#### **5.13. Assurance:**

5.13.1. Design Group shall implement a procedure to monitor compliance with the requirements of this Policy on an ongoing basis, and the results of such monitoring shall be reported to the Board of Directors.

5.13.2. The Board of Directors shall periodically review the suitability, adequacy and effectiveness of this Policy and take steps to implement improvements as appropriate. As part of this the Board of Directors shall consider whether to obtain external assurance of this Policy.

#### **5.14. Investigations:**

5.14.1. Design Group will take appropriate steps to investigate any potential breaches of this Policy, in accordance with the requirements of this section 5.14 and the requirements of the Whistleblowing Policy. The Group GC shall be ultimately responsible for overseeing the investigation.

5.14.2. The Group GC shall be entitled to appoint one or more persons as an investigation team and may also engage, where appropriate to the nature of the potential breach, third parties to support the investigation, including lawyers, accountants, investigators or other resources. Such investigations may include (among other things) the review of financial records, internal or external correspondence and other records, and interviews with directors, officers or employees of Design Group or its Third Parties. All directors, officers, employees of Design Group are required to fully co-operate with any such investigation.

5.14.3. The Group GC must ensure that the methodology and results of the investigation are recorded. The Group GC must take steps to preserve legal privilege where applicable in relation to documentation relevant to or produced in the course of the investigation.

5.14.4. The Group GC shall report to the Audit Committee on the conduct of the investigation and its results. The Audit Committee shall consider whether it may be appropriate at any stage to make a report to any competent authorities.

## 6. FURTHER INFORMATION AND RAISING CONCERNS:

6.1. All directors, officers and employees of Design Group are expected to report any concerns of bribery or other suspected breaches of this Policy as soon as possible and to cooperate with any investigation of such concerns. You do not need to be certain of the occurrence of bribery, only to raise your concerns. You must not investigate your suspicions or concerns.

6.2. Directors, officers and employees should raise concerns in accordance with the Whistleblowing Policy. In accordance with the Whistleblowing Policy, if an individual raises a genuine concern, which is not confirmed by subsequent investigation, no action will be taken against that individual.

6.3. If you have any questions regarding this Policy, you should contact your MD or the Group GC.

**Owner:** Paul Fineman

**Author:** Joy Laws

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## EMPLOYEE ACKNOWLEDGEMENT

I acknowledge that I have received a copy of the Anti-Bribery & Corruption Policy, and agree to abide by the principles contained in it.

**Signed:** ..... **Print name:** .....

**Date:** .....