



## **ASOS Anti-Bribery and Corruption Policy**

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## 1. Version Control

Version No.	Purpose/Change	Owner	Approved Date	Review Date
1.0	Creation	General Counsel & Company Secretary	28/02/22	28/02/23
2.0	Annual review	General Counsel & Company Secretary	10/06/24	10/06/25

## 2. Introduction

### 2.1 Purpose

This Anti-Bribery and Corruption (ABC) Policy sets out the responsibilities of ASOS and those who work on our behalf, with regards to observing and upholding our zero-tolerance position on bribery and corruption.

It also acts as a source of information and guidance for ASOSers, helping them recognise and deal with bribery and corruption issues, as well as understanding their individual responsibilities.

ASOS is committed to conducting business in an ethical and honest manner and implementing and enforcing systems to prevent bribery. ASOS has zero-tolerance for bribery and corruption and as an ASOSer you must never commit bribery, directly or indirectly, with any person or organisation. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, in every country we operate in.

ASOS has a responsibility to prevent bribery and corruption, and recognises that bribery and corruption are punishable upon individuals by up to ten years of imprisonment and / or fines. If ASOS is discovered to have taken part in corrupt activities or failed to take steps to prevent them, we may be subject to unlimited fines and face serious reputational damage.

### 2.2 Policy Ownership

The owner of this policy is the General Counsel & Company Secretary with support from the Head of Data Privacy and Compliance, with designated authority. They ensure the policy remains up to date, approve any exceptions to the policy and are to be made aware of any failings in adherence to the policy's requirements. Responsibility for the implementation and operation of controls to ensure compliance with this policy sits across the relevant functions of the business where controls are operated.

### 2.3 Policy Application

This policy applies to all permanent and temporary ASOS staff (including independent contractors). Except for any specific internal requirements of the policy, such as training, all aspects of this policy will be applicable to ASOS' third parties.

### 2.4 What do I need to know or do?

This policy explains how to avoid bribery and corruption by explaining what it is and what to do, giving practical information and advice to support you. It should also be read alongside the [Gifts & Hospitality policy](#).

As an ASOSer, or someone who represents us, you must ensure that you read, understand, and comply with the information contained within this policy, and with any training or other instructional information on ABC you are given.

## 2.5 Who is responsible for this policy?

The ASOS Board of Directors will retain overall responsibility for this policy including for ensuring it complies with ASOS' legal and ethical obligations.

Please refer to Appendix A for a list of relevant contacts.

## 3. Key Terms

### 3.1 Bribe

A bribe is anything of value that is offered to influence an action or decision. It could be a reward, or object / item of value offered to another individual to gain commercial, contractual, regulatory, or personal advantage. Free handbag, vouchers or clothes from a supplier? Tickets to the hottest gig in town? All-expenses-paid trip with amazing sight-seeing thrown in? All of these could be considered bribes: it doesn't have to be a paper envelope stuffed full of cash.

Bribery is not limited to the act of offering a bribe. If you accept a bribe, then you are also breaking the law.

### 3.2 Corruption

Corruption is when you use your role or power to pay or give a gift or offer hospitality to an employee or third party, including public officials, to get them to do (or not do), to delay (or speed up) or to do differently: something for you or ASOS. Again, corruption can equally occur when a third-party attempts to influence you in the same way.

Bribery and corruption are against the law. You are committing bribery when you:

- promise, offer or give a bribe (financial or otherwise); or
- request or agree to receive, or actually receive, a bribe (financial or otherwise)

### 3.3 Gifts and hospitality (G&H)

A gift is anything of any value which is offered, promised or given and includes any present or token of gratitude such as food, flowers, clothes, vouchers, electronic items or alcohol. Gifts also include benefits in kind such as goods or use of services or facilities provided to you free of charge or at a reduced rate (e.g. car hire, holiday home, interest free loan, credit, discounted goods or services etc).

Corporate hospitality includes any party, drinks, services, meal, tickets or access to a sporting, music or entertainment event and includes payment for travel and accommodation expenses.

This policy covers all G&H given or received from customers, suppliers, public officials in the UK and overseas or anyone else.

This policy should also be read alongside the [Gifts & Hospitality policy](#).

### 3.4 Facilitation Payments

Facilitation payments are payments made to an official to speed up / slow down or bypass an official process for example, paying an official to speed up a work permit or access to a regulatory body overseas. Even if these payments are an accepted or expected practice overseas, the UK Bribery Act makes them illegal. ASOS does not accept and will not make any form of facilitation payments of any nature.

### 3.5 Political Contributions

A political contribution means any payment, gift, subscription, assessment, contract, payment for services, dues, loan, forbearance, advance or deposit of money or any valuable thing to a political party, politician or candidate anywhere in the world. Political contributions may be perceived as an attempt to gain an improper business advantage.

ASOS' position is that it will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates anywhere in the world. If, in extraordinary circumstances, ASOS wants to make any form of political contribution, Board approval must be obtained in advance. Shareholder approval may also be required.

If you think the business should consider making a political donation of any amount and at any time you must consult with the General Counsel & Company Secretary before doing so.

If you have any connections with government officials, you must disclose these in line with the [Disclosure of Interest policy](#) here. If you are a third party with such connections, you must report your connection to your core ASOS representative.

### 3.6 Bribing a Foreign Public Official

It's an offence under the Bribery Act (i.e. it's illegal) to use a bribe (e.g. offering, promising or giving financial or another advantage) to influence a foreign public official to obtain or retain business or a business advantage.

### 3.7 Charitable Contributions

ASOS both donates and encourages others to donate to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes.

ASOSers must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery. We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the Head of Data Privacy and Compliance.

### 3.8 Overseas Risks and High-Risk Jurisdictions

The nature of ASOS' business means that we operate internationally and in some jurisdictions that are considered to be at high or higher risk for bribery and corruption than the UK. Actions and behaviour that might be considered customary or acceptable in particular jurisdictions may constitute offences in the UK. You should be aware of the risks posed by those jurisdictions and ensure that you comply not only with local laws and regulations but also with those of the UK. If you are ever in doubt as to what these local laws and regulations may be, please contact the Head of Data Privacy and Compliance.

### 3.9 Failure to Prevent Bribery

Organisations, such as ASOS, are criminally liable if they fail to prevent an act of bribery committed by persons associated with that organisation, where the act of bribery was intended (at least in part) to benefit that organisation. 'Persons associated' can include directors and any other person carrying out services for or on behalf of the organisation (such as employees, agents, consultants, joint venture

partners, contractors, agents, subsidiaries and sister companies). It's important to note that directors and other company officers also commit a criminal offence if they turn a blind eye to bribery.

If the organisation can demonstrate that it had sufficient safeguards in place throughout the organisation to prevent the persons associated from undertaking acts of bribery to benefit the organisation then it may be able to defend itself against a charge of failing to prevent bribery.

## 4. Policy Requirements – what you should and shouldn't do

### 4.1 Should Do

- Read, understand and comply with this policy.
- Only accept G&H that are reasonable, fair, transparent, infrequent.
- Always follow the G&H approvals process as per the [Gifts and Hospitality policy](#).
- If refusing to make a kickback or facilitation payment may put your own or your family's personal safety at risk you must take the following steps:
  - a. Keep the amount to the minimum.
  - b. Ask for a receipt, detailing the amount and the reason for the payment.
  - c. Report this incident to your manager as soon as possible who will escalate it to any of the points of contact in Appendix A. If you cannot escalate to your manager, please contact the points of contact listed in Appendix A.
- Consider if a charitable donation could be being used to facilitate and conceal an act of bribery.
- Ensure that all charitable donations are legal and ethical under local law and practices.
- Ensure financial processes are appropriately documented.
- Avoid activity that might lead to a breach of this policy.
- Report any potential breaches of this policy promptly.
- Ensure due diligence has been carried out on new suppliers, agents, service providers and local partners.
- Complete your annual compliance training.

### 4.2 Shouldn't Do

- Let a gift or hospitality influence any decision-making process.
- Accept a gift or hospitality that could be perceived by someone else as influencing a decision such as a gift during a tender process.
- Accept kickbacks or facilitation payments.
- Make a donation, whether in kind, cash or by any other means to support any political parties, politicians or candidates.
- Offer or make a charitable donation without the approval of the Head of Data Privacy and Compliance.

## 5. What to do if I have suspicions

All ASOSers and those who act on behalf of the company are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this policy.

If you are worried that you have been offered gifts or hospitality which may constitute a bribe, follow the G&H process and procedures. If you still have concerns, are offered a bribe or someone requests one from you, or you suspect that there is bribery or corruption ongoing at ASOS, you must report your concerns to the General Counsel & Company Secretary, Head of Data Privacy and Compliance, Head of Internal Audit & Risk or another Whistleblowing Officer. If you wish to remain anonymous, feel free to use ASOS' whistleblowing hotline, SPOT – which can be found [here](#).

## 6. Policy breaches and consequences

If any ASOSer breaches this policy, they may face disciplinary action up to and including dismissal for gross misconduct.

If a third party breaches this policy, an investigation will be conducted which may result in contract termination and reporting to regulatory bodies.

At ASOS, we do the right thing. If you refuse to partake in bribery or corruption activity, or you report a concern relating to a potential act(s) of bribery or corruption activity, we understand that you may feel worried about potential repercussions – but please rest assured you don't need to.

ASOS gives full support to anyone who raises concerns in good faith under this policy, even if the investigation finds that they were mistaken, and will ensure that no one suffers any detrimental treatment because of refusing to undertake actions they were concerned constituted bribery or corruption, or because they reported a concern relating to potential act(s) of bribery or corruption.

If you have reason to believe you've been subjected to unjust treatment because of a concern or refusal to undertake certain actions, you should inform the General Counsel & Company Secretary, Head of Data Privacy and Compliance, Head of Internal Audit & Risk, another Whistleblowing Officer, or report via the SPOT confidential helpline immediately.

## 7. Training and Communication

ASOS provide a copy of this policy to all new starters as part of onboarding, requiring ASOSers to confirm that they have read and understood it. ABC training is also provided, and this training is mandatory for all employees and contractors. Completion of this training is monitored by the Governance Working Group.

This policy will be shared with suppliers and partners as part of onboarding.

ASOSers are encouraged to offer their feedback on this policy if they have any suggestions for how it may be improved. Feedback of this nature should be addressed to the Head of Data Privacy and Compliance.

## 8. Record Keeping

All accounts, invoices, and other records relating to dealings with third parties including, but not limited to, suppliers, partners and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

The ASOS ABC Policy is accessible to all employees on the Company's [SharePoint](#) and will be reviewed every year, and updated as necessary.

## 9. Related Policies

- [Gifts and Hospitality policy](#)
- [Disclosure of Interest policy](#)



## 10. Assurance Matrix

Area	All operational areas (First Line of Defence)	Formalised Governance Functions (e.g. Legal/Compliance) (Second Line of Defence)	Internal Audit (Third Line of Defence)
Policy Principles	Establish standards, guidance, processes, and procedures to support the policy		Support through execution of audits on a risk basis
	Determine which aspects of the police are required for third parties		
Reporting and Monitoring	Monitor adherence to the policy	Monitor the effectiveness of the policy and the effectiveness of the operational monitoring	
Contracts	Engage Legal	Ensure contracts meet the required standard and have relevant clauses and warranties	
Onboarding and third parties	Establish standards, processes and procedures to ensure these policy requirements are met for third parties	Monitor the effectiveness of the tools in place for onboarding	
	Have appropriate technology in place to perform checks and keep records	Support with escalations	
	Have processes in place for escalation		

## 11. Appendices

### 11.1 Appendix A – Key Policy Contacts

<b>Policy Role</b>	<b>ASOS Role</b>	<b>Individual</b>	<b>Email address</b>
Policy Owner/ Whistleblowing Officer	General Counsel & Company Secretary	Emma Whyte	<a href="mailto:emma.whyte@asos.com">emma.whyte@asos.com</a>
Designated Authority for Policy Owner/ Whistleblowing Officer	Head of Data Privacy & Compliance	Anna Sewell	<a href="mailto:anna.sewell@asos.com">anna.sewell@asos.com</a>
Whistleblowing Officers	Head of Internal Audit & Risk	Jon Norris-Small	<a href="mailto:jon.norris-small@asos.com">jon.norris-small@asos.com</a>
	Head of Legal	Karen Forbes	<a href="mailto:karen.forbes@asos.com">karen.forbes@asos.com</a>
	Head of Group Reporting	Phil Gallier	<a href="mailto:philip.gallier@asos.com">philip.gallier@asos.com</a>