

Key information

1. **Policy owner** – Bruno Silveira, Group Head of Compliance
2. **Policy status** – mandatory for all Kingfisher Colleagues.
3. **Policy adopted** – by Group Head of Compliance
4. **Policy validation** – by Group Ethics and Compliance Committee on 26 November 2021
5. **Policy questions** – Bruno Silveira/ Legal & Compliance/ bruno.silveira@kingfisher.com

Policy vision

At Kingfisher, we are committed to maintaining an open culture with the highest standards of honesty and accountability. We take a zero-tolerance approach and do not tolerate bribery and corruption in any way, directly or indirectly. This Policy builds on that commitment by establishing principles and processes to ensure compliance.

In Kingfisher, we perform several activities that might expose the company and its directors to reputational and financial risks. For instance, we operate and source goods for resale as well as services and goods not for resale in a variety of countries. We also establish and operate retail premises in numerous countries. As such we are subject to a wide range of strict anti-corruption laws some of which impose criminal sanction on companies and individuals. We are committed to operating and delivering goods and services to our customers in compliance with those laws and in any event with honesty and integrity. We must ensure that our Colleagues and Third Parties do not engage in or facilitate bribery or corruption. No other policy or objective takes precedence over this rule.

Definitions of *italicised* words are set out in the Definitions section later in this Policy.

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The policy

This Policy applies to all Kingfisher Colleagues and Third-Parties and sets out the key principles and processes in place to prevent bribery and corruption across Kingfisher and its supply chain.

Bribery is a criminal offence. The penalties are severe and may include large fines and imprisonment for all individuals involved, including Colleagues and Third Parties.

Kingfisher has a responsibility to exercise due care in selecting and monitoring those acting on its behalf to prevent bribery and corruption.

It is our policy to:

- a) act with integrity at all times;
- b) comply with all applicable laws;
- c) avoid conflicts of interest;
- d) not offer or give bribes or improper inducements to business partners either directly or indirectly (through third parties);
- e) not ask for or accept bribes or other improper inducements from anyone, including business partners;
- f) not offer or receive gifts or hospitality where the intention might be seen as influencing business decision;
- g) not solicit or receive any advantage to encourage an abuse of influence in order to obtain favourable decisions from Government Officials;
- h) establish a clear business rationale for instructing any vendors, contractors, agents, representatives and other service providers;
- i) perform (and record) robust due diligence on any vendors, contractors, agents, representatives and other service providers;
- j) be sensitive in all dealings with public officials or government staff;
- k) not induce, encourage or facilitate someone else to break the law;

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- l) report attempted bribes or suspicions of corrupt behaviour; and
- m) maintain full and accurate records of all payments.

The Group Head of Compliance has overall responsibility for this Policy. However, it is the responsibility of each Kingfisher Colleague and Third Party to comply with this Policy ensuring that it is applied.

Unless the applicable laws of a jurisdiction in which a Kingfisher Group Entity operates impose more stringent requirements (in which case, those more stringent requirements will apply), the following standards should, at all times, be complied with throughout the Kingfisher Group when conducting business.

The process

All Colleagues and Third Parties are expected to comply with Kingfisher principles and processes to prevent bribery and corruption.

No acts of bribery and corruption committed by a Kingfisher Colleague or by a Third Party when providing goods and/or services to Kingfisher, as well as representing or acting on behalf of Kingfisher, will be tolerated.

Bribery and corruption can take the form of money, gifts, loans, fees, hospitality, services, discounts, job offers, the award of a contract or any other advantage or benefit. An advantage given as a reward after improper conduct and a job offered in exchange of improper advantages are also considered to be bribery. A business advantage can consist of giving a permit or not charging a fine. It is irrelevant whether something is "standard practice" or "established custom" in a certain industry or country.

Accepting or offering a bribe is a criminal offence. The penalties for bribery both to/from Government Officials and to/from private persons and companies are severe and may include imprisonment for all individuals involved. Facilitation payments are also considered bribes and, therefore, are prohibited.

The requirements in relation to gifts, payment or other benefits offered or given to a Government Official are much stricter and any such offer with the intention of obtaining or retaining a business advantage can amount to a bribe. The relevant [Local Compliance Officer](#) must be consulted whenever a contract is to be executed for, or a payment is to be made to, a Government Official.

1. Engagement of Third Parties

It is an offence to make a bribe through a Third Party, including a contractor, agent or other representative, or to turn a "blind eye" to any such activity.

Kingfisher could be held liable, and subject to severe fines and reputational damage for bribery committed by Kingfisher Colleagues or Third Parties when acting on Kingfisher's behalf.

Kingfisher has a responsibility to exercise due care in selecting and monitoring those acting on its behalf to prevent bribery. The use of Third Parties must be justified and documented. Third Parties need to be scrutinised pursuant to the Integrity Due Diligence Policy (e.g. [Vendor Engagement Assessment](#) for Goods Not for Resale vendors and [Integrity Assessment](#) for Goods for Resale vendors) prior to contract award and any financial commitments.

In the event of an investigation, documentary evidence of reasonable decisions and checks will go a long way to protecting Kingfisher's reputation as well as individuals'. If a Kingfisher Colleague is in any doubt about a particular Third-Party appointment, they should consult the relevant [Local Compliance Officer](#) in the first instance.

All Kingfisher Colleagues should ensure that, when negotiating a new or renewing an existing agreement with Third Parties, the agreement includes Anti-Bribery and Corruption provisions approved by the Legal and Compliance team.

2. Interactions with Public Officials

As part of running our business, we engage with governments, regulators and similar bodies in several jurisdictions. There are heightened legal and reputational risks associated with relationships with Government Officials. Kingfisher Colleagues are required to comply with this Policy and the Group Corporate Affairs Policy at all times.

To mitigate the risk of bribery, special care needs to be taken by Kingfisher Colleagues in every interaction with Government Officials, directly or through Third Parties. Any contracts to be signed or payments to be made to Government Officials must be pre-approved by the Legal & Compliance team.

3. Gifts and hospitality

It is essential that the [Gifts and Hospitality Policy](#) is complied with in every business interaction. This is particularly relevant when interacting with Government Officials given the heightened risk of bribery and corruption. All items of gifts and hospitality offered to Government Officials require pre-approval from the relevant [Local Compliance Officer](#) under the Gifts and Hospitality Policy.

4. Donations to Political Parties

All Kingfisher Colleagues are responsible for ensuring that donations are not given to any

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political parties, in line with the Corporate Affairs Policy.

5. Charitable Donations and Sponsorship Projects

Any charitable donations and sponsorship projects must be vetted by the Legal and Compliance team and appropriate due diligence must be carried out in accordance with the Integrity Due Diligence Policy to ensure that the donation: (i) is not being made directly or indirectly to Government Officials; (ii) has not been requested by Government Officials; (iii) is intended to be made to legitimate and reputable entities; and (iv) is not for the purpose of influencing a decision by a Government Official.

6. Hiring decisions

The employment, hiring, or promotion of an individual (e.g. a relative of a Government Official) shall never be undertaken with the intention of influencing a Government Official. All Kingfisher Colleagues involved in recruiting processes must ensure that the relevant [Local Compliance Officer](#)'s approval has been obtained prior to the hiring of any current or former Government Official.

7. Conflict of Interest

Any relationship between a Kingfisher Colleague and a Government Official who is in a position to influence Kingfisher's business in any country must be disclosed to the Kingfisher Colleague's manager in accordance with the Conflicts of Interest Policy.

Conflicts of interest can also arise in other situations not involving Government Officials. For further information on what constitutes a conflict of interest, and the process for disclosure, please consult the [Conflicts of Interest Policy](#).

8. Lobbying

Lobbying is the practice of individuals and organisations trying to influence the opinions and decisions of officials in positions of power. It is generally acceptable and normal part of the legislative process, provided it is conducted in compliance with all applicable legal requirements.

Lobbying activities can only be carried out by Colleagues and Third Parties if conducted in compliance with all applicable legal requirements and by individuals formally appointed by Kingfisher Government Relations team.

Kingfisher Colleagues and Third Parties must never, directly or indirectly, offer or promise any personal or improper financial or other advantage to a Government Official for the purpose of obtaining information or influencing their decision-making processes.

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Colleagues who are members of trade or industry associations or who have contact with competitors at industry events or meetings should act with particular caution to ensure no matters to do with business terms or customers are discussed.

9. Influence Peddling

It is illegal for any Kingfisher Colleague to attempt to incite a Government Official to misuse his/her influence to obtain any favourable decisions for the company or the individual.

10. Disclosure of Actual or Attempted Bribes

If a Kingfisher Colleague experiences an actual or attempted bribe, they must disclose it to the relevant [Local Compliance Officer](#) or via our [Speak Up channel](#) (see our Whistleblowing Policy for further details).

Suppliers may offer discounts, rebates or other commercial terms of sale. These are not bribes if they are commercially justified and properly documented. Please consult with the relevant [Local Compliance Officer](#) if you have any concerns.

In the rare circumstance where a Kingfisher Colleague may face immediate risks to their personal safety, such as extortion backed by physical threats, the individual involved should take all necessary steps to avoid personal harm. Once the employee in question is able to do so, a full report should be made to the relevant [Local Compliance Officer](#).

11. Books and Records/Internal Controls

Kingfisher maintains a system of internal controls necessary to ensure that our financial records accurately and fairly reflect our transactions and dispositions of assets; that our company's resources and assets are used only in accordance with directives and authorisations by the board of directors and senior management; and that checks and balances are employed so as to prevent the by-passing or overriding of these controls.

All financial transactions must be properly and fairly recorded. Any payments must be justified by accompanying contract, invoice and receipt. Invoices and receipts must reflect the true nature of the financial transaction. All books and records will be open to inspection by the board of directors, auditors, internal auditors and any other party entitled to do so. There must be no "off book" or secret accounts, and no documents may be created which do not fairly and accurately reflect the transactions to which they relate.

No payment should be made where there is no proper contract or purchase order, invoice or receipt.

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12. Communication and Training

The HR teams in each Kingfisher Entity will ensure that Kingfisher Colleagues receive training on the Code of Conduct. The HR team is also responsible for ensuring that information regarding the SpeakUp service is made available to all staff in local language using posters provided to them, and that it is presented immediately to new hires in all parts of the Group.

13. Dispensations and exceptions

Dispensations and exceptions to this Policy may be sought from the Kingfisher Group Head of Compliance.

14. Proven Violations

Proven violations of provisions of the law, as well as Group Policies, may lead to severe disciplinary actions taken against the offending Kingfisher Colleague or Third-Party. Such action could involve:

- (a) a formal reprimand
- (b) suspension
- (c) legal proceedings; and/or
- (d) termination of employment or Third-Party contracts.

Bringing our policies to life

We all have a part to play in implementing this Policy and upholding Kingfisher's commitment to conduct the Group's business in a responsible and transparent manner.

Everyone within the Kingfisher Group is required to comply with this Policy.

You should be aware that breaches of this policy may result in an investigation that could lead to disciplinary action, up to and including dismissal. Depending on the circumstances, such breaches may also constitute a civil and/or criminal offence.

Support and questions

If you have any questions about this Policy, or if you are uncertain how to apply or follow the process you can email codeofconduct@kingfisher.com.

Definitions

For the purposes of this Policy:

“Bribery” is defined by international laws in many different ways. For the purposes of this Policy it means: the offering, promising, giving, accepting or soliciting of an advantage, both directly or indirectly (e.g. through Third Parties) which:

- (a) is designed to influence a Government Official in his or her capacity as such; or
- (b) is otherwise an inducement or reward for an action or omission by any person which is illegal, unethical, a breach of trust, a breach of a duty to act impartially or a breach of a duty to act in good faith.

“Corruption” means the abuse of entrusted power for private gain.

“Facilitation Payment” means a small bribe, also called a ‘facilitating’, ‘speed’ or ‘grease’ payment; made to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement.

“Government Official” means any individual regardless of rank or title who is employed or appointed by or otherwise represents a public authority (political or non-political) which is understood to be a national, state or local government office or agency, embassy, defence/military unit, state-owned enterprise, along with any governmental (e.g. EU, UN, NATO, OECD) or quasi-governmental (e.g. WTO, IMF) organisation. For the avoidance of doubt this includes anyone who holds a judicial position of any kind, members of a royal family, any elected representative of any kind, employees of local authorities and government departments, employees of companies wholly owned by or controlled by a public body or otherwise any person holding public authority or who discharges a public service mission.

“Kingfisher Colleagues” or **“Colleagues”** means all persons working for a Kingfisher Entity or on its behalf in any capacity, including employees at all levels, directors, officers, contractors, agency workers, seconded workers, volunteers, and interns.

“Kingfisher Entity” or **“Entity”** means all companies that are part of the Kingfisher Group, including Banners and Group Functions.

“Third Party” means all suppliers, vendors, service providers, intermediaries, agents, business

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partners, external consultants, charities, advisors or entities contracted or proposed to be contracted or engaged by Kingfisher.

Related documents

- [Kingfisher Code of Conduct](#)
- [Gifts and Hospitality Policy](#)
- Integrity Due Diligence Policy
- [Conflict of Interest Policy](#)
- [Whistleblowing Policy](#)
- Anti-Money Laundering Policy