

JD Sports Fashion Plc

Anti-bribery and Corruption Policy

Approved by Audit Committee: June 2025

Last Reviewed: June 2025

Next Review Date: June 2026

Person Responsible: Head of Legal Compliance

Version: v2.0

1. Objective

JD Sports Fashion Plc (“JD”) is always honest, always fair – which means we are committed to maintaining the highest standards of integrity and transparency in all business dealings. We maintain a zero-tolerance approach to bribery and corruption in all forms. This policy outlines our commitment to compliance with the UK Bribery Act 2010 and other applicable laws across all jurisdictions in which we operate.

Any colleague found engaging in bribery or corrupt practices will face disciplinary action, which may include dismissal and potential criminal prosecution.

2. Policy Statement

JD prohibits offering, giving, seeking or receiving any bribe—whether in cash or other value—to gain a business or personal advantage. This includes:

- Gifts, hospitality, or entertainment.
- Payments or favours in exchange for contracts or preferential treatment.
- Preferential treatment in supplier selection.

3. Scope

This policy applies to all JD Group companies and territories, including all colleagues, contractors, consultants, agency workers, and third parties acting on JD’s behalf. All colleagues are responsible for complying with this policy and reporting any concerns to their line manager, the Legal Compliance team or in line with the [Whistleblowing Policy](#). Managers are responsible for ensuring their teams understand and adhere to this policy.

4. What is Bribery?

Bribery involves offering, giving or receiving a benefit to influence a person’s actions improperly. Under the UK Bribery Act 2010, the following are offences:

- Offering or giving a bribe.
- Requesting or receiving a bribe.
- Bribing a foreign public official.

Bribery can occur even if nothing changes hands—the offer or request alone is sufficient to constitute an offence. The UK Bribery Act has extra-territorial reach - meaning an offence can be committed outside of the UK, but subject to UK law because the colleague is associated with JD.

Examples of Bribery

Bribery can take many forms and is not always obvious. Below are some illustrative examples:

1. Gifts and Hospitality

- A supplier offers a luxury watch to a JD colleague in exchange for awarding a contract.
- A business partner invites a JD manager to an all-expenses-paid holiday shortly before a major procurement decision.

2. Cash or Financial Incentives

- A contractor gives cash to a JD colleague to ensure their company is selected for a project.
- A job applicant offers money to a hiring manager to secure a position.

3. Favouritism

- A JD colleague awards a contract to a friend's company, despite it not being the most competitive bid.

4. Facilitation Payments

- A customs official is paid to expedite the release of goods at a port.
- A local government officer is given money to "fast-track" a permit or license.

5. Kickbacks

- A supplier agrees to pay a percentage of the contract value back to the JD colleague who awarded them the deal.
- A third-party intermediary receives a bonus for securing a government contract and shares part of it with a JD executive.

6. Non-Cash Bribes

- Promises of future employment or internships for family members.
- Offering tickets to exclusive events or memberships in return for business favors.

5. Reporting Concerns

If you suspect a bribe has been offered, sought or received:

Do:

- Stay calm and document your concerns (keeping as much detail as possible).
- Report to your Line Manager or via the Whistleblowing Helpline.
- Contact the Legal Compliance team at compliance@jdplc.com.

Do Not:

- Investigate the matter yourself – an experienced colleague will do that.
- Approach the suspected individual.
- Discuss the matter with anyone other than your Line manager or an appointed investigator.
- Do Nothing!

REMEMBER:

- You may be mistaken or there may be a good explanation – this will come out in the investigation. You will not be at a detriment or penalised if this is the case.
- Any incident reported in good faith will be supported by JD under the Whistleblowing Policy.
- The process may be complex and protracted. Investigations are carried out in confidence on a need-to-know basis. You will be updated if it is appropriate to do so; do not be alarmed if you have not heard anything.

JD supports all reports made in good faith and protects whistleblowers from retaliation.

6. Gifts and Hospitality

Reasonable and proportionate gifts and hospitality are permitted, provided they are not intended to influence business decisions. Refer to the Gifts and Hospitality Policy [link] for detailed guidance.

7. Third-Party Intermediaries (TPIs)

TPIs acting on JD's behalf must comply with this policy. JD may be held liable for corrupt actions by TPIs if red flags are ignored. Due diligence and monitoring are essential.

8. Donations and Sponsorships

- Political donations are strictly prohibited.
- Charitable donations must be made through JD's official foundations or approved processes.
- Commercial sponsorships require standard contract approvals.

9. Facilitation Payments and Kickbacks

Facilitation payments are usually relatively small sums paid to government officials to expedite a normal function. **Kickbacks** are generally financial incentives where an individual receives a payment for giving a positive outcome.

In some territories, there are greater risks that you are asked to make a facilitation payment. If you are asked to make a payment for something that you are not comfortable with, you must object and clearly state that it is JD's policy not to do that. In circumstances where that is not possible or you aren't sure, state that you need to take further advice. In any circumstances, you must notify the Legal Compliance team (compliance@jdplc.com) with a summary of the event and the names of those involved.

UNLESS – a facilitation payment is sought in circumstances where you feel unsafe or threatened if you do not pay. It is ok to pay in these circumstances. You should ask for a receipt which details the reason for the payment, if possible. You must immediately notify the Legal Compliance team with as much information as possible. No colleague should ever put themselves in a position where their safety is threatened.

10. Breaches of Policy

Violations of this policy may result in:

- Disciplinary action, including dismissal.
- Termination of contracts with third parties.
- Criminal prosecution and fines.

JD may report serious breaches to authorities such as the Serious Fraud Office or the Police.

11. Responsibilities

- This policy is reviewed annually by the Audit Committee
- Group General Counsel oversees policy implementation. Head of Legal Compliance manages day-to-day compliance and inquiries.
- All managers must ensure their teams understand and comply with this policy and receive regular training.

12. Related Policies

- Gifts and Hospitality Policy
- Whistleblowing Policy
- Disciplinary Policy
- Competing with Confidence Policy