

JD Sports Fashion Plc

Anti-bribery and Corruption Policy

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Person Responsible: Head of Legal Compliance

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Objective

JD Sports Fashion Plc ("JD") conducts all its business in an honest and ethical manner, and has a zero-tolerance policy on bribery and corruption. Acts or allegations of bribery or abuse of position for personal gain can seriously damage JD's reputation. JD is bound by UK laws, including the Bribery Act 2010 in respect of its activities in the UK and in other territories. Any employee who is found to be offering, giving or taking bribes, or engaging in any acts of corruption will be subject to disciplinary action, which may ultimately lead to dismissal and, in some cases, criminal proceedings.

JD aims to reduce the risk of bribery and corruption by putting in place preventative arrangements.

About this Policy

It is the responsibility of all Colleagues, contractors and agents to report any reasonable suspicions of bribery and corruption. It is also the JD's policy that a Colleague must not suffer because they reported reasonably held suspicions – see the [Whistleblowing Policy](#).

This policy and the Whistleblowing Policy are available the Company HRIS or via the JDPLC.com website.

Who should follow this Policy?

This Policy applies across all JD Group companies across all territories, and to all Colleagues across the JD Group and any associated persons acting on its behalf, including directly employed colleagues, consultants, contractors and agency workers ("Colleagues"). Third parties may also be required to comply with the Supplier Ethical Code of Practice.

It is essential that everyone across JD follows this Policy, even in situations where local laws may allow for inducements.

The Group's zero tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of the business relationship with them and as appropriate thereafter. This is communicated via the Supplier Ethical Code of Practice.

What is Bribery?

Bribery is generally defined as the offering, giving or accepting a financial or other advantage to encourage or persuade someone to do something improper or to reward that person for having already done so.

A bribe can take many forms, it has no minimum value and is not limited to cash. Some examples might be:

- Gifts, hospitality, entertainment or promise of services. If the inducement (e.g. offer of entertainment) makes the recipient act improperly, then it can be considered a bribe.
- Colleagues accepting or giving a payment in return for a contract e.g. an individual accepting cash from a contractor in return for engaging them or buying something from them.
- Approving a contract, or selecting a supplier, based on your relationship with the supplier – rather than on merit.

The UK's Bribery Act 2010 provides four main offences:

- Giving or offering a bribe
- Receiving or requesting a bribe
- Bribing a foreign public official (also known as facilitation payments)

- Negligently failing to prevent a bribe (also known as a corporate criminal 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 employee is associated with JD.

Under the UK Bribery Act, an offence has been committed even if **no** money or goods have been exchanged, but because they have been offered or requested

JD prohibits offering, giving, seeking or accepting any bribe, whether cash or other inducement, in any circumstances:

- to or from any person or company
- by any individual employee, agent or other person acting on our behalf
- in order to gain any commercial or contractual advantage for JD; or
- in order to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual (like a family member).

What to do if you suspect Bribery?

If you suspect any form of bribery, you must inform your Line Manager as a matter of urgency. In the event that you are concerned about speaking to your Line Manager, then you must report the incident via the [whistleblowing process](#) or by contacting the Legal Compliance team directly (compliance@jdplc.com).

The following guidance is for individuals who suspect bribery and corruption:

DO:

- Stay calm – remember you are a witness not a complainant
- Write down your concerns immediately – make a note of all relevant details such as what was said in phone or other conversations, the date, the time and the names of anyone involved
- Report your concerns to the whistleblowing helpline as soon as possible. You will not suffer repercussions by following the correct procedures.

DO NOT:

- Investigate the matter yourself. An appropriately experienced colleague will gather the evidence, you only need to tell JD what you suspect.
- Approach the person involved (this may lead to them destroying evidence)
- Discuss your suspicions with anyone other than your Line manager or to the investigator appointed through the whistleblowing helpline.
- Use the process to pursue a personal grievance.
- Do nothing!

REMEMBER:

- You may be mistaken or there may be an innocent or 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.

Gifts and Hospitality

This Policy does not prohibit normal and appropriate gifts and hospitality (given and received) to and from third parties unless otherwise specifically stated (i.e. from sanctioned entities). The UK Bribery Act recognises that genuine corporate hospitality or promotional expenditure that is proportionate and reasonable for our business is fair and legitimate.

Please read JD's Gifts and Hospitality Policy [\[link\]](#) to understand the specific requirements.

Third Party Intermediaries

JD engages with a number of third parties and suppliers, some of which may be classified as Third-Party Intermediaries (TPI). A TPI is an individual or entity engaged to interact with third parties on behalf of JD to help (1) obtain business or other commercial benefit, or (2) obtain government or regulatory actions or approvals. TPIs carry some bribery and corruption risks. JD could be held criminally liable if they know, or even if they ignore red flags that a TPI will engage in corrupt activity on JD's behalf.

Donations and Sponsorships

JD does not make political donations. Charitable donations are made on behalf of and by JD, through the official charity foundations such as the JD Foundation and JD Finishline Foundation. Any donation by or on behalf of JD to a charity that is not made via a foundation must be undertaken in accordance with existing Supplier purchase order/expenditure processes and approvals.

Commercial sponsorships are permitted and are subject to the usual approvals for commercial arrangements.

Facilitation Payments and Kickbacks

Facilitation payments are usually relatively small sums paid to government officials to expedite a normal function. For example, paying an official to put documents to the top of the pile for approval or paying at the docks to have products released early. Kickbacks are generally financial incentives where an individual receives a payment in consequence of a positive outcome. For example, a contract is awarded by company A to company B. A director of company A receives a payment from company B.

In some territories, there may be a greater risk 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.

Breach of Policy

Any breach of this Policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to JD's reputation.

A breach of this Policy by an employee may lead to disciplinary action. JD may terminate the contract of any persons, including consultants or other workers who act for, or on behalf of, JD who are found to have breached this Policy.

Note that bribery is a criminal offence that may result in up to ten years' imprisonment and/or an unlimited fine for the individual and an unlimited fine for JD.

JD may also report the matter to relevant authorities such as the Serious Fraud Office and the Police. JD will provide all necessary assistance to the relevant authorities if required.

Who is responsible for this Policy?

The JD Anti-bribery and Corruption Policy is reviewed annually by the Audit Committee.

The Group General Counsel has primary responsibility for implementing the Policy. The day-to-day operations of monitoring its use and effectiveness together with dealing with any queries, is the responsibility of the Head of Legal Compliance.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this Policy and are given adequate and regular training in relation to anti-bribery and corruption.

Related Policies

This Policy is linked to the following policies [links]:

- Gifts and Hospitality Policy
- [Whistleblowing Policy](#)
- Disciplinary Policy
- Competing with Confidence