

Anti-Bribery and Corruption Statement

Bathroom Brands Limited (the 'Company') and its subsidiaries (together the 'Group') are committed to applying the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. Every employee and individual acting on the Group's behalf is responsible for maintaining the Group's reputation and for conducting business honestly and professionally.

The Group considers that bribery and corruption has a detrimental impact on business by undermining good governance and distorting free markets. The Group benefits from carrying out business in a transparent and ethical way. The Group does not tolerate any form of bribery, whether direct or indirect, by, or of, its employees, officers, agents or consultants or any persons or companies acting for it or on its behalf. The Board and senior management are committed to implementing and enforcing effective systems to prevent and eliminate bribery, in accordance with the Bribery Act 2010.

The Group and its subsidiary companies have issued an anti-bribery and corruption policy outlining the Group's position on preventing and prohibiting bribery and corruption. This policy applies to all employees and they are required to familiarize themselves and comply with it.

A bribe is a financial advantage or other reward that is offered to, given to, or received by an individual or Group (whether directly or indirectly) to induce or influence that individual or Group to perform public or corporate functions or duties improperly. Employees and others acting for or on behalf of the Group are strictly prohibited from making, soliciting or receiving any bribes or unauthorised payments. As part of its anti-bribery measures, the Group accepts transparent, proportionate, reasonable and bona fide hospitality and promotional expenditure, whether given or received.

A breach of this policy by any employee will be treated as grounds for disciplinary action. The Group will not conduct business with service providers, agents or representatives that do not support appropriate anti-bribery and corruption objectives. The success of the Group's anti-bribery and corruption measures depends on all employees, and those acting for the Group, playing their part in helping to prevent bribery. Therefore, all employees and others acting for, or on behalf of, the Company are encouraged to report any suspected bribery in accordance with the procedures set out in the Policies or in the case of third parties to the Company Secretary. The Group will support any individuals who make such a report in good faith, with training being made available in pursuit of best practice.

Signed: 

Chairman: Bathroom Brands Limited

Date: 25 May 2021

Anti-Bribery and Corruption Policy

Introduction

Bathroom Brands Limited (the 'Company') and its subsidiaries (together the 'Group') are committed to applying the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. This policy outlines the Group's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. The Group will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

Scope of this policy

This policy applies to all employees and officers of the Group, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Group ("associated persons") within the UK and overseas. Every employee and associated person acting for, or on behalf of, the Group is responsible for maintaining the highest standards of business conduct.

While applicable to *all* staff, it should be recognized that certain posts, as a result of their role, work or influence will be exposed to a greater extent to potential bribery and corruption and need therefore to exercise the very highest possible standards of conduct and maintain exemplary procedures, processes and records.

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 the reputation and standing of the Group.

The Group may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the Group.

The Bribery Act 2010 came in to force from 1 July 2011. This policy covers:

- the main areas of liability under the Bribery Act 2010;
- the responsibilities of employees and associated persons acting for, or on behalf of, the Group; and
- the consequences of any breaches of this policy.

Bribery Act 2010

The Group is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas.

Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a function or activity; or
- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant function or activity includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another organisation or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act 2010 if:

- an employee or associated person acting for, or on behalf of, the Group offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, the Group offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of his/her duties (where local law does not permit or require such influence); and
- the Group does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

All employees and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010. Employees and other individuals acting for the Group should note that bribery is a criminal offence that may result in up to 10 years' imprisonment and/or an unlimited fine for the individual and an unlimited fine for the Group.

What is prohibited?

The Group prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or organisation, regardless of whether the employee or associated person is situated in the UK or overseas.

The bribe might be made to ensure that a person or organisation improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the Group in either obtaining or maintaining Group business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

Records

Employees and, where applicable, associated persons, are required to take particular care to ensure that all organisation records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

Employees and associated persons are required to notify the Directors' PA of all corporate hospitality, entertainment or gifts accepted or offered, who will keep accurate, detailed and up-to-date records.

Working overseas

Employees and associated persons conducting business on behalf of the Group outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based employees. Employees and associated persons owe a duty to the Group to be extra vigilant when conducting international business.

Employees and associated persons working abroad are required to report suspicions of bribery to the Company Secretary. While any suspicious circumstances should be reported, employees and associated persons are required particularly to report:

- requests for cash payments;
- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices.

If an employee or associated person is in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to the Company Secretary.

Facilitation payments

The Group prohibits its employees or associated persons from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures, distinct from an official, publicly available fast-track process. Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and the Group under the Bribery Act 2010, even where such payments are made or requested overseas.



Corporate entertainment, gifts, hospitality and promotional expenditure

The Group permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of the Group; or
- to present the Group's goods and services effectively;

provided that it is:

- arranged in good faith, and
- not offered, promised or accepted to secure an advantage for the Group or any of its employees or associated persons or to influence the impartiality of the recipient.

The Group will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

This principle applies to employees and associated persons, whether based in the UK or overseas.

Employees and, where relevant, associated persons should submit proposals for hospitality and promotional events expenditure in advance to Chief Financial Officer for approval.

Employees are required to confirm:

- the purpose of the proposed client entertainment or expenditure;
- those who will be attending;
- the organisation(s) that they represent; and
- details of the proposed activity.

The Group will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The Group will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought.

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to the Directors' PA and a record will be kept of same. Other benefits (e.g. meals, drinks, accommodation, travel) should be reported to the Directors' PA where they are disproportionate to their purpose. (e.g. staying at a five star hotel, first class travel, an expensive meal (over £100 per head), plus drinks for a two hour business meeting).

In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons may be asked to return



the gifts to the sender or refuse the entertainment, for example, where there could be a real or perceived conflict of interest.

As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, can, with the approval of their line manager, be retained by employees or most notably around the end of the calendar year, 'pooled' for the benefit of all employees.

If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from Chief Financial Officer is required, together with details of the intended recipients, reasons for the gift and business objective. Employees and, where applicable, associated persons must supply records and receipts, in accordance with the Group's expenses policy.

Charitable, community and political donations

The Group considers that charitable giving can form part of its wider commitment and responsibility to the community. The Group supports a number of charities that are selected in accordance with objective criteria. The Group also supports fundraising events involving employees.

The Group does not make donations to any political parties.

What practices are permitted?

This policy does not prohibit:

- normal and appropriate hospitality and entertainment with clients (please see the Group's expenses policy); and
- the use of any recognised fast-track process that is publicly available on payment of a fee.

Any such practices must be proportionate, reasonable and made in good faith. Clear records must be kept.

Monitoring, detecting and reporting potential and suspected bribery

The Group has in place a number of measures to prevent, detect and prohibit bribery, including financial controls and reporting. The Group will regularly, where relevant, identify employees or officers of the Group who are in positions where they may be exposed to bribery. Employees and associated persons are requested to assist the Group and to remain vigilant in preventing, detecting and reporting bribery. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties.



The Group has established an on-line training programme, including a module concerning Anti-Bribery and Corruption which is mandatory for Board members, all Executive officers and identified key employees.

A form is available from the HR department to allow employees to record any incidents of suspected bribery, which may also be raised through the Group's Whistleblowing policy. In addition, staff are encouraged to report any incidences through our secure online compliance reporting service (EthicsPoint) anonymously or otherwise. Any such reports will be thoroughly and promptly investigated by a senior manager in the strictest confidence. Employees and associated persons will be required to assist in any investigation into possible or suspected bribery.

Employees or associated persons who report instances of bribery in good faith will be supported by the Group. The Group will ensure that the individual is not subjected to detrimental treatment as a consequence of his/her report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to the Company Secretary.

Action by the Company

The Group will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Group will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. The Group may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Group who are found to have breached this policy.

The Group may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. The Group will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

Review

The Group communicates its anti-bribery measures to employees and associated persons. The implementation of this policy and related procedures will be reviewed, monitored and reported on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

Employees and those working for, or on behalf of, the Group are encouraged to contact the Company Secretary with any suggestions, comments or feedback that they may have on how these procedures may be improved.



The Group reserves the right to amend and update this policy as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment.

Date: 25 May 2021