DFS GROUP

Anti Bribery & Corruption Policy

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Contents

Document Control Summary

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1.3	Liz McDonald	Update approved by the Board	01/07/2026

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Related Documents

Document Name	Document Location
Gifts and Hospitality Policy Anti-bribery and Corruption policy Employee Code of Conduct Expenses Policy Whistleblowing Policy Charitable Giving and Volunteering Policy	Gifts and Hospitality Policy FINAL (170424).pdf - Google Drive

Anti-bribery and Corruption policy

1. Why do we have this policy?

1.1 The DFS Group is committed to doing business in the right way to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption. Bribery is a crime and can have serious consequences for anyone involved in it. The Group is dedicated to implementing and enforcing robust systems to detect and prevent corrupt practices.

1.2 This policy sets out our approach to preventing bribery. It provides information and guidance on how to recognise and deal with bribery and corruption issues.

1.3 We expect all our colleagues, suppliers and partners to comply with this policy and to comply with our Group Code of Conduct and our Supplier Codes of Practice.

1.4 The legal requirements governing anti-bribery are primarily established by the Bribery Act 2010. This legislation applies to Company conduct both domestically and internationally. The Group shall uphold all applicable anti-corruption laws in every jurisdiction of operation.

1.5 Disciplinary action, up to and including dismissal, may be taken against any colleague who breaches this policy. Contracts with suppliers and subcontractors who breach this policy will be terminated.

2. What is Bribery?

2.1 **Bribery** is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

2.2 An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

2.3 A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

2.4 **Corruption** is the abuse of entrusted power or position for private gain.

2.5 **Legal Consequences and Regulatory Enforcement:** Bribery is a serious criminal offence. Individuals convicted of bribery face up to ten years' imprisonment and unlimited fines. For the Group, a failure to prevent bribery may result in uncapped financial penalties and severe reputational damage. As an FCA-regulated firm, we report any policy breaches resulting in disciplinary action to the FCA. The FCA can ban you from working in the financial services sector.

2.6 Third Parties: A "third party" refers to any individual or organisation encountered during your work. This includes, but is not limited to: suppliers, distributors, agents, advisers, business contacts, and public bodies (including government officials, politicians, and political parties).

3. Your Responsibilities

You must **Never:**

(a) Offer, promise, or provide any payment, gift, or hospitality with the intent to secure or reward an improper business advantage.
(b) Exchange gifts or hospitality during commercial negotiations or tender processes where such actions could be perceived as an attempt to influence the outcome.
(c) Accept any advantage from a third party if you suspect it is offered in expectation of a reciprocal business advantage. All hospitality must comply with the Gifts and Hospitality Policy and be formally recorded.
(d) Accept hospitality that is lavish, extravagant, or inappropriate under the specific circumstances.
(e) Offer or accept gifts involving government officials, political representatives, or political parties.
(f) Threaten or retaliate against any individual who refuses to engage in bribery or who raises a concern in good faith.
(g) Participate in any other conduct that could result in a breach of this policy or relevant legislation.

*Examples of different scenarios which could involve a bribe are set out in the FAQ's attached to this policy.

4. Prohibition of Facilitation Payments and Kickbacks

Certain payments, notwithstanding local customs, constitute bribery under this policy. Payments to public officials are strictly prohibited:

4.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

4.2 Facilitation payments, are typically small, unofficial payments made to secure or expedite a routine process or procedure (for example by a government official). They are not common in the UK, but are common in some other jurisdictions in which we operate. Facilitation payments are illegal even in countries where such payments are common practice.

4.3 You must avoid any activity that might lead to a facilitation payment or kickback being made by us or on our behalf, or that might suggest that such a payment will be made or accepted.

4.4 If you have any suspicions, concerns or queries regarding a payment, you should report your concerns immediately to your line manager or via the whistleblowing procedure.

5. Gifts and Hospitality

5.1 Gifts and Hospitality can play a positive role in building relationships with DFS Group's suppliers and other third parties. However this activity can also place you and the Company at risk of accusations of bribery.

5.2 This policy allows reasonable and appropriate hospitality, entertainment or gifts given to or received from third parties, for the purposes of:

- establishing or maintaining good business relationships;
- improving or maintaining our image or reputation; or
- marketing or presenting our products and/or services effectively.

5.3 The offering, giving and receiving of gifts and hospitality must be in line with our Gifts and Hospitality Policy.Gifts and Hospitality Policy FINAL (170424).pdf - Google Drive . All gifts and third party hospitality must be approved and recorded in the Gifts and Hospitality registers. Any queries regarding whether the acceptance of Gifts or Hospitality is appropriate, should be referred to the Group Head of Compliance and Risk.

6. Donations, Sponsorships and Charitable contributions

6.1 We are proud of the charitable work we do to help support the communities where we live and work. Donations, or sponsorships can carry a risk as they are a convenient route for a bribe. We must ensure we only donate and sponsor legitimate organisations and individuals, all transactions must be transparent and properly scrutinised.

6.2 We only make charitable donations that are legal and ethical under local laws and practices and in accordance with our Communities and Charitable Giving Policy.

6.3 We do not make contributions to political parties.

7. Due Diligence

7.1 We are responsible for preventing bribery by any third party acting on our behalf. It is important that we know who we are working with and that all our suppliers, subcontractors or agents act in line with our ethics and values. They must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to any third parties on our behalf.

7.2 In some areas of the world, bribery is more common than in others. This means that third parties operating in higher bribery risk locations may be more likely to brief or be bribed than in other areas. We must ensure that we always follow the correct procurement process and supplier on-boarding process for every supplier and that the mandatory contractual clauses relating to bribery are included in every contract. The Group has the right to audit suppliers and require suppliers to confirm annuallythat they are compliant with the Bribery Act 2010.

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

8. Your responsibilities

8.1 You must ensure that you read, understand and comply with this policy.

8.2 The prevention, detection and reporting of bribery and other forms of corruption is the responsibility of everyone. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.

8.3 You must notify your manager, or contact the Whistleblowing helpline as soon as possible if you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur.

8.4 If you are unsure about whether a particular act breaches this policy, please check with your line manager, or the Chief Legal & Business Assurance Officer.

8.5 If required for your role you must complete the on-line training module on anti-bribery and corruption.

9. Our Commitment.

9.1 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their concerns that an actual or potential bribery or other corruption offences have taken place.

10. Monitoring and Review

10.1 Our zero-tolerance approach to bribery and corruption is communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter

10.2 In order to ensure that we have 'adequate procedures' in place to prevent bribery we will carry out Anti bribery and corruption audits which will include relationships with our key third party suppliers. The Internal Audit function may review supplier contracts from individual suppliers, including where applicable any tender processes.

11. Compliance

11.1 We take a strict approach to breaches of this policy, which will be dealt with in accordance with our Discipline Policy.

11.2 If anyone is found to have breached the policy, then disciplinary action may be taken; up to and including dismissal.

11.3 In regards to our suppliers, partners or contractors, any breach of this Policy may lead to termination of contract and cancellation of orders. Should any proven breach be criminal, we will support the appropriate authorities in their prosecutions of the individuals involved, regardless of the jurisdiction.

12. Responsibility for this policy

12.1 The Board of Directors has responsibility for this policy. The Chief Legal & Business Assurance Officer has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, and dealing with any queries about it.

12.2 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 on it.

12.3 This policy has been approved by the Board of Directors of DFS Furniture PLC. This policy does not form part of any employee's contract of employment and we may amend it at any time. This policy will be reviewed at least annually.

Adopted by the Board of DFS Furniture PLC on the 09 July 2026

Appendix 1
Frequently Asked Questions (FAQs)

The following is a list of scenarios that may arise and which may raise concerns under anti-bribery and anti-corruption laws. This list is not exhaustive.

(a) Expediting Logistics via Unofficial Payments: If a Company shipment is delayed at an international port, and a supplier suggests that a nominal payment to a port official is required for release, is such a payment permissible?

No. Such a transaction constitutes a facilitation payment, which is classified as bribery and is illegal under the Bribery Act 2010. Personnel must immediately notify the Legal and Compliance Department.

(b) Expedited Supplier Onboarding: In circumstances where a new supplier is required urgently, and the entity is well-established, is it permissible to bypass the standard due diligence process?

No. Comprehensive due diligence is mandatory for all third parties, as their actions can create criminal liability for the DFS Group. Reputable suppliers recognize this as a standard requirement of ethical business practice and are expected to cooperate fully.

(c) An individual you are working with demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services. Can we agree?

No, this could constitute a bribe.

(d) Post-Tender Corporate Hospitality: Is an employee permitted to accept corporate tickets from a supplier following their successful selection in a tender process?

Acceptance may be permissible provided the hospitality strictly adheres to the Gifts and Hospitality Policy and is formally recorded in the Company's Gifts and Hospitality Register.

(e) You receive an invoice from a third party that appears to be non-standard or customised should I accept it?

No, this could indicate corruption.

(f) When carrying out an audit of a third party overseas you return to your hotel room and have found an envelope full of cash with a note from the supplier to say they are looking forward to seeing the report. Is this bribery?

Yes, and you should immediately notify your line manager, that the supplier has attempted to bribe you, you have done nothing wrong. The payment cannot be accepted and must be returned to the supplier.

(g) A supplier gives your son a job but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.