



● Daisy Group Limited

Anti-Bribery and Corruption Code of Conduct

This Code applies to Daisy Group Limited (the “Company”) and each of its subsidiary companies (each being a “Daisy Group Company” and, together with the Company, “Daisy” or the “Group”)

1. POLICY STATEMENT

- 1.1 It is Daisy’s policy to conduct all of its business in an honest and ethical manner. Daisy takes a zero tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all of its business dealings and relationships wherever it operates and implementing and enforcing effective systems to counter bribery. Daisy is also fully supportive of effective actions to counter bribery and corruption elsewhere in the business community.
- 1.2 Daisy will uphold all applicable laws relevant to countering bribery and corruption, including the Bribery Act 2010.
- 1.3 The purpose of this Code is to:
 - (a) set out Daisy’s responsibilities, and the responsibilities of those working for Daisy, in observing and upholding the Group’s position on bribery and corruption; and
 - (b) provide information and guidance to those working for Daisy on how to recognise and deal with bribery and corruption issues.
- 1.4 It is widely accepted that bribery and corruption cause poverty and suffering and inhibit economic growth. Bribery and corruption are punishable for individuals by up to ten years’ imprisonment and if Daisy is found to have taken part in corruption Daisy could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. Daisy therefore takes its legal responsibilities very seriously.
- 1.5 In this Code, third party means any individual or organisation you come into contact with during the course of your work for Daisy, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2. WHO IS COVERED BY THE CODE?

This Code applies to all individuals working for Daisy at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, seconded staff, homeworkers, casual workers and agency staff, agents, business partners, resellers or any other person associated with Daisy, or any Daisy Group Company or their employees, wherever located (collectively referred to as workers in this Code).

3. WHAT IS BRIBERY?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

Examples:

Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with Daisy.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. Daisy may also be found to have committed an offence because the offer has been made to obtain business for Daisy. It may also be an offence for the potential client to accept your offer.

Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure Daisy continues 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.

Bribing a foreign official

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing goods through customs.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for Daisy. Daisy may also be found to have committed an offence.

4. GIFTS AND HOSPITALITY

- 4.1 This Code does not prohibit reasonable, proportionate and appropriate gifts or hospitality (given and received in good faith) to or from third parties provided the Group's Delegated Powers of Authority and the Group's Gifts and Hospitality Policy are both complied with and provided, in particular, the gift or hospitality:
- (a) is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
 - (b) should be in Daisy's name, not in your name;
 - (c) does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - (d) is appropriate in the circumstances (for example, it is customary for small gifts to be given at Christmas time);
 - (e) taking into account the reason for the gift, is of an appropriate type and value and given at an appropriate time;
 - (f) is given openly, not secretly; and
 - (g) is not offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of a member of the Group's Executive Team.

- 4.2 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered – gifts and hospitality will not be appropriate if intended to encourage or reward any improper acts or performance by the recipient.

5. WHAT IS NOT ACCEPTABLE?

It is not acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the intention, expectation or hope that business or a business advantage will be improperly received or retained, or to reward business or a business advantage already improperly given or retained;
- (b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- (c) accept payment from a third party that you know or suspect is offered with the intention, expectation or hope that it will improperly obtain or retain business or a business advantage for them;
- (d) accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an intention, expectation or hope that business or a business advantage will be improperly provided by Daisy in return;
- (e) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this Code; or
- (f) engage in any activity that might lead to a breach of this Code.

6. FACILITATION PAYMENTS AND KICKBACKS

- 6.1 Facilitation payments or "kickbacks" are illegal, and Daisy does not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.
- 6.2 If you are asked to make a payment on Daisy's behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your manager.
- 6.3 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by Daisy.

7. DONATIONS

Daisy does not make contributions to political parties. Daisy only makes charitable donations that are legal and ethical. No donation must be offered or made without the prior approval of a member of the Executive Team.

8. YOUR RESPONSIBILITIES

- 8.1 You must ensure that you read, understand and comply with this Code.
- 8.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Daisy or under Daisy's control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this Code.
- 8.3 You must notify your manager as soon as possible if you believe or suspect that a conflict with (or a breach of) this Code has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with Daisy, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in the Schedule to this Code.
- 8.4 Any employee who breaches this Code will face disciplinary action, which could result in dismissal for gross misconduct. Daisy reserves its right to terminate its contractual relationship with other workers if they breach this Code.

9. RECORD-KEEPING

- 9.1 Daisy must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 9.2 You must declare all hospitality or gifts accepted or offered in accordance with the Group's Corporate Hospitality Code.
- 9.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the relevant expenses policy and specifically record the reason for the expenditure.
- 9.4 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

10. HOW TO RAISE A CONCERN

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your manager. Concerns should be reported by following the procedure set out in the Group's Policy on Raising Concerns about the Conduct of Business.

11. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you tell your manager as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

12. PROTECTION

- 12.1 Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Daisy aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Code, even if they turn out to be mistaken.
- 12.2 Daisy is 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 suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Group's HR Director immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the Group's Grievance Procedure.

13. TRAINING AND COMMUNICATION

- 13.1 Training on this Code will form part of the induction process for all new workers. All existing workers will receive training on how to implement and adhere to this Code.
- 13.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

14. WHO IS RESPONSIBLE FOR THE CODE?

- 14.1 The board of directors has overall responsibility for ensuring this Code complies with Daisy's legal and ethical obligations, and that all those under Daisy's control comply with it.
- 14.2 The Group's Executive Team have primary and day-to-day responsibility for implementing this Code, and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Code.

15. MONITORING AND REVIEW

- 15.1 The Executive Team will monitor the effectiveness and review the implementation of this Code regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.
- 15.2 All workers are responsible for the success of this Code and should ensure they use it to disclose any suspected danger or wrongdoing.
- 15.3 Workers are invited to comment on this Code and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Group General Counsel.
- 15.4 This Code does not form part of any employee's contract of employment and it may be amended at any time.

● Schedule

POTENTIAL RISK SCENARIOS: “RED FLAGS”

The following is a list of possible red flags that may arise during the course of you working for Daisy and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for Daisy, you must report them promptly to your manager:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with Daisy, or carrying out a government function or process for Daisy;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to “facilitate” a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to “overlook” potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that Daisy has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Daisy; or
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third party.