



Anti-Corruption and Anti-Bribery Policy

It is Dunelm Group plc's policy to obey the law and ethical standards in all countries in which the Group does business. We take a zero-tolerance approach to bribery, corruption, fraud and tax evasion, and are committed to acting fairly and honestly in all our business dealings and relationships.

We do not accept or offer bribes.

We do not accept or offer gifts or entertainment that are intended, or appear to influence business decisions. We have a policy on the acceptance of gifts and other privileges that applies to all colleagues.

We do not make political contributions on behalf of the Company.

We do not tolerate the commission or facilitation of fraud or tax evasion by any colleague, supplier or any other person associated with the Company.

Any instances of actual or suspected non-compliance with this policy must be reported.

We require all colleagues, directors, consultants, agency colleagues, agents and any other person associated with us to comply with this policy.

Colleagues who fail to comply with this policy may be subject to disciplinary action, including suspension and termination of employment.

We may terminate our relationship with any third party who fails to comply with this policy.

Nick Wilkinson
Chief Executive
February 2018



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Introduction

It is Dunelm Group plc's policy to obey the law and ethical standards in all countries in which the Group does business. We take a zero-tolerance approach to bribery, corruption, fraud and tax evasion, and are committed to acting fairly and honestly in all our business dealings and relationships.

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, colleagues (whether permanent, fixed-term or temporary), consultants, agency staff, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as **workers** in this policy).

Any individual who breaches anti-bribery or anti-tax evasion laws commits a criminal offence and could be fined or sent to prison for up to 10 years. In addition, the Company could be fined and face damage to our reputation. It is therefore very important that we understand and comply with the law and this policy.

In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential customers, suppliers, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

What is Bribery and what must I not do?

A **bribe** is an inducement or reward offered, promised or provided to a third party in order to gain any commercial, contractual, regulatory or personal advantage. This can include a payment, a gift or hospitality. Some examples are set out at the end of this section.

Individuals to whom this policy applies must not, either themselves or through a third party:

- Give, promise to give, or offer, a bribe with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- Give, promise to give, or offer, a bribe to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- Accept a bribe from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- Threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy.

Examples:

Offering a bribe

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

You would be committing an offence as you are making the offer to gain a commercial advantage. The company may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential customer 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 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.

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 our goods through customs. You have committed the offence of bribing a foreign public official and the Company may also be liable.

Gifts and Hospitality

This policy does not prevent normal and appropriate hospitality (given and received) as set out below:

- Gifts of small value (up to £10) may be accepted if given openly, with the approval of your manager. Gifts in excess of this must be sent to the PA to the Chief Executive and put into a staff raffle.
- Occasional hospitality may be accepted if it is exclusively dedicated to the fostering or improvement of business relationships and has been pre-authorised by your manager and notified to the PA to the Chief Executive. Travel and lodging may not be accepted.
- Gifts and hospitality may not be offered with the intention of inducing or rewarding improper business conduct by a third party and require agreement of your manager and to be notified to the PA to the Chief Executive.

Fraud/Tax Evasion

We do not commit Fraud or Tax Evasion or facilitate (allow or assist) the commission of Fraud or Tax Evasion by our colleagues, suppliers or any other party associated with Dunelm.

Example:

A Dunelm supplier commits VAT fraud by not declaring income from Dunelm, and this is facilitated by a Dunelm colleague who knowingly makes payments direct to a personal bank account of a director of the supplier.

Donations

We do not make donations to political parties. We only make charitable donations that are legal and ethical and no donation must be offered or made without the prior approval of the Marketing Department.

Your Responsibilities

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

You must notify the People Department, as soon as possible if you believe or suspect that a breach of this policy has occurred, or may occur in the future. For example, if a supplier or



potential supplier offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business.

If you prefer, you may use the Company's Whistleblowing Procedure.

We will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

If you believe that you have suffered any detriment connected with raising a concern under this policy, you should inform the People Department immediately. If the matter is not remedied, and you are a colleague, you should raise it formally using the Company's Grievance Procedure.

Any colleague who breaches this policy will face disciplinary action in accordance with the Company's Disciplinary Policy and Procedure, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

Record-Keeping

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, 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.

Who is Responsible for the Policy?

The Board of Directors has overall responsibility for this policy and for ensuring compliance with it.

Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy.

The Head of People Department has day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation.

Monitoring and Review

The Board of Directors will review this policy regularly. Any improvements identified will be made as soon as possible.

Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Head of People Department.



This policy does not form part of any colleague's contract of employment and it may be amended at any time.