

**St Ives plc**  
**Anti-Corruption and Bribery Policy (“the Policy”)**

**GUIDELINES ON BUSINESS CONDUCT**

**1. Introduction**

The board has made a high level policy statement on its position on corruption and bribery and these Guidelines have been produced to help us to adhere to the principles and business ethics set by the board in its policy statement. The following Policy and Guidelines supplement the principles set out in the Group’s Ethical Trading Policy.

St Ives Group wishes to demonstrate that its entities operate fairly, transparently and with integrity. The Policy and Guidelines therefore seek to:

- i) ensure that St Ives plc and its subsidiaries (“St Ives”) comply fully with all applicable laws and operate to ethical standards wherever they conduct business; and
- ii) set out in a clear manner the respective responsibilities of St Ives, and those working for St Ives, to observe and uphold the board’s position on bribery and corruption; and
- iii) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

**2. Scope**

2.1 These Guidelines apply to all St Ives’ employees and, where appropriate, to third parties (as defined in section 5.1 below).

2.2 These Guidelines apply throughout the St Ives Group.

2.3 Everyone at St Ives must behave in a manner which demonstrates that all business is performed to the highest ethical standards and complies both with these Guidelines and all applicable laws.

**3. Policy**

3.1 No one at St Ives will engage in any form of bribery.

3.2 a “bribe” is the promise of money, reward, favour or a benefit to a public official or other person in order to influence the conduct or judgement of that person.

In particular, no St Ives employee will

- (i) offer any bribe to any person
- (ii) accept or solicit any bribe; and/or
- (iii) engage in any form of indirect bribery by offering or receiving any bribe through third parties.

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#### **4. Compliance and Oversight**

Senior management (which means divisional Managing Directors and Finance Directors, or their equivalent, and the local Director or General Manager of the relevant business unit) is responsible for implementing these Guidelines and enforcing them.

Senior Management must ensure that: the Policy is adequately communicated to employees and third parties.

Senior Management is also responsible for:

- a) ensuring payments, gifts and customer entertainment are undertaken and business expenses incurred in accordance with these Guidelines and the Group's standing instructions on business expenses; and
- b) that employees are clear as to what reciprocal benefits are acceptable under these Guidelines

Internal Audit will monitor the implementation of the Guidelines and will test compliance. Questions on the interpretation of the Policy should be raised with the Group Company Secretary.

#### **5. Third Parties**

- 5.1 In this policy, third parties mean any individual, persons or organisation performing services for St Ives or on behalf of St Ives and includes: actual or potential clients; customers; suppliers; contractors and sub-contractors; distributors; business contacts; agents; advisers; government and public bodies (including their advisers, representatives and officials); politicians; and political parties.
- 5.2 St Ives could be held responsible for acts of bribery by these intermediaries such as distributors, agents, advisers, consultants and other third parties. All agents and third parties acting on behalf of St Ives must comply with all applicable laws. In addition they must be made aware of these Guidelines, to promote better business conduct generally.
- 5.3 Agents and distributors must be appointed only with the approval of the relevant divisional board and after carrying out appropriate due diligence checks on them.
- 5.4 Third parties must not be used to perform acts that violate these Guidelines or applicable local laws.

#### **6. Gifts and Entertainment**

- 6.1 Gifts and entertainment must only be offered and accepted for proportionate social and business purposes at a level appropriate to the status and seniority of those involved.
- 6.2 The test when considering gifts and entertainment (whether giving or receiving them) is whether they could be intended, or may be reasonably interpreted, as a reward or encouragement for a favour or for preferential treatment – if they could be, then they are not permitted under these Guidelines.

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- 6.3 Gifts must be given openly, unconditionally, must be of modest value and must comply with the Group's policy on business expenses. Gifts and entertainment must never be offered or accepted to obtain or retain business or for reward or inducement.
- 6.4 Any proposed deviation from the Guidelines or the Group's business expenses policy must be approved in advance in writing by the CEO or Finance Director of St Ives plc.
- 6.5 Any proposed offers of gifts and hospitality made to government officials and corporate entities or a person or entity for the benefit of such an official must be approved in advance in writing by CEO or Finance Director of St Ives plc. The approval or rejection of such a request must be recorded in a register maintained by the relevant divisional Finance Director.
- 6.6 Periodic reporting of the costs incurred making payments or providing, gifts and customer entertainment to customers shall be made by divisional Finance Directors in accordance with standing instructions.

### 7. Charitable Donations

- 7.1 Charities and donations could potentially be used as a conduit for bribes. Where St Ives supports charities, particularly those in its local communities, this must not be made at the request of customers and/or business partners, unless approved in advance in writing by the CEO or Finance Director of St Ives plc.
- 7.2 St Ives forbids gifts or donations to political parties.

### 8. Facilitation Payments

- 8.1 Facilitation payments are not permitted by these Guidelines. Facilitation payments are payments made to secure or expedite the performance of a routine action by a government official or agency (e.g. issuing licences or permits, processing goods through customers).
- 8.2 There are circumstances where St Ives must **by written law** pay for the services of public officials e.g. customs clearances or visits for the environmental regulators. We expect such officials to fulfil their legal and regulatory duty and that any fee paid has a legal basis. Where possible, documentary evidence of the necessity for these payments should be obtained before any such payment is made together with a receipt. Additional payments or gifts must not be made to such officials.

### 9. Potential consequences of failing to comply with these Guidelines

- 9.1 The potential consequences of not complying with these Guidelines include the following:

For St Ives:

- Fines of an unlimited amount;
- Repayment of any profits received;

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- Termination of contracts;
- Prohibition from bidding for certain contracts, and
- Reputational damage.

#### For You:

- Fines of an unlimited amount (which cannot be paid by the Company on behalf of the individual);
- Detention and Disciplinary action; and
- Imprisonment – typically 5 – 10 year sentences.

- 9.2 St Ives will give its full support to anyone refusing to pay a bribe whatever the inconvenience, loss of business or additional costs to St Ives.

### **10. Breaches or potential breaches of these guidelines**

All employees are encouraged to raise concerns under the Group's Whistle-blowing Policy about any actual or suspected cases of bribery and corruption at the earliest possible stage. Below is a schedule of potential "Red Alerts" which may give rise to an employee invoking the Whistle-blowing Policy. The Group's Ethical Trading Policy includes a similar process for third parties, who are not employees, to raise concerns.

### **11. Questions**

If you have any questions regarding these Guidelines, please contact either your line manager or your divisional Managing Director or Finance Director (or their equivalent) of your business unit at the first instance. If there are any queries that cannot be resolved by the relevant line manager or Senior Management, then the assistance of the Group Company Secretary or Head of Internal Audit should be sought.

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#### Schedule: Potential Alerts or “Red flags”

The following is a list of possible Alerts that may arise during the course of your work which may give rise to concerns. 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 St Ives, you must report them promptly using the procedures set out in the Group’s Whistle blowing Policy:

- (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 of paying bribes, or requiring that bribes are paid to them, or has a reputation of 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 us, or carrying out a government function or process for us;
- (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 a 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 request 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 we have been invoiced for a commission or fee payment that appears out of proportion to the services 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 us; or
- (n) You are offered an unusually generous gift or offered lavish hospitality by a third party.