



## Third Party Code of Business Conduct & Ethics

This Third Party Code of Conduct (the Code) sets out standards of conduct for The Very Group's Third Parties including suppliers, vendors and partners (collectively referred to as "Third Parties"). Third Parties which subcontract all or a portion of the services to a third party are encouraged to require the subcontractors to acknowledge the Code and implement equivalent standards of conduct.

The intent of the Code is to set clear expectations for ethical business practices and social and environmental awareness by all Third Parties in a contractual relationship with The Very Group. The Very Group expects Third Parties to comply fully with the Code and may take measures to ensure compliance and address potential instances of non-compliance with the Code. The Code will be reviewed periodically for further updates and clarifications

The Very Group code of conduct sets out the minimum standards that we require from all suppliers who manufacture or procure goods for The Very Group. They are based on the International Labour Organisation core standards as well as the Ethical Trading Initiative Base Code and reflect best practice industry standards being applied globally by responsible retailers.

### **Compliance With All Applicable Laws and Regulations**

Suppliers and factories that produce goods for The Very Group must fully understand and comply with all applicable laws and regulations in the countries where they operate, including laws relating to employment, health and safety, and the environment.

**Accurate Accounts and Records.** Third Parties must ensure that their accounting and financial records meet the highest standards of accuracy and completeness. The Very Group reserves the right to audit or inspect Third Parties' records and facilities, as applicable and permitted by law

**Whistleblowing.** We have established an independent whistleblowing line operated by a third party to allow anyone to report any instances of bribery or irregularity and to ensure all allegations are suitably investigated. To get in touch call 0800 258 800 or go online to [www.speak-up.info/theverygroup](http://www.speak-up.info/theverygroup) or email [CSR@theverygroup.com](mailto:CSR@theverygroup.com)

### **Labour and Human Rights**

**Equal Employment Opportunity.** The Very Group is an equal opportunity employer. Employment here is based solely upon ability. The Very Group does not discriminate on the basis of ethnicity, religious beliefs, national origin, ancestry, pregnancy status, gender or gender identity, age, marital status, disability, medical condition, sexual orientation, or on any other basis protected by law. The Very Group will make reasonable accommodations to meet its obligations to accommodate disabilities and religious practices. The Very Group expects Third Parties to adopt similar policies. Health screening for the purposes of recruitment shall not be undertaken, unless otherwise required by law.

**Human Trafficking.** Third Parties are required to comply with all applicable laws relating to slavery and human trafficking in the country or countries in which they operate and not engage in any activity, practice or conduct that would constitute an offence. Third Parties shall also include in its contracts with its subcontractors and suppliers anti-slavery and human trafficking provisions that similarly ensure that subcontractors shall comply with all applicable laws, statutes, regulations and codes relating to slavery and human trafficking. Any form of forced, compulsory or slave labour is prohibited and Third Parties shall ensure that neither of their officers or employees have been convicted of any offence involving slavery and human trafficking.

**Employment is Freely Chosen.** There must be no form of forced labour, whether it be involuntary prison labour, indentured labour, bonded labour or otherwise. No employee should be obliged to work through force, financial pressure, intimidation or any other means. Workers are not required to lodge deposits or their identity papers with their employer and are free to leave their employment after reasonable notice. There must not be any form of social pressure, unpaid loans or other restrictions imposed by the employer that would restrict workers' freedom of movement.

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**Freedom of Association and the Right to Collective Bargaining.** Workers must be able to communicate openly with management regarding working conditions without fear of reprisal, intimidation or harassment. Workers must be free to associate or to join organisations that represent them, including trade unions, without prior authorisation from management. Factory management must not prevent, or discriminate against, workers who wish to lawfully and peacefully associate, organise or bargain collectively. The decision whether or not to associate should be made solely by the workers. Management must not attempt to influence employee representatives to work in the management's interest. In countries where employers are formally required to consult with their employees, this requirement must be met. Where trade union membership is unavailable to workers, the employer must enable workers to develop a parallel means of association and bargaining. This includes making adequate facilities and time available

Employees must be allowed to stand as worker representatives on trade unions, works councils or other formal representative groups. They must not be restricted, penalised or discriminated against and must have access to management and co-workers in order to carry out their representative functions. The employer adopts an open attitude towards the activities of trade unions or parallel organisations.

**Harassment or abuse.** Every employee shall be treated with respect and dignity. No employee shall be subject to any physical, sexual, psychological or verbal harassment or abuse.

**Women's rights.** Third Parties should ensure women workers receive equal treatment in all aspects of employment.

**Work Authorisation.** Third Parties should not knowingly employ individuals who are not authorised to work, as determined by governing laws.

**Armed Conflicts.** Third Parties should take reasonable steps to assure the material used in the production and services they offer The Very Group do not originate from sources that directly or indirectly benefit armed groups that perpetrate human rights abuses.

## Employing Young Workers

Factories must have effective systems in place to check the ages of all recruited employees and must hold copies of official documentation for every worker that verifies their date of birth. In countries where official documents are not available to confirm the exact date of birth, the factory must verify workers' ages using an appropriate and reliable assessment method. All workers must be at least 15 years old, or meet the legal minimum age of employment if this is higher. Young workers between the minimum age of employment and 18 years old can be employed, provided there are adequate precautions to protect them. They must not be employed at night, work overtime or carry out any form of hazardous work. If children are found to be working directly or indirectly for the supplier, the supplier must immediately inform The Very Group who will support a solution that puts the best interests of the child first.

**Child:** Any person less than 15 years of age unless local minimum age law stipulates a higher age for work or mandatory schooling, in which case the higher age shall apply. If however, local minimum age law is set at 14 years of age in accordance with developing country exceptions under ILO Convention No. 138, the lower will apply.

**Young person:** Any worker over the age of a child as defined above and under the age of 18.



**Child labour:** Any work by a child or young person younger than the age(s) specified in the above definitions, which does not comply with the provisions of the relevant ILO standards, and any work that is likely to be hazardous or to interfere with the child's or young person's education, or to be harmful to the child's or young person's health or physical, mental, spiritual, moral or social development.

## Health and Safety

Adequate measures must be in place to protect the health and safety of all people at factories and any other supplier workplaces, including temporary workers and workers on agency contracts. This must include a formal and regular assessment of risks and a corresponding programme of improvement. The specific risks to vulnerable workers e.g. young workers, pregnant workers or workers with disabilities must be assessed separately. Management's responsibility does not end with providing safe systems of work. Management must also ensure that safe working systems are understood through formal and informal training and that they are being followed. It is appropriate to use the disciplinary process for anyone who wilfully puts themselves or their colleagues at risk. The company must ensure that responsibility for health and safety is assigned to a senior management representative.

**Occupational safety** Exposure to potential safety hazards must be controlled through proper design, engineering, management systems, maintenance, safe work procedures and training. Where hazards cannot be adequately controlled by these means, workers must be provided with protective equipment at the supplier's own cost. Workers shall not be disciplined for raising safety concerns.

**Emergency preparedness** Emergency situations and events are to be planned for and risk assessed e.g. fire, explosion, flooding, and earthquake. Emergency plans and responses must be developed and practiced e.g. evacuation procedures, worker training and drills, fire detection and firefighting, adequate exit facilities.

**Occupational injury and illness** Measures must be in place to manage, track and report occupational injury and illness, including provisions to: encourage worker reporting; record cases of injury and illness; provide necessary medical treatment; implement corrective actions to eliminate causes; facilitate the return of workers to work.

**Industrial hygiene.** Worker exposure to chemical or biological hazards must be identified, evaluated, and controlled. Workers must be made aware of the hazards associated with any substances or processes. When hazards cannot be adequately controlled, workers' health must be protected by appropriate personal protective equipment (at the supplier's own cost) and/or by limiting exposure.

**Physically demanding work** Exposure to the hazards of physically demanding tasks must be identified, evaluated and controlled e.g. manual handling; heavy or repetitive lifting; prolonged standing; highly repetitive tasks. Adequate training must be given to ensure that employees adopt safe working practices.

**Machine safeguarding** Production and other machinery must be evaluated for safety hazards. Physical guards, isolation switches and barriers must be provided and properly maintained where machinery presents an injury hazard.

**Sanitation, food, and housing** Workers must have access to clean toilets, potable water and hygienic food storage/preparation and eating facilities. Where provided, worker dormitories must: be well maintained, clean and safe; have sufficient emergency exits, hot water for bathing and showering; have adequate heat and ventilation; provide reasonable personal space and personal freedom.

## Wages and Working Hours

**Wages.** Workers must be provided wages, overtime pay, benefits and paid leave which meet or exceed legal minimum levels (in accordance with national and local laws), and suppliers must comply with collective agreements. Payments must be regular and made in full with clear written details given to workers of how their wages have been calculated. Overtime payments must be at a premium rate, compatible with local legislation. Workers must be provided with all benefits they are entitled to under national or local law e.g. paid leave, bonus, and sick pay. Where the minimum wage is insufficient to provide a living wage, factories must actively seek ways to improve wages e.g. through productivity programmes. Where employees are paid according to their output (piece work), their wage must still meet the legal minimum wage standard. A formal, agreed piece rate calculation must be in place which ensures that workers are paid fairly and are able to meet the legal minimum wage standard, or above, within normal working hours. Workers shall be provided with written and understandable information about their employment conditions in respect to wages before they enter employment and about the particulars of their wages for the pay period concerned each time they are paid

**Deductions.** Legally required deductions that entitle employees to state benefits must be made and passed on by the employer to the State. The cost of clothing and protective equipment required to perform work safely must be paid in full by the employer. Deductions from wages or any other form of financial penalty must not be used as a disciplinary measure.



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**Working hours.** Working hours should comply with national laws or benchmark industry standards, whichever affords greater protection. Hours in excess of contracted standard hours (overtime) must be offered fairly, contracted voluntarily and paid at a premium rate. Workers must be able to refuse to work overtime without any form of penalty. Workers who refuse overtime must not be denied the opportunity to work overtime in the future. Working hours must not exceed the maximum set under local law. Total working hours in any 7 day period must not exceed 60 hours. There must be adequate management systems in place to ensure weekly working hours are within these limits, except in emergency or unusual situations. Workers must have at least one full day away from work per week on a regular basis. The working week may be extended in exceptional circumstances but employees must not work more than 12 days in any 14 day period.

## Regular Employment

Wherever reasonably practicable all workers should enjoy security and stability of employment and regularity of income. Obligations to employees under labour or social security laws and regulations arising from the regular employment relationship shall not be avoided. All workers, including those on part-time, temporary or agency contracts, must have formal contracts of employment that meet local legislation. Contracts must include wages, payment frequency, deductions, benefits, working hours, holidays, notice periods, sick pay, maternity pay and any other locally required aspects of employment. The factory should make every effort possible to provide regular, secure employment. The use of temporary contracts or agency labour must not be used as a means of denying workers their rights or benefits under employment law. Apprenticeships and training contracts are encouraged, but must be legally compensated and provide adequate levels of training or development. The factory must take the necessary steps to ensure that all requirements of this Code are being fully applied to workers employed through agencies.

## Worker Environment

Employees must be treated with respect, dignity and be provided with a workplace free of harassment, abuse, and degrading treatment. No employee will be subject to physical, sexual, mental or any other form of abuse or harassment, or corporal punishment. Management must implement a culture where all workers feel safe and are respected by their colleagues. The need for a respectful and dignified working environment must be communicated so everyone understands the boundaries of acceptable behaviour. Any form of discrimination, preferential treatment, verbal abuse or any other form of behaviour that is disrespectful or intimidating must be thoroughly investigated.

If proven, it must be dealt with through a formal disciplinary process. All discipline must follow a formal disciplinary procedure which sets out a stepwise process for investigating and improving inappropriate actions or behaviours. All disciplinary actions must be handled professionally and fairly and must be documented. Employees undergoing discipline must have the right to a fair appeal. There must be a process for employees to formally raise grievances with management. Employees who raise grievances must not be penalised or intimidated.

## Subcontracting

Where a supplier wishes to use subcontractors or outworkers for The Very Group production then this must be approved in advance by The Very Group. It is the supplier's responsibility to ensure and provide evidence that any subcontractor or outworker used conforms to the standards outlined in this code.

## Environmental Responsibilities

The Very Group is committed to environmental responsibilities. The Very Group seeks to reduce our environmental impact through our actions and expects Third Parties to share these ideas and goals. The Very Group strongly encourages Third Parties to adopt the following strategic priorities:

**Environmental Permits and Reporting.** All required environmental permits (e.g. discharge monitoring), approvals and registrations are to be obtained, maintained and kept current and their operational and reporting requirements are to be followed.

**Pollution Prevention and Resource Reduction.** Greenhouse gas emissions, energy, input materials and waste of all types are to be reduced or eliminated at the source by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, use of renewable resources, recycling and re-using materials.

**Hazardous Substances.** Chemicals and other materials posing a hazard if released to the environment are to be identified and managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.

**Wastewater and Solid Waste.** Wastewater and solid waste generated from operations, industrial processes and sanitation facilities are to be characterised, monitored, controlled and treated as required prior to discharge or disposal.

**Air Emissions.** Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are to be characterised, monitored, controlled and treated as required prior to discharge.

**Reporting.** The Very Group may send periodic data requests which will support The Very Group's environmental reporting needs, and ask for Third Parties' cooperation in our endeavour to improve our environmental reporting and performance.





## Governing Law & Jurisdiction

These Terms and any dispute or claim arising out of or in connection with them or their subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the laws of England and each party irrevocably agrees to submit to the exclusive jurisdiction of the English courts.

## Own Brand Goods

### Factories

You shall supply us with details of the factories you currently use to manufacture Own Brand Goods and shall provide us with an updated list of factories (or if such factories have not changed, confirmation that such factories have not changed) every 6 months

### Audits

All factories manufacturing Own Brand Goods shall be ethically and environmentally audited to either SMETA or BSCI prior to the commencement of business. For the avoidance of doubt, where any Order is placed with you which is later discovered to be manufactured in a factory which is not audited, then we expect that order to be immediately moved back to the agreed unit and we reserve the right, in such event to terminate the Contract without further liability to you.

You agree that every factory manufacturing Own Brand Goods shall be audited at least every 12 months on a semi-announced basis through one of our third party audit partners; Bureau Veritas, Intertek or SGS and we reserve the right to randomly select factories for re-audit at any time.

### Technical

Before any factory is approved to supply Own Brand Goods, we must have carried out a technical assessment of your factory and approved it fit for supply of Own Brand Goods.

Policy Version	Published	Endorsed	Next Review
1.1	January 2021	Carly Bilsbrough Head of CSR	January 2022