



The
Very
Group

Code of conduct



This Code of Conduct (the Code) is issued by The Very Group which includes Shop Direct Home Shopping Company Limited, Shop Direct Finance Company Limited and Shop Direct Ireland. The Code sets out standards of conduct for The Very Group and its 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 required to ensure that their subcontractors 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 The Very Group and all Third Parties in a contractual relationship with The Very Group. The Very Group shall itself comply and expects all 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 Code sets out the minimum standards that we require from all Third Parties who manufacture, supply or procure goods or services 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

Third Parties 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.

Exchange of business courtesies

Business courtesies

Third Parties should avoid giving gifts, entertainment, favours, or anything of value that might influence, or even appear to influence, the independent judgment of The Very Group employees or representatives. Third Parties should never feel obligated to provide gifts or entertainment to any of The Very Group’s employees or representatives or expect to receive them, even if they are of nominal value.

Acceptable business courtesies typically include:

- **Gifts**

Gifts should be infrequent and of nominal value (less than £20 or amount specified in applicable laws, whichever is lowest). Permissible gifts include such things as promotional items, for example pens, calendars, and diaries. Gifts must comply with applicable laws, including but not limited to the UK Bribery Act, and be consistent with local custom and practices. Cash or cash equivalents such as gift cards or shopping vouchers should never be given or accepted. Gifts to The Very Group employees that violate The Very Group policies will be returned to the Third Party or handled in a manner that complies with The Very Group internal policies.

- **Entertainment and meals**

Third Parties may offer reasonable business entertainment, such as attending a cultural or sporting event with a business counterpart, so long as the entertainment is reasonable and customary in scale and expense, and in furtherance of the business relationship. The Very Group cannot accept entertainment within 6 months of, or during, commercial negotiations or tender processes.

Improper payments and illegal conduct

Bribery, kickbacks and similar payments

The Very Group has a zero-tolerance approach to bribery and corruption in all our dealings with Third Parties. The Very Group does not pay nor receive bribes, kickbacks or similar payments. The Very Group does business on the merits of services, not based on any form of bribery or any other corrupt or unethical business practice. Third Parties shall not offer nor accept bribes to obtain an improper advantage. Third Parties are responsible for overseeing the conduct of their subcontractors and ensuring that all applicable laws are not violated, including but not limited to the UK Bribery Act 2010.

Expressly prohibited

The following types of payments are expressly prohibited:

- Payments to subsidise private events or activities
- Payment of travel and accommodation expenses for family members
- Cash inducements

Payments to government officials, state-owned entities, or candidates for political office

The UK, the European Union and many other countries have banned bribery. The Very Group, its employees and Third Parties are prohibited from making any unlawful or improper payments, paying, or receiving kickbacks, or giving gifts or anything of value to any public or government official or political candidate in order to advance the Third Party’s or The Very Group’s business interests, nor shall any intermediaries be engaged to facilitate bribery.

Expediting payments

Expediting payments (also known as “facilitating” or “grease” payments) are payments made to speed up or secure the performance of a routine government action, such as visa processing or customs clearance. Many countries around the world treat these payments as illegal bribes. The Very Group and its employees shall not make any expediting payments to any government employees and Third Parties shall not make any expediting payments to any government employees in relation to the contractual services they are offering to The Very Group, no matter where business is being conducted. This is the standard The Very Group expects regardless of local customs in the locations where The Very Group or its Third Parties do business. The Very Group shall be informed immediately if a Third Party is requested to make an expediting payment.

Business integrity

Corruption, extortion, fraud, facilitation of tax evasion, and embezzlement, in any form, are prohibited. The Very Group, its employees and Third Parties must not engage in unfair business practices in advertising, sales, and competition.

Conflicts of interest

Third parties will not offer any goods, services, business opportunities, commissions or advantageous financial arrangements that would personally benefit an employee of The Very Group. Additionally, third parties agree to disclose conflicts of interest that may exist in relationships to The Very Group as well as any personal or familial relationships that third parties have with an employee of The Very Group, and that could reasonably be perceived as unduly affecting or influencing the third party's business relationship with The Very Group. The third party should disclose any such conflicts of interest during the third-party due diligence process or subsequently, when a relationship develops, the third party should disclose them to **conflictsofinterest@theverygroup.com**

Relationships with politically exposed persons

Third parties agree to disclose any close relationships with any “politically exposed persons” who are defined as individuals who are or have been entrusted with prominent public functions by a country, for example heads of state or heads of government, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations, important political party officials etc. Third parties should disclose any such relationships with any “politically exposed persons” during the third-party due diligence process or, if a relationship subsequently develops, promptly disclose them to **conflictsofinterest@theverygroup.com**

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 086 9134** or go online to **theverygroup.ethicspoint.com**

Cooperation with Regulators

The Very Group, its employees and third parties will operate with regulatory authorities, including but not limited to inquiries, audits, reviews, or investigations related to The Very Group and any business the Third Party is conducting with The Very Group.

Third parties must inform The Very Group promptly if contacted by a regulatory authority regarding the business the third party is conducting with The Very Group.

Communication

External communication

The Very Group, its employees and Third Parties will not knowingly or negligently publish false or otherwise inaccurate information either via press release, product or service advertisements or any other means.

Reporting ethics issues or other concerns

The Very Group employee conduct is addressed by The Very Group's Code of Business Conduct & Ethics, The Very Group workplace policies, and employment agreements. If the Third Party believes an employee of The Very Group's conduct or actions may be improper or unethical, the Third Party is encouraged to report the concern by emailing theverygroup.ethicspoint.com

Reporting violations

Third Parties will notify The Very Group of any violations to the Code and any regulatory enquiries, audits, reviews, or investigations related to the business the Third Party is conducting with The Very Group. Such notice shall be provided as soon as reasonably possible upon the Third Party's knowledge of such incident.

Political activities and lobbying

The Very Group, its employees and Third Parties must not make political contributions or provide gifts to any candidate for public office, elected officials, political parties or committees on behalf of or as a representative of The Very Group.

Third Parties must not represent their political views as those of The Very Group. Third Parties must not lobby on behalf of The Very Group or use The Very Group resources for political activities without prior written approval.

Anti-trust and competition laws

Most jurisdictions have antitrust or competition regulations which prohibit anticompetitive agreements or abuse of a dominant position. This may include activities such as price fixing, bid rigging, allocation agreements, group boycotts, the unlawful exchange of competitively sensitive information, and certain types of predatory or exclusionary conduct.

The Very Group, its employees and Third Parties are required to be aware of and comply with these antitrust and competition regulations in the regions where they conduct business with or on behalf of The Very Group.

The Very Group, its employees and Third Parties must refuse to participate in any potentially anticompetitive behaviour or inappropriate discussions with competitors such as those relating to pricing, bids, boycotts or bidding strategies and immediately report any such activity related to theverygroup.ethicspoint.com

Global sanctions

The Very Group, its employees and Third Parties are required to be aware of and comply with all applicable laws and regulations concerning embargoes and sanctions and should not, directly, or indirectly, conduct transactions with individuals, entities, or countries that are the subject of restricted party or embargoed country lists.

In order to comply with this policy, no business should be conducted which:

- Breaches sanctions implemented or administered by the United Nations Security Council, the European Union, the United Kingdom, the United States, or Hong Kong, or other applicable jurisdictional sanctions requirements;

- And/or relates to:
 - The Crimea region, Iran, North Korea, Cuba, Sudan or Syria; or
 - The provision of funding to the Government of Belarus or Government of Zimbabwe (including government owned or controlled entities): or
 - Prohibited debt or equity of, and other impermissible transactions and services involving, the Government of Venezuela (including government owned or controlled entities); or
 - Prohibited debt or equity of, and other impermissible transactions and services involving, the Russian financial, energy and defence sectors.

Retaliation

The Very Group strictly prohibits intimidation or retaliation against anyone who makes a good faith report about a known or suspected violation of the Code, supporting policies, and/or any law or regulation.

Post-employment

Post-employment restrictions may apply to The Very Group employees who participated in the procurement process, if such persons had prior professional dealings with Third Parties. The terms of a particular Third-Party agreement may contain restrictions on solicitation of employees of the Third Party for a particular period of time following separation from service.

Risk management

Third Parties are expected to implement mechanisms to identify, determine and manage risks in all areas addressed by the Code and with respect to all applicable legal requirements.

Confidential and proprietary information

The Very Group, its employees and Third Parties shall properly handle sensitive information, including confidential, proprietary, and personal information by adhering to all applicable laws, rules and regulations, including data protection laws. Information should not be used for any purpose (e.g. advertisement, publicity, and the like) other than the business purpose for which it was provided, unless there is prior authorisation from The Very Group.

Protection of assets and intellectual properties

The Very Group, its employees and Third Parties must protect and responsibly use the physical assets of The Very Group, including tangible property, supplies, consumables, and equipment, when authorized by The Very Group to use such assets. Third Parties must comply with all the applicable laws governing intellectual property rights assertions, including protection against disclosure, patents, copyrights, and trademarks.

Governing law and 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.

Human rights

The Very Group is committed to respecting internationally recognised human rights and will not tolerate or condone human rights abuse in our own operation, supply chain or by business partners. Third parties must share this commitment and ensure that they are not directly or indirectly working with businesses which violate the laws of the country they operate.

The expectations we have as minimum social and environment standards are:

1. Modern slavery

(employment must be freely chosen)

There must be no form of forced labour, whether it be involuntary prison labour, indentured labour, bonded labour, state imposed forced 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. There must not be any form of unpaid loans or other restrictions imposed by the employer that would restrict workers' freedom of movement.

The Very Group, its employees and 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 that would constitute an offence.

Third Parties shall also include in their 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.

The Very Group strictly prohibits any association with regions or operations identified as being at risk of state imposed forced labour (SIFL). The Very Group requires all Third Parties to conduct thorough due diligence to ensure their operations and supply chains are free from any links to forced labour. If any connection to SIFL is identified,

Third Parties are expected to take immediate action to disengage from such activities or relationships.

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.

The Very Group reserves the right to terminate agreements and partnerships with Third Parties where compliance with the above requirements is not upheld.

2. Freedom of association and the right to collective bargaining are respected

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.

3. Working conditions are safe and hygienic

A safe and hygienic working environment shall be provided, bearing in mind the prevailing knowledge of the industry and of any specific hazards. Adequate steps shall be taken to prevent and mitigate accidents and injury to health arising out of, associated with, or occurring in the course of work, by minimising, so far as is reasonably practicable, the causes of hazards inherent in the working environment.

Workers shall receive regular and recorded health and safety training, and such training shall be repeated for new or reassigned workers.

Access to clean toilet facilities and to potable water, and, if appropriate, sanitary facilities for food storage shall be provided as well as eating facilities, personal protective equipment, safe machinery and tools, adequate temperature control and ventilation and sufficient lighting.

Accommodation, where provided, shall be clean, safe, and meet the basic needs of the workers. Spaces must be secure and allow freedom of movement to enter and exit.

The company observing the Code shall assign responsibility for health and safety to a senior management representative and execute emergency preparedness plans and procedures that are understandable to workers and clearly communicate the response procedures for various emergencies that may occur including fires.

4. Child Labour shall not be used

Factories must only employ workers who meet the applicable minimum legal age requirement or at least 15 years of age, whichever is greater.

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.

Partners shall develop or participate in and contribute to policies and programmes which provide for the transition of any child found to be performing child labour to enable them to attend and remain in quality education until no longer a child.

5. Living wages are paid

Wages and benefits paid for a standard working week meet, at a minimum, national legal standards or industry benchmark standards, whichever is higher. In any event wages should always be enough to meet basic needs and to provide some discretionary income.

All 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 that they are paid.

Deductions from wages as a disciplinary measure shall not be permitted nor shall any deductions from wages not provided for by national law be permitted without the expressed permission of the worker concerned. All disciplinary measures should be recorded.

All legally mandated benefits inclusive of annual leave and holidays as stipulated by law should be provided.

6. Working hours are not excessive

Working hours should comply with national laws or industry standards or collective agreements, whichever affords greater protection. In any event, workers shall not, on a regular basis, be required to work in excess of 48 hours per work and shall be provided with at least one day off for every 7 day period, or where allowed by national law, 2 days off in every 14 day period.

The total hours worked in any 7 day period shall not exceed 60 hours except exceptional circumstances where all of the following are met:

- This is allowed by national law;
- This is allowed by a collective agreement freely negotiated with a workers' organisation representing a significant portion of the workforce;
- Appropriate safeguards are taken to protect the workers' health and safety; and
- The employer can demonstrate that exceptional circumstances apply such as unexpected production peaks, accidents or emergencies

Working hours should be paid regularly and on time. Hours in excess of contracted standard hours (overtime) must be offered fairly, contracted voluntarily and paid at a premium rate which is recommended to not be less than 125% of the regular rate of pay.

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.

7. No discrimination is practiced

There must be no discrimination in hiring, compensation, access to training, promotion, termination or retirement based on race, caste, national origin, religion, age, disability, gender, marital status, sexual orientation, union membership or political affiliation by The Very Group or any of our partners.

Women workers must receive equal treatment in all aspects of employment including equal remuneration for work of equal value, appropriate services to be provided for women workers in connection with pregnancy, child birth and nursing.

Health screening for the purpose of recruitment shall not be undertaken, unless otherwise required by law.

8. Regular employment is provided

To every extent possible work performed must be on the basis of recognised employment relationship established through national law and practice.

Obligations to employees under labour or social security laws and regulations arising from the regular employment relationship shall not be avoided through the use of labour-only contracting, sub-contracting, or home-working arrangements, or through apprenticeship schemes where there is no real intent to impart skills or provide regular employment, nor shall any such obligations be avoided through the excessive use of fixed-term contracts of employment.

9. No harsh or inhumane treatment is allowed

Employees must be treated with dignity and respect. Physical abuse or discipline, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation shall be prohibited.

10. Unauthorised subcontracting is not permitted

Where a partner wishes to subcontract any part of their service or production for The Very Group, this must be approved by The Very Group in advance to commencement. It is the supplier’s responsibility to ensure and provide evidence that any subcontractor used conforms to the standards outlined in this Code.

Unapproved subcontracting, or subcontractors not meeting the requirements set out in this Code of Conduct will not be tolerated. Partners may be subject to penalty in the event of non-conformance.

Environmental responsibilities

The Very Group is committed to reducing our negative impact on the planet. We are working towards Net Zero by 2040 and are committed to reducing the impact of our business on the environment. This can only be achieved through the actions of both The Very Group and Third Parties.

Partners and supply chain to the The Very Group are expected to comply with environmental rules, regulations and standards applicable to their workplace, industry and methods of manufacture.

Greenhouse gas emissions, deforestation, 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. Science Based Targets for carbon reduction are recommended as best practice.

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.

Communication surrounding environmental responsibilities must be delivered honestly and transparently and with substantiating evidence.

Code Implementation

The Very Group will send periodic data requests which will support The Very Group’s reporting needs across human rights and environmental disclosures. Third Parties’ are required to cooperate in our endeavour and share disclosures honestly.

Third Parties must maintain on file all documentation needed to demonstrate compliance with this Code of Conduct and required laws.

These documents should be made available to The Very Group or parties acting on our behalf upon request.