ETHICS, ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

The purpose of the Ethics, Anti-Bribery and Anti-Corruption Policy is to ensure that no employee or business partner of GANNI offers or accepts any forms of bribe or engage in corruption. The Policy provides guidelines for compliance with GANNIs internal guidelines, as well as applicable laws and regulations on bribery and corruption, including the UK Bribery Act 2010 and the US Foreign Corruption Practices Act 1977.

GANNI maintains a Zero Tolerance approach to bribery and corruption. We want to ensure that our business is conducted in a competitive, honest, fair and responsible manner and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate. We are committed to ensure that GANNI does not engage in or facilitate any form of corruption, and expect that all employees comply with the Policy.

The core principle of this Policy is the use of common sense and proportionality. Whether any form of gift, invitation or other inducement is considered a bribe under this Policy is a subjective risk assessment and depends on many factors. We understand that it is a part of the business to get to know our company partners and suppliers, and this Policy does not prohibit any GANNI employees to offer or accept smaller gifts or invitations to events or dinners. However, such can be assessed as bribes and you should always inform your closest manager of any kind of gift, invitation or other inducement received by a third party, or offered to one, no matter the value of such.

DEFINITIONS

"**Supplier**" means the direct contractual supplier who has entered into a Mutual Business Agreement with GANNI.

"**Subcontractors**" means the subcontractors of the Suppliers in its supply chain, including (but not limited to) fabric suppliers, trim suppliers, dying and print-house as well as laundry facilities.

"**Zero Tolerance**" means that GANNI does not accept any breaches of GANNI's Supplier Code of Conduct and recognised standards which presents imminent risk to people's safety and integrity, risk to the planet, and to the reputation of GANNI.

"**Bribe**" might be cash, loans, gifts, hospitality, award of contract or other inducement to, or from, any person, company or public official. The bribe might be made to ensure that a person or company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for GANNI in either obtaining or maintaining GANNI's business, or to gain any personal advantage, financial or otherwise, for you or anyone connected with you.

"**Corruption**" refers to the abuse of entrusted power for private gain.

APPLICABILITY OF THE POLICY

Every employee at GANNI must read this Policy, and we expect that all employees comply with the Policy, wherever located. All new employees must familiarize with this Policy as soon as they start their employment.

Any employee who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. Where consultants or sub-contractors are involved, their contracts may be terminated with immediate effect.

This Policy does not form part of any employee's contract of employment and will be reviewed regularly.

PROHIBITION OF BRIBERY AND CORRUPTION

GANNI prohibits all employees, and associated persons to directly, or indirectly:

- Offer, promise, give, request, or accept any form of bribery;
- Provide or receive anything of value intended to improperly influence a business decision;
- Engage in any conduct that could be perceived as compromising integrity or impartiality.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or subcontractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

GIFTS AND HOSPITALITY

GANNI recognises that the exchange of gifts and hospitality may form part of legitimate business relationships. However, such exchanges must always remain reasonable, proportionate and transparent.

Gifts and hospitality must never:

- Influence, or appear to influence, a business decision;
- Create a sense of obligation;
- Be offered or accepted in exchange for any advantage.

We appreciate that the practice of giving business gifts varies between regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is appropriate, reasonable and justifiable. The value, reason and intention behind the gift should always be considered, and you should always inform your manager.

DONATIONS

GANNI does not make contributions to political parties, candidates or political organisations. We only make charitable donations that are legal and responsible under local laws and practices. They must not be used as a means to obtain an improper advantage.

RECORD KEEPING

GANNI must keep financial records and have the appropriate control in place which will evidence the business reason for making payments to third parties. As soon as employees either accept or offer hospitality and gifts, they should inform their manager who will assess the situation.

IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you tell 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. If this happens to you, please contact HR immediately. You can also at any time send your confidential complaint to AllVoices, where members of the Management Team will read your case and manage it in the most appropriate manner.

SUPPORT

Employees who raise concerns or report wrongdoing, are sometimes worried about possible consequences. At GANNI, we embrace openness, transparency and ethical behaviors and stand in support of anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring no one suffers any detrimental treatment and/or discrimination as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion about actual or potential bribery. If you believe that you have suffered any such treatment, you should raise it immediately and inform the People Team.