

Anti-Bribery and Corruption Policy





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Anti-Bribery and Corruption Policy

Introduction

The Domino's Pizza Group plc ("**Domino's**") Anti-Bribery and Corruption Policy (the "**Policy**") is designed to serve as a guide to the process by which Colleagues and Third Parties should conduct business honestly and without engaging in activities such as corruption or bribery.

As a business, our culture is to be open, honest and straightforward with our customers, suppliers, key stakeholders and each other. We do not tolerate any form of bribery, corruption or inappropriate inducement; not only because it is a criminal offence but also because it is unethical and dishonest. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter Bribery and Corruption.

Responsibilities

It is your responsibility to familiarise yourself with and abide by the terms of this Policy. It is the responsibility of all Colleagues to prevent, detect and report Bribery and Corruption. Domino's expects everyone within the business to take a proactive attitude towards the detection and prevention of Bribery. Any Colleague who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct.

Scope

Domino's undertakes to apply the procedures set out in this document to all Colleagues fairly and consistently. The procedures in this policy are supplemental to and do not replace procedures in other Domino's policies, such as the Code of Conduct. This Policy does not form part of any employee's contract of employment and Domino's may amend it at any time.

By adopting this Policy, Domino's is confirming and asserting its commitment to prevent bribery. Accordingly, Domino's is taking the following measures, which are intended to achieve this aim:

- setting out a clear anti-bribery policy and ensuring that the policy is implemented effectively;
- training employees so that they are able to recognise bribery and can therefore avoid getting involved in (or inadvertently being associated with) bribery;
- providing a senior nominated person for employees to report (and encourage the reporting of) bribery to (the "**Senior Officer**");
- carrying out appropriate background checks on Domino's business partners and suppliers to identify bribery risks and take preventative measures; and
- ensuring that the Board of Directors will regularly:
 - assess the risks of bribery that are faced by Domino's and the Domino's Group;
 - review the effectiveness of anti-bribery and corruption procedures that are in place within Domino's;
 - implement clear procedures to communicate a 'zero tolerance' approach to bribery and corruption;
 - monitor and review this Policy and Domino's anti-bribery procedures to ensure



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that they are effective; and

- review and audit compliance with this Policy and Domino's anti-bribery procedures.

If you are uncertain whether something is within the scope of this Policy, you should seek advice from the [Senior Officer](#).

Compliance

Who must comply?

This policy applies to Domino's Colleagues at all levels (including volunteers) and is extended to all agency workers and contractors whilst acting on behalf of Domino's ("**Colleagues**"). Any definitions or lists in this policy may apply separately or jointly to a particular matter and are not exhaustive.

Third Party refers to any individual or organisation you come into contact with during the course of your work for Domino's, and includes but is not limited to, actual and potential customers, suppliers, distributors, franchisees and their employees, and government and public bodies, including their representatives and officials ("**Third Parties**").

It is the responsibility of Third Parties, where provided with a copy of this Policy upon entering new terms or the renewal of trading terms, to note the conduct requirements set out therein. If any Third-Party organisation with which Domino's conducts business acts in contravention of the standard of this Policy, Domino's will take steps to immediately terminate the relationship between such organisation and Domino's.

Principles

What is Bribery and Corruption?

Bribery is the offering, promising, giving or receiving of any item of value, or an advantage to another person, with the intention to induce that person to improperly perform a relevant function or activity, or to reward them for improper performance.

A bribe may include any payment, benefit or gift offered or given with the purpose of influencing a decision or outcome, in order to obtain or retain a commercial or personal advantage. Inducements can take the form of gifts, loans, fees, rewards or other advantages, such as lavish hospitality.

Improper performance is a breach of a position of trust. The test of whether an activity has been performed improperly is what action a reasonable person would expect in relation to the activity.

Corruption is dishonest or fraudulent conduct by those in power, typically involving bribery.

Offences

The Bribery Act 2010 creates four categories of offences:

- offering, promising or giving a bribe to another person;
- requesting, agreeing to receive or accepting a bribe from another person;
- bribing a foreign public official; and
- the corporate offence of failing to prevent bribery.



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These offences apply to both the public and private sector, and cover acts committed extra-territorially, e.g. where the bribery takes place outside the UK, the activity is unrelated to the UK aspect of its business and the advantage to the organisation arises outside the UK.

For individuals, the maximum penalty is 10 years in prison and an unlimited fine. There is also a corporate offence that carries the possibility of an unlimited fine for the company involved.

The only defence against a corporate offence is to show adequate procedures were in place to prevent bribery. It is therefore vitally important that all that all Colleagues read and understand this Policy and adhere to its principles.

Where can Bribery and Corruption arise?

Bribery can occur in many ways, but usually both parties will benefit. Colleagues must not engage in any form of Bribery, whether it is to gain:

- a personal advantage; or
- an advantage for another individual, including family or friends; or
- an advantage for Domino's.

Gifts, Hospitality and Entertainment

The giving and accepting of gifts, entertainment and hospitality can be part of building normal business relationships. This practice can vary between countries and regions and what may be normal and acceptable in one region may not be in another. However, the test to be applied is whether in all the circumstances the gift, entertainment or hospitality is reasonable and justifiable. In some instances, the giving and/or receiving of gifts, entertainment and hospitality can be interpreted as a bribe, which is unlawful, damages the reputation of Domino's and may lead to criminal prosecution for those individuals involved. In exercising judgement as to whether to accept a gift or hospitality the question should be asked what public perception would be if the information was published given your role and circumstances.

Gifts, entertainment and hospitality must not be made with the intention of influencing a Colleague or Third Party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage. Colleagues must never, under any circumstances, accept, offer or provide gifts or hospitality designed to induce, support or reward improper conduct.

Modest gifts, entertainment and hospitality may usually be offered or accepted, provided there is no expectation or belief that something will be given in return. You are advised to consider the frequency and value when determining whether it is reasonable to accept a gift, entertainment or hospitality.

Please see Appendix 2 for Approval Limits.

Colleagues that are most at risk of encountering Bribery are those that have decision making powers within Domino's. This will, in particular, cover:

- senior management (such as directors);
- colleagues involved in purchasing from suppliers;
- colleagues who deal with public officials as part of their role;
- those engaging with contractors or third parties (such as external agents) to carry out services and are at risk of being bribed; and
- colleagues who deal with franchisees.

What is not acceptable?

Under no circumstances should Colleagues give or accept:



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- cash or cash equivalent (regardless of value);
- a gift or benefit which could influence or appear to influence decisions made regarding Domino's business activities;
- entertainment of an inappropriate nature, such as sexual entertainment; or
- lavish and undue corporate entertainment or hospitality from Third Parties.

No gifts, hospitality or entertainment may be given or accepted during a tender process or during contractual negotiations if there is any realistic risk that such gifts or entertainment could be seen to influence the outcome of such processes or negotiations.

Example

Receiving a bribe: A franchisee offers you tickets to a sporting event in exchange for a 5-star OER review.

It is an offence for the franchisee to make such a request. It would be an offence for you to accept their request as you would be doing so to gain a personal advantage.

Example

Corruption: A potential supplier invites you (and your family) to use their private villa in Spain for a week during the Summer holidays, immediately prior to a tendering exercise.

It is an offence for the potential supplier to make such an offer, as this is done with a view to influencing the outcome of the tender. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Example

Bribery of a Public Official: You're at a foreign airport, and the customs officer explains that your product will be delayed unless you pay a small personal fee to make sure it makes it gets through on time.

*This constitutes bribery of a public official. It is an offence for you to make such a payment, which could result in **your** imprisonment and/or an unlimited fine on conviction. Domino's could also be fined heavily under the Bribery Act 2010 - failure of a commercial organisation to prevent bribery.*

Facilitation payments

Facilitation payments are *unofficial and illegal* payments made to carry out or speed up a routine government action, or payments made in return for a business favour or advantage.

Domino's does not permit facilitation payments of any kind in any country in which we do business. Any request for a facilitation payment made of a Colleague should be reported to the Senior Officer as soon as possible.



Example

Facilitation Payment: You notice a Colleague offer a government official £100 worth of Domino's vouchers, in exchange for a speedier outcome to their licencing application.

This constitutes bribery of an official, because it is not an official payment. It is an offence for the Colleague to make such an offer, and a breach of this Policy. This may lead to disciplinary action resulting in dismissal for gross misconduct.

Political donations

Domino's does not make contributions or donations to political organisations or independent candidates, nor does it incur any political expenditure. Domino's respects the right of individual employees to make personal contributions, provided they are not made in any way to obtain advantage in a business transaction.

Procedure

How can you Comply?

You must read and abide by the terms of this Policy. Domino's is committed to maintaining high ethical standards in all areas of its business and to abiding by the law; as such, any allegations of malpractice or unethical conduct will be taken seriously. Domino's management encourages all Colleagues to report any malpractice, illegal acts or suspected wrongdoing by current or former Colleagues, whether it has already occurred, is ongoing or is likely to occur.

It is Domino's policy that no Colleague will suffer any adverse consequences for refusing to pay bribes even if such refusal may result in the loss of business to the Company.

Individuals that are responsible for engaging and maintaining relationships with Third Parties that are of a material nature, or where the relationship is with a Third Party that is based outside of the United Kingdom, must ensure that prior to engagement the Due Diligence Policy (**Appendix 3**) is consulted and complied with.

Gift and Hospitality Registers

To ensure openness and transparency, all gifts, hospitality and entertainment over the value of £20, whether accepted or declined, must be recorded in the Gift and Hospitality Register, which can be found on the Anti-Bribery SharePoint site.

Deliberate failure to disclose the receipt of a gift, hospitality or entertainment is considered a breach of this Policy and may lead to disciplinary action resulting in dismissal for gross misconduct.

Please see Appendix 2 for Approval Limits.



Training and Communication

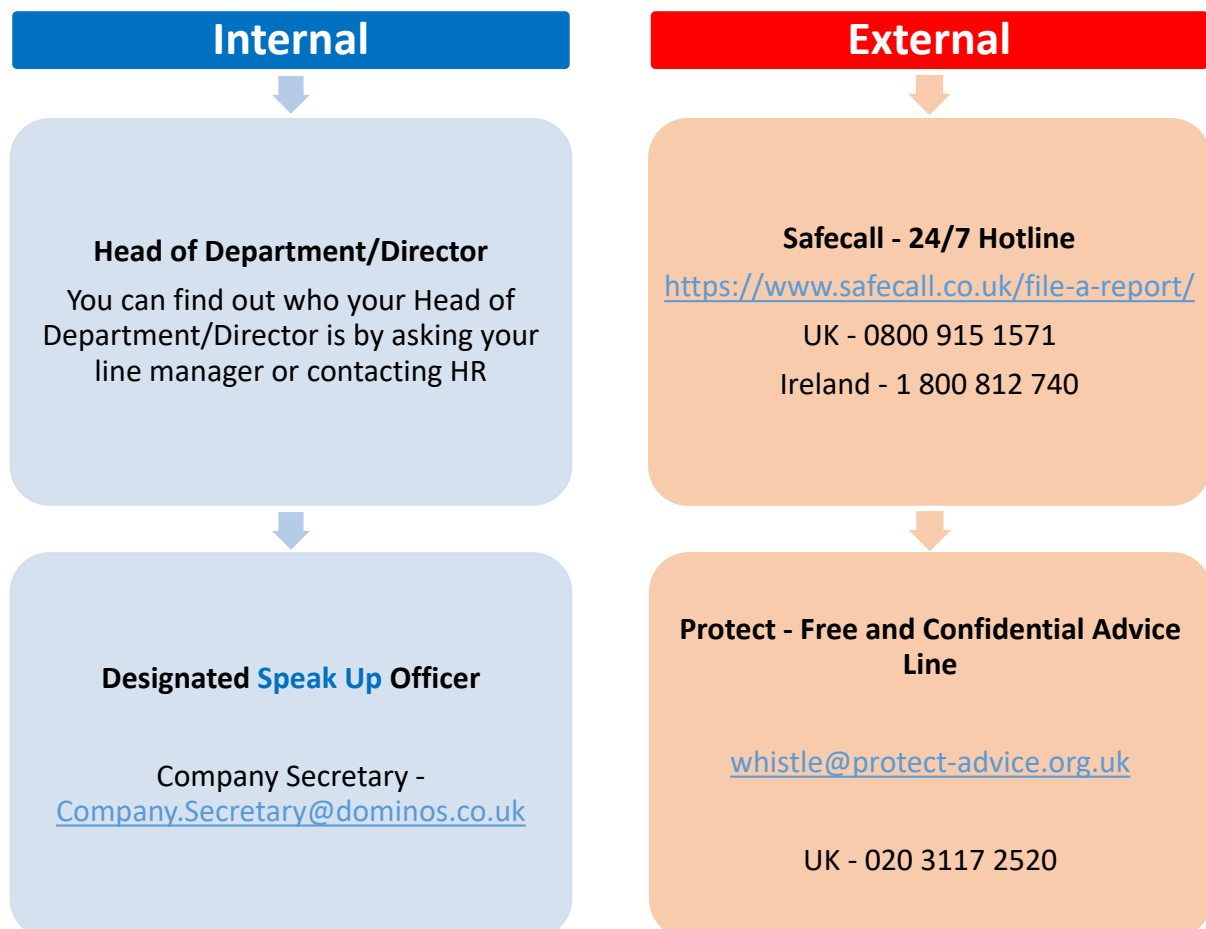
This Policy forms part of the procedures in place for the prevention and detection of Bribery and Corruption and will be made available to all Colleagues. Training for individuals who are at a higher risk of encountering Bribery and Corruption will be provided as necessary.

Raising Concerns

If you become aware that a Colleague or Third Party engages in, has been accused of engaging in, or requests that you engage in improper business practices, you must report this promptly to the Senior Officer.

You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage. We encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

Outlined below are a number of alternative channels available to you should you wish to report a concern. Please refer to the Speak Up Policy if you need further guidance.





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Monitoring and Review

The Board of Directors shall review the Policy annually. This review will include an assessment of the effectiveness of the policy and recommend any revisions to the Board for approval. Internal control systems and procedures are also subject to regular review to provide assurance that they are effective in countering any risks of bribery and corruption.



Appendix 1 – The Gift and Hospitality Register

It is the responsibility of each Domino's Colleague to understand when prior approval is required for the giving or acceptance of any gift, hospitality or entertainment, as well to ensure that the Gift and Hospitality Register is completed when necessary.

It is understood that it will not always be easy to assess the value of a gift, hospitality or entertainment which is received. In these situations, the recipient should describe what is being offered and make an educated estimate of its likely value, i.e. how much it would cost to purchase.

Domino's expects Colleagues to undertake a common-sense approach when applying this Policy, and consider whether the acceptance of a gift, hospitality or entertainment might be perceived to inappropriately influence.

Subject to any exceptions listed in Appendix 2, to ensure openness and transparency, all gifts, hospitality and entertainment offered to Colleagues, whether accepted or declined, must be recorded in the Gift and Hospitality Register within 48 hours of being offered. This enables Domino's to identify Third Parties which regularly make donations to Colleagues.

Gift and Hospitality Register

To update the Gift and Hospitality Register, or seek approval for the receipt/offering of a gift, hospitality or entertainment, please visit the Anti-Bribery SharePoint site.

Please see Appendix 2 for Approval Limits.



Appendix 2 – Approval Limits

UK & Ireland

Gifts

1.1. A gift can only be offered provided it satisfies the following criteria:

- i. it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- ii. it is given openly, not secretly and entered into the Gifts and Hospitality Register;
- iii. it is given in Domino's name;
- iv. it is given for a proper purpose associated with official Domino's business; and
- v. it is appropriate and its value is reasonable and proportionate to the circumstances.

1.2. The giving or receiving of hospitality and entertainment is acceptable, provided it satisfies the following requirements:

- i. it is incidental to business related events;
- ii. it is reasonable and proportionate to the nature, scale and complexity of Domino's activities
- iii. it is given and received in good faith; and
- iv. it is given and received in accordance with this Policy.

It is not generally permissible for the same Colleague to accept more than one corporate hospitality or entertainment invitation from the same Third Party within any 3-month period. Exceptions to this must be authorised, **in advance**, by the Senior Officer.





Appendix 3 - Anti-Bribery and Corruption Due Diligence Policy

This Due Diligence Policy should be consulted before any organisation within the Domino's Group enters into any business relationship with another party which is of a material nature or any business relationship with another party where such party is based in a different jurisdiction.

1. Risk Assessment of Business Relationships

The level of due diligence required will depend upon the value of the transaction and the perceived risks of Bribery/Corruption. In order to determine the level of due diligence required, a risk assessment should be carried out by the appropriate line manager or Head of Department which addresses the following risk factors:

1.1 Jurisdiction

Certain countries have a perceived higher level of risk of Corruption so it is important, when dealing with a party from another country to consider:

- 1.1.1 the country's position on Corruption league tables published by reputable organisations (Transparency International's *Corruption Perceptions Index* (CPI)) can help with this assessment. The CPI can be found on Transparency International's website or by typing the italic font above into Google); and
- 1.1.2 whether the country has anti-bribery legislation in place (if you are in any doubt about this regard please speak to the legal department).

1.2 Transaction Risk

Transactions which are high value or projects with many contractors or the involvement of agents present a high risk of Bribery. Simple, low value transactions for the supply of goods and services present a lower risk.

1.3 High Risk Sectors

The defence, construction and natural resources sectors are often identified as being high risk for corruption. Risk assessments could take into account any sectorial anti-bribery codes of conduct or industry standards. The sector in which Domino's operates and contracts is not, at the current time, regarded as high risk.

1.4 Dealing with public officials

Whether dealing with public officials in the UK or abroad, it is an offence to bribe a public official. Payments made to them to facilitate or speed up administrative transactions are included in these offences.



2. Actions Following a Risk Assessment of Business Relationships

If, after consideration of the above factors:

- (i) there is a high level of perceived risk of Bribery or Corruption, or the value of the transaction is high, full due diligence should be carried out in accordance with section 3 and section 4 of this Due Diligence Policy before any business is carried out;
- (ii) there is a low level of perceived risk of Bribery or Corruption, it is only necessary to carry out the mandatory due diligence described in section 3 of this Due Diligence Policy rather than full due diligence.

If in any doubt, please speak to the Legal Department.

3. Mandatory Due Diligence in all Arrangements or Transactions

Regardless of the perceived level of risk resulting from the risk assessment or the value of the transaction, the following steps need to be taken in relation to all business relationships with other parties:

- 3.1 the other party should be made aware, in writing, of Domino's Anti-Bribery and Corruption Policy;
- 3.2 Domino's must ensure that either:
 - 3.2.1 where the other party is a corporation, partnership or similar organisation, that such organisation has an effective Anti-Bribery and Corruption Policy and has established effective procedures to address such issues; or
 - 3.2.2 where the other party is an individual, that they are informed of Domino's policies and made aware that should they act in contravention of such policies that their contracts with Domino's may be terminated immediately and without liability; and
- 3.3 contracts with the other party must include express prohibitions on Bribery and Corruption (along with a requirement to comply with the Bribery Act 2010) and contractual penalties in relation to any incident of Bribery and to Corruption including the ability to terminate the contract. The Legal Department will provide you with this wording, where appropriate.

If the other party does not have a transparent anti-bribery policy or transparent procedures full due diligence must be carried out.

If the business is to be carried out in another country, regardless of the level of risk of Corruption, legal advice should be taken on the law of the relevant country in relation to Bribery as Domino's can incur criminal liability in that country as well as



in the UK.

4. Full Due Diligence

If, after consideration of the factors in the risk assessment, there is a high level of perceived risk of Bribery or the value of the transaction is high, the following due diligence (in addition to the due diligence listed at section 3 above) must be carried out before entering into the business relationships.

The individual responsible for the business relationship must consult with their departmental director or with the Senior Officer and after discussion should consider the appropriate course of action which should include carrying out the following checks:

- 4.1 whether the use of the other party is justified;
- 4.2 whether the other party has a reputation for Corruption;
- 4.3 whether the other party, or any individual associated with the other party, is being investigated or prosecuted, or has been convicted of Bribery or Corruption;
- 4.4 the level of due diligence that the other party has carried out on any sub-contractors, agents, subsidiaries or representatives who are likely to be involved in the transaction and whether such parties have anti-bribery policies and procedures in place;
- 4.5 whether payments made by Domino's to the other party are reasonable and at market rate. In determining the normal rate, the prices of several providers should be compared. The results of the due diligence must be recorded and assessed to decide whether Domino's is vulnerable to Bribery or Corruption.

If the risk is high, the transaction must be approved by the Senior Officer before the arrangement is entered into.