THE WATCHES OF SWITZERLAND GROUP

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# ANTI-BRIBERY, CORRUPTION & FRAUD POLICY AND GIFTS & HOSPITALITY PROTOCOLS

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## GROUP OVERVIEW

Click here to review information on The Watches of Switzerland Group.

## PURPOSE AND SCOPE OF THE POLICY

The Board of Watches of Switzerland Group PLC (the 'Board') is committed to ensuring that all of the Company's activities are conducted in accordance with all applicable legal and regulatory requirements and the highest standards of ethical business conduct. Consequently, we maintain a zero-tolerance approach to all forms of corruption, including, but not limited to, bribery, money laundering, tax evasion and fraud.

This Policy applies to all subsidiaries, associates and affiliates within the Watches of Switzerland Group (the 'Group').

We recognise the importance of adopting and maintaining a culture which prohibits corruption and embeds the highest levels of integrity, to ensure that legal and regulatory obligations are observed and so that the reputation of the Group, its clients and the sector in which it operates, is not adversely affected.

The Group has developed a Code of Ethics which should be read in conjunction with this Policy. The Code of Ethics can be found at www.thewosgroupplc.com (or for colleagues, on CONNECT).

This Policy sets out what we must all do to help prevent bribery, corruption and fraud in all its forms.

We are fully committed to complying with our obligations under all applicable legislation and the Group complies with all laws relating to the prevention of bribery, corruption and fraud in all of the countries in which it operates.

Whilst businesses must comply with local laws, the UK Bribery Act also applies to actions outside the UK. Therefore, the Group can be liable under UK law for the actions of colleagues, associated persons and service providers, wherever they are located, if such persons engage in bribery or fraudulent activity.

Where local laws apply standards which are considered not as strict as UK legislation the applicable UK legislation will apply. With regard to Anti- Bribery, Corruption and Fraud the applicable legislation would include the UK Bribery Act 2010 and the Economic Crime & Corporate Transparency Act 2023.

The Group recognises that there are different laws across the world and market practice varies across the territories in which we operate, therefore, what is normal and accepted in one place may not be acceptable/permitted in another.

The Group aims to ensure that:

- no bribes or corrupt payments are made, offered, sought or obtained by anyone acting on their behalf, to anyone, anywhere in the world; and
- no person abuses their position to make a personal gain or cause loss at the Group or anyone else's expense
- no colleague or anyone involved in the business is involved in any form of fraud.

## WHO DOES THIS POLICY APPLY TO?

This Policy is mandatory and is applicable to all full and part time colleagues, officers, consultants, temporary contractors, agents of the Group, casual workers, individuals on work experience or interning at the Group, and agency workers and certain partners such as joint venture partners. Any third parties working on behalf of the Group, including its associated persons are also expected to comply with the Policy.

## WHO IS RESPONSIBLE FOR THE POLICY?

The Board has overall responsibility for this Policy. The Chair of the Audit & Risk Committee (ARC) will review arrangements relating to the Policy. The Committee will monitor the Policy regularly to make sure it is being adhered to. The Chair of the ARC will report to the Board on compliance with the Policy. The Company Secretary & General Counsel has day to day responsibility for the Policy and will report both to the Chair of the ARC and to the Board as required.

## FAILURE TO COMPLY

We take compliance with this Policy very seriously. Any failure to comply would put both you and the business at risk. Any colleague who breaches this Policy may face disciplinary action, which could result in dismissal for gross misconduct. The Group reserves the right to terminate its contractual relationship with non-employee workers (e.g. contractors) if they breach the Policy.

You may commit a criminal offence if you fail to comply with this Policy.

## WHAT IS BRIBERY?

Bribery, for these purposes is defined as: *'giving or receiving a financial or other advantage in connection with the improper performance of a position of trust, or a function that is expected to be performed impartially or in good faith.'*

A bribe is an inducement or reward offered, promised, or provided in order to improperly gain any commercial, contractual, regulatory or personal advantage, which may constitute a criminal offence under the UK Bribery Act, namely:

- making unofficial payments to officials to obtain any permission, permit or stamp particularly in connection with importing or exporting goods
- appointing any third party or supplier to act on behalf of the Group who you know or have good reason to believe to have engaged in any corrupt or unlawful conduct including any offences under the UK Bribery Act or
- paying any third party for the purposes of being a 'fixer' to open doors and make connections for the Group overseas

The above examples are non-exhaustive. Any other similarly corrupt behaviour is also prohibited. Bribery does not have to involve cash, or an actual payment exchanging hands and can take the form of anything with a value such as a gift, lavish treatment during a business trip or tickets to an event, political and charitable donations.

## WHAT IS FRAUD

Fraud is any intentional act of deception carried out to gain something of value—usually money, property, or an unfair advantage. The key idea is deliberate dishonesty. Someone lies, hides the truth, or misleads another person to benefit themselves and cause harm or loss to someone else.

Examples of fraud can include fraud by false representation, failing to disclose information, abuse of position, obtaining services dishonestly, false statements by company directors, and fraudulent trading.

**Fraud typically involves:**

- False representation – saying something untrue or misleading.
- Intent – doing it on purpose, not by accident.
- Gain or loss – the fraudster gains something, and the victim loses something.
- Deception – the victim relies on the false information.

**Examples include**

- Cheating public revenue
- Fale accounting
- False statements by directors
- Fraudulent trading of companies or business
- Obtaining services by deception

## FACILITATION PAYMENTS

Facilitation payments ('facilitating', 'speed' 'back-hander' or 'grease' payments) are any payments, usually small cash payments, made to low-level officials as a bribe to secure or expedite the performance of a routine or necessary action or level of service.

Our colleagues, contractors, associated persons or related third parties must never offer, pay, solicit or accept bribes in any form, including facilitation payments.

## SUPPLIERS AND BRAND PARTNERS DUE DILIGENCE

Where there is a supplier or brand partner located in a high-risk territory for bribery or where an individual is considered to have other high risk indicators for bribery or fraud, e.g. high ranking public official, links to a sanctioned country, history of fraud this will be identified during the Group supplier onboarding process. The Company Secretary & General Counsel must approve any business relationships involving these high-risk suppliers, including:

- appointing as a new supplier;
- enter into a partnership;
- appoint an agent to work on the Group's behalf; and
- enter into a new contract or amending the terms of an existing contract.

## ASSOCIATED PERSONS

An "associated person" is anyone who performs services for or on behalf of a company. This includes employees, agents, contractors, and even subsidiaries. The key factor is whether the person is acting for the Group, not their specific role or title.

There is increased bribery risk amongst associated persons acting on behalf of their parent organisation. Organisations are required to conduct enhanced due diligence of its associated persons to ensure that they have no history of bribery or corruption.

Here are some examples of corruption that might be conducted by an "associated person" for the benefit of the Group:

- An employee who bribes a foreign official to win a contract for the company.
- An agent who pays a bribe to a customer to secure a sale.
- A distributor who bribes a retailer to stock the company's products.
- A consultant who bribes a government official to obtain a permit for the company.

The Group should conduct thorough due diligence on their "associated persons" to assess the risk of bribery. They should also implement anti-bribery procedures to prevent bribery by associated persons from occurring in the first place. These procedures include making all associated persons aware of this policy and ensuring that they adhere to the Code of Ethics and Vendor Code of Conduct.

Seek advice and support from the Head of Procurement and the Company Secretary & General Counsel if you are engaging / contracting with any associated persons.

## AREAS FOR FURTHER VIGILANCE

Potential issues which call for further vigilance and/or investigation include:

- the prevalence of bribery in a country that has a nexus with the particular transaction or relationship (third party is located in such country or the transaction involves such country);
- payments of unusually high fees or commissions;
- requests for cash payments or requests for unexpected payments related to government approvals;
- requests for payments to different companies or through different countries;
- undefined or unreported payments to third parties made on the Group's behalf;

- transactions with no written agreements;
- unusually close relationships with government officials; or
- a refusal to certify compliance with this Policy.

## EXCEPTIONAL CIRCUMSTANCES

In some circumstances a facilitation payment is justifiable:

- If one of our colleagues is faced with a threat to their personal safety or that of another person if a payment is not made, they should pay it without fear of recrimination. In such cases the Company Secretary & General Counsel must be contacted as soon as possible, and the payment and the circumstances in which it was made must be fully documented and reported. The Company Secretary & General Counsel will consider carefully whether to involve the police.

- Such cases will be rare. All our colleagues visiting regions where these cases are more common should familiarise themselves, prior to travel, with current guidance relating to those countries. For general information on travelling to a particular country, please consult the latest information from the UK or the US Government.

## POLITICAL AND CHARITABLE DONATIONS

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

Group charitable contributions may only be given to recognised non-profit charitable organisations and made in accordance with the Watches of Switzerland Group Foundation Grant Making Policy.

Where gifts are donated to a charitable organisation the approval limits are as detailed in the Gifts and Hospitality Protocol – Appendix A

All donations must be:

- transparent and properly recorded in the Group's books and records;
- receipted or have a letter of acknowledgement from the charity to ensure that the donations receive the proper tax treatment; and
- compliant with local law, regulations or local or internal policies.
- paid in accordance with the Group Delegated Levels of Authority

## GIFTS AND HOSPITALITY PROTOCOLS - GIVING AND RECEIVING

Gifts and Hospitality Protocols (the 'Protocols') are in place to protect all colleagues, and the Group by ensuring adequate understanding of the expected principles and practices in relation to the acceptance, offering and reporting of gifts and hospitality. It is the responsibility of every colleague to be aware of these Protocols that apply to them and to raise any questions or concerns with their Manager.

The Protocols can be found at Appendix A

All colleagues must seek approval on gifts and hospitality either being received or being given through the portal Integrity Hub at https://www.integrityhub.net.

Your request will be sent to the appropriate member of management to review and approval. Further details on the Integrity Hub and how the process works can be found on CONNECT.

## TRAINING

The Group is committed to training its colleagues in relation to anti-bribery, corruption and fraud and the procedures and controls implemented in accordance with the requirements of this Policy.

All colleagues will receive training on anti-bribery, corruption and fraud annually. New joiners will receive training as part of the induction process. Further training will be provided annually or whenever there is a substantial change in the law or our policy and procedure.

Failure to comply with this Policy or training requirements may result in disciplinary action, which may in serious cases lead to dismissal.

## ADDITIONAL RESPONSIBILITIES

If you are ever in doubt about a situation with which you are presented, always seek advice from the Company Secretary & General Counsel.

If any colleague believes that the terms of this Policy are not being correctly adhered to, then they should seek to raise any concerns with their Head of Department or Retail Director or Line Manager, or in accordance with the terms of the Whistleblowing Policy. Under the terms of the Whistleblowing Policy, colleagues are encouraged, without fear of victimisation, to raise any concerns they may have regarding the conduct of the Group's business in order that such concerns may be properly investigated. This facility is managed by Safecall and reporting can be done by phone – toll free numbers are detailed below or online in multiple languages via Safecall's secure web reporting facility, www.safecall.co.uk/report.

The Group will not tolerate retaliation of any kind by or on behalf of the Group or any colleague against any individual for making good faith reports of violations or suspected violations of this policy.

Colleagues must co-operate fully and openly with any investigation into alleged or suspected breaches of this policy. Failure to co-operate or to provide truthful information during any investigation may lead to employees being subject to disciplinary action, which may lead to dismissal.

Useful contact Details can be found in Appendix B

It may be appropriate for the Company Secretary & General Counsel to make external notifications such as to the Serious Fraud Office.

## RECORD KEEPING

We keep appropriate financial records and has appropriate internal controls in place which evidence the business reason for gifts, hospitality and payments made and received.

The Group will take steps to monitor compliance with this Policy.

Approved by the Watches of Switzerland Group PLC Board on 13 May 2026.

# APPENDIX A

## GIFTS & HOSPITALITY PROTOCOLS: GIVING AND RECEIVING

These Protocols± are in place to protect all our colleagues, and the Group, by ensuring adequate understanding of the expected principles and practices in relation to the acceptance, offering and reporting of gifts and hospitality. It is the responsibility of every colleague to be aware of these Protocols that apply to them and to raise any questions or concerns with their Manager.

Third parties are brands, other stock suppliers, non-stock suppliers and clients. This includes third parties whether, or not, we do business with them.

Any gift or hospitality:

- must comply with local law in all relevant countries, regulations, industry standards, and internal policies;
- may only be accepted if they are given in the context of a legitimate business relationship and are not intended to influence a business decision or create an undue obligation
- must not be made with the intention of improperly influencing a third party or worker 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 including preferential placement on product waiting lists;
- must be given in the name of the organisation, not in an individual's name;
- that is in the form of a gift card must be less than £50 or $75
- must not include cash or a cash equivalent (unless the cash is a donation from the Company to a recognised charity, as per the Group Delegated Levels of Authority);
- must be appropriate in the circumstances, eg if there is a tender process underway gifts are generally not appropriate.
- must be of an appropriate type and value and given at an appropriate time taking into account the reason for the gift;
- must be given openly, not secretly, and accepted with transparency, not secretly; and
- in the case of gifts, they must not be offered to, or accepted from, government officials or representatives, politicians or political parties, without the prior approval of the Group's Company Secretary & General Counsel.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The intention behind the gift should always be considered.

These protocols and approval levels apply to ALL gifts and hospitality given and received. Irrespective as to whether they are later shared amongst the broader team.

No gifts or hospitality can be accepted during contract renewals or tender processes.

### Approval and Registration

All colleagues must seek approval on gifts and hospitality either being received or being given through the portal Integrity Hub at https://www.integrityhub.net.

Your request will be sent to the appropriate member of management to review and approval.

Further details on the Integrity Hub and how the process works can be found on CONNECT.

For clarity, if you receive a gift or hospitality as part of a commercial incentivisation scheme managed by a brand, this is not regarded as a reportable event.

All gifts and hospitality must be submitted in advance for approval as per the details below. Details must include a detailed description of the gift or the hospitality. Eg if the gift is a bottle of alcohol, the brand should be noted. If the hospitality is for a sporting event the details should include what is included in the invitation. Evidence of the approval must be retained.

Cash and cash equivalents received, including gift cards over £50 or $75 can never be accepted.

Gifts will include tickets to events where no brand or other supplier representative is present, for clarity this will not be categorised as hospitality.

### Gifts For UK Colleagues

- For gift values up to £20 no approval is required (though note approvals required where values exceed limits on a rolling 12 month basis)
- For gifts that exceed £20 but are up to £50 in value, the approval of relevant Line Manager is required.
- For gifts that exceed £50, the approval of the relevant Head of Department, Director or relevant Store Director is required.
- For gifts that exceed £100 the approval of the relevant Trading Board Director is required
- Gifts that exceed £250 to a Trading Board member must be approved by an Executive Director. For clarity the CFO must obtain the approval of the CEO and the CEO must obtain the approval of the Chair.
- Other Non-Executive Directors must receive approval from the Chair. The Chair must obtain approval from the Senior Independent Director.

### Gifts for US Colleagues

- For gift values up to $20, no approval is required (though note approvals required where values exceed limits on a rolling 12-month basis)
- For gifts up to $100, the approval of relevant Line Manager is required.
- For gifts that exceed $75, and up to $300, the approval of the relevant Store Director, Head of Department or next level Manager is required.
- For gifts that exceed $300, the approval of the VP Human Resources is also required, where the recipient is not a US Trading Board member
- Gifts that exceed $300, made to a US Senior Leadership Team member, must be approved by the US President
- Gifts that exceed $300 to a Trading Board member must be approved by an Executive Director.

Under no circumstances can a gift valued at more than £400 or $500 be received by any colleague. Gifts above this amount must be refused and if necessary, returned to the provider. If return is not possible, and in exceptional circumstances only, the gift must be transferred to the Human Resources Department and will be donated to an approved charity.

These limits apply to the situation where a colleague receives a number of gifts over a rolling twelve-month period from a single individual, family or organisation, which each have a value that is below £50 or $60 but whose cumulative value exceeds the £300/$400 threshold.

## Hospitality for all colleagues

Hospitality includes the following: invitations to attend events, tickets to events, related travel, accommodation, food and drink. Hospitality will include flights and hotel rooms paid for by brands or other suppliers, even if the event is work related. Eg Watches and Wonder

For clarity, if you are hosting a client at a third-party event then this is not regarded as hospitality.

If you attend an event e.g. a football match, following a normal allocation of tickets and no brand or supplier representative is present this is not regarded as hospitality but should be recorded on the gift register in the normal way.

**If a colleague is offered any hospitality, to whatever value, advance approval from the relevant Director must be obtained <u>and</u> recorded in the Register <u>before</u> the hospitality is accepted.** Every attempt should be made to provide a reasonable value for the hospitality event and submitted with the approval request.

All approved hospitality must be entered on the Register regardless of whether the hospitality is accepted.

Offers of hospitality by any of our supplier brands to a Head of Department, Retail Director or Global or US Trading Board member, must be approved in advance by the Group CFO.

For the avoidance of doubt, this does not include lunches with suppliers, brand partners or other contacts in the normal course of business. However, it does include supplier visits abroad and potentially events taking place away from the supplier's premises.

For clarity all offers of gifts and hospitality, whether accepted or rejected must be recorded on the Group register.

± Note separate protocols for Hodinkee colleagues

# APPENDIX B

## USEFUL CONTACT DETAILS

**The Watches of Switzerland Group**

| | |
|---|---|
| Laura Battley – Company Secretary and General Counsel | +44 (0)207 317 4600 \| L.Battley@thewosgroup.com |
| Philippa Jackson – Executive Director, Human Resources | +44 (0)7775 661730 \| P.Jackson@thewosgroup.com |
| Andrew Reay – Director of Internal Audit & Risk | +44 (0) 7976 259228 \| a.reay@thewosgroup.com |
| Mark Haworth – Senior Legal Counsel | +44 (0)116 281 7261 \| M.Haworth@thewosgroup.com |
| Rob Beshar – Vice President, Operations & Finance | (954) 590-9296 \| RBeshar@thewosgroup.com |

**External**

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|---|---|
| Safecall (UK) | +44 (0)800 915 1571 \| www.safecall.co.uk/report |
| Safecall (US) | 00 (1) 866 901 3295 \| www.safecall.co.uk/report |