

REPLY LIMITED

Modern Slavery and Human Trafficking Statement

Introduction

Modern slavery is a crime and a violation of fundamental human rights taking various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. Any reference in this statement to 'modern slavery' should be understood as a reference to modern slavery, human trafficking or any other activity that is rendered unlawful by the Modern Slavery Act 2015.

This statement covers the business activities and supply chains of Reply Limited ('Reply') and its subsidiaries (the 'Reply Ltd Group') and sets out the Reply Ltd Group's actions to identify any potential modern slavery risks related to its business and to put in place steps that are aimed at ensuring that there is no modern slavery in its own business and/or its supply chains. This statement relates to actions and activities since 1 January 2016.

The Reply Ltd Group is committed to preventing modern slavery in its corporate activities and supply chains. It recognises that it has a responsibility to identify where modern slavery might be occurring in its own activities and supply chains both within and outside the United Kingdom.

Organisational structure and supply chains

The Reply Ltd Group's structure

The Reply Ltd Group is a group of companies that specialises in consulting, systems integration and digital services with a focus on the conception, design and implementation of solutions based on new communication channels and digital media. The Reply Ltd Group is part of a wider group of companies controlled by Reply S.p.A., a company registered in Italy with IVA number 08013390011 (hereinafter Reply S.p.A., together with its subsidiaries, shall be referred to as the 'Reply Group' or the 'Wider Group'). Reply S.p.A. has its head office in Italy. The Wider Group has over 6,000 employees worldwide and operates in the UK, Italy, Germany, Belgium, France, the USA, the Netherlands, Luxembourg, Brazil, Belarus, Poland, China and Romania. The Wider Group had a global annual turnover of €780 million for the year ended 31 December 2016.

Our business

The business of the Reply Ltd Group is organised as follows:

- Reply Ltd hosts central services (including Finance, HR, ICT and Health & Safety) that deliver support activities to the subsidiaries;
- the operative companies, divided by competencies and technologies, deliver their services to customers.

Countries of operation and supply

As at 31 May 2017, the Reply Ltd Group comprises the following legal entities:

- in the UK - @ Logistics Reply Limited, 38 Grosvenor Gardens Limited, Avantage Reply Limited, Avvio Reply Limited, Breed Reply Investments Limited, Breed Reply Limited, France Reply Limited, Lynx Recruitment Limited, PortalTech Reply Limited, Reply NL Limited, Risk Reply Limited, Solidsoft Reply Limited, Sytel Reply Limited, Technology Reply Limited, WM Reply Limited, WM360 Consultancy Services Ltd, WM360 Crashpad Ltd, WM360 Ltd and WM360 Resourcing Ltd;
- in Belarus - First Development Hub Ltd;
- in Belgium - Avantage Reply (Belgium) Sprl, Reply Belgium SA;

- in France, Reply France Sarl;
- in Luxembourg - Avantage Reply (Luxembourg) Sarl, Reply Luxembourg Sarl; and
- in the Netherlands - Avantage Reply (Netherlands) BV;
- in Portugal – Reply Portugal (Branch of Reply France).

In addition, the Reply Ltd Group supplies services into the following additional jurisdictions:

- Italy;
- Germany;
- Republic of Ireland;
- United States of America;

In addition, the Reply Ltd Group supply chain operates in the following additional jurisdictions:

- Poland;
- Romania;
- Sweden.

In order to assess whether or not particular activities or countries in which it or its suppliers operate are high risk in relation to slavery or human trafficking, Reply carefully considers each jurisdiction in which it operates and/or provides services to customers and/or is provided services by its suppliers, any slavery or human trafficking risks associated with such jurisdictions and/or the services it is providing in each relevant jurisdiction.

No high-risk activities

Having carefully considered the jurisdictions in which the Reply Ltd Group operates, and having considered the extent to which the Reply Ltd Group provides services and/or contracts for business in each jurisdiction, the board of directors of Reply (the '**Board of Reply**') has concluded that none of the jurisdictions in which the Reply Ltd Group operates and/or in which its supply chain operates are to be regarded as high-risk. The Board of Reply will continue to monitor the activities of the Reply Ltd Group on an ongoing basis and, although they are not currently aware of any potentially high-risk activities and/or jurisdictions in which they operate, they will continue to keep such matters under review.

Responsibility

Responsibility for the Reply Ltd Group's anti-modern slavery initiatives is allocated as follows:

- **Policies:** the Board of Reply has recently adopted a new modern slavery policy (the '**Policy**') which has been rolled out across the Reply Ltd Group. All employees, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners of the Reply Ltd Group are required to read the Policy and confirm that they have done so. Management at all levels are responsible for ensuring that those people reporting to them understand and comply with the Policy and understand their responsibilities to report any instances or suspicions of modern slavery or human trafficking.

- **Risk assessments:** the Board of Reply has overall responsibility for this statement and ensuring that the Reply Ltd Group complies with the Modern Slavery Act 2015. Riccardo Lodigiani has primary and day-to-day responsibility for enforcing the Policy, monitoring its use and effectiveness, dealing with any queries about it and implementing and checking internal systems and procedures, including risk assessments where appropriate, to ensure they are effective in countering modern slavery.
- **Investigations/due diligence:** as noted above, Riccardo Lodigiani has day-to-day responsibility for investigations and due diligence in relation to known or suspected instances of modern slavery within the Reply Ltd Group.
- **Training:** where necessary, the Board of Reply will ensure that employees, consultants and/or other relevant individuals will be given training on modern slavery risks. At the present time, the Board of Reply does not consider such training to be necessary but will respond promptly to any perceived need for training or any request for training that arises in the future.

Relevant policies

The Reply Ltd Group operates the following policies that describe its approach to the identification of modern slavery risks and steps to be taken to prevent modern slavery in its operations:

- **Code of Ethics (the 'Code'):** the Code sets out the Wider Group's clearly established ethical values of fairness and transparency and forms the foundation of the Wider Group's business culture. It sets a standard for the conduct of the Wider Group's staff in their business and non-business activities and seeks to promote best practices (in line with market expectations in terms of ethical standards) and responsible conduct through the training and the disclosure of specific business ethical principles. The Code further makes clear to employees the actions and behaviour expected of them when representing the organisation. The organisation strives to maintain the highest standards of employee conduct and ethical behaviour when operating abroad and managing its supply chain. The Code of Ethics is available to read online at http://www.reply.com/InvestorsDocuments/en/Code_of_Ethics.pdf.
- **Whistleblowing:** the Reply Ltd Group encourages all its workers, customers and other business partners to report any concerns related to the direct activities, or the supply chains of, the organisation; this includes any circumstances that may give rise to an enhanced risk of modern slavery. The organisation's whistleblowing procedure is designed to make it easy for workers to make disclosures, without fear of retaliation. Employees, customers or others who have concerns can use the Reply's confidential helpline e-mail odv@reply.eu.
- **Suppliers/Procurement:** as described in the Code of Ethics, the Reply Ltd Group is committed to ensuring that its suppliers adhere to the highest standards of ethics. Suppliers are required to demonstrate that they provide safe working conditions where necessary, treat workers with dignity and respect, and act ethically and within the law in their use of labour. The organisation works with suppliers to ensure that they meet the standards of the code and improve their worker's working conditions. However, serious violations of the organisation's supplier code of conduct will lead to the termination of the business relationship. The Code of Ethics is available to read online at http://www.reply.com/InvestorsDocuments/en/Code_of_Ethics.pdf.
- **Recruitment/ policy:** the Reply Ltd Group uses only specified, reputable employment agencies to find candidates, establishing then a direct agreement with every freelancer hired.

Due diligence

The Reply Ltd Group undertakes due diligence when considering taking on new suppliers, and regularly reviews its existing suppliers. The organisation's due diligence and reviews include:

- evaluating the modern slavery risks of each new supplier;
- conducting supplier audits or assessments where general risks are identified;
- taking steps to improve substandard suppliers' practices where concerns have been raised;
- invoking sanctions against suppliers that fail to improve their performance in line with an action plan or seriously violate our supplier code of conduct, including the termination of the business relationship.

Performance indicators

The Reply Ltd Group has reviewed its key performance indicators ('KPIs') in light of the introduction of the Modern Slavery Act 2015. A copy of the Policy has been circulated to all of its employees. Each employee is required to read the Policy on Tamtamy website, and to provide confirmation to Reply on the same site once they have done so. The Board of Reply will give further consideration to any further relevant KPIs in due course.

Training

The Policy makes clear that employees are encouraged to raise concerns about any issue or suspicion of modern slavery in any parts of the Reply business or supply chains of any supplier tier at the earliest possible stage (including if they are unsure about whether a particular act, the treatment of workers more generally, or their working conditions constitutes any of the various forms of modern slavery). If considered necessary by the Board of Reply, training on this policy may form part of the induction process for all individuals who work for Reply. The Wider Group's zero tolerance approach to modern slavery in its business and supply chains should be communicated to all suppliers, contractors and business partners at the outset of its business relationship with them and reinforced as appropriate thereafter.

Board approval

This statement has been approved by the Board of Reply, who will review and update it annually.

Signed: _____


Director, Reply Limited

Date: 12 / 6 2017