

# Anti-Bribery & Corruption Policy

## 1. POLICY STATEMENT

- 1.1 We are committed to conducting all of our business in a fair, honest, open and transparent manner. We take a zero-tolerance approach to any acts of bribery and corruption both within Bauer and in respect of any third parties with whom we have dealings. We will act professionally, ethically and with integrity in all our business dealings and relationships wherever we operate. We also expect the same level of integrity from our business partners. The Board expects and requires that each operating company will comply with the provisions of this policy and will implement and enforce effective systems to counter bribery.
- 1.2 We will uphold all laws relevant to countering bribery and corruption in all of the jurisdictions in which we operate. We recognise that we are bound by the laws of the UK, and in particular the Bribery Act 2010 (the "Bribery Act"), in respect of our conduct both at home and abroad.
- 1.3 The purpose of this policy is to:
  - 1.3.1 set out the responsibilities of Bauer, and of those working for us, in observing and upholding our stance on bribery and corruption; and
  - 1.3.2 provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 Bribery and corruption are serious criminal offences. Under the Bribery Act, offences committed by individuals can be punishable by an unlimited fine and up to ten years' imprisonment. As an organisation, if Bauer are found to have engaged in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face serious damage to our reputation and our future ability to conduct business.
- 1.5 We therefore take our legal responsibilities in relation to bribery and corruption extremely seriously and we expect all of our employees and third parties with whom we conduct business to do so as well.
- 1.6 In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors,

publishers, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## 2. WHO IS COVERED BY THE POLICY?

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, freelance staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as workers in this policy).

## 3. WHAT IS BRIBERY?

3.1 In simple terms, a bribe is an advantage or reward offered, promised or given to another party as an inducement for them to act improperly. This is normally to gain some form of commercial, contractual, regulatory or personal benefit. The advantage provided does not need to be cash or physical property to be deemed a bribe.

3.2 The Bribery Act makes it an offence, either directly or through a third party to:

3.2.1 offer, promise or give a bribe

3.2.2 request, agree to receive or accept a bribe

3.2.3 offer, promise or give a bribe to a Foreign Public Official

## 4. WHAT IS NOT ACCEPTABLE?

4.1 It is not acceptable for you (or someone on your behalf) to:

4.1.1 offer, promise or give a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;

4.1.2 offer, promise or give hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;

4.1.3 accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;

- 4.1.4 accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- 4.1.5 threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- 4.1.6 engage in any activity that might lead to a breach of this policy.

## 5. GIFTS AND HOSPITALITY

- 5.1 The provision and receipt of corporate hospitality helps Bauer to enhance business relationships and promote goodwill with our clients, customers and suppliers. However, Bauer recognises that lavish or excessive hospitality, either given or received could, in certain circumstances influence business decisions and impair judgement such that it could raise the assumption of impropriety.
- 5.2 This policy does not prohibit the normal provision or receipt of gifts and hospitality to or from third parties. However, all corporate hospitality or gifts given or received must be reasonable, proportionate and commercially appropriate.
- 5.3 All hospitality or gifts (both given and received) over an equivalent cash value of £500 should be recorded in a hospitality and gift register. The form for gifts provided can be found on Media Vine [here](#), and the form for gifts received can be found on Media Vine [here](#).
- 5.4 When providing or receiving either hospitality or gifts to the value of £500 or more, then approval should be sought from your Group CEO or Group FD in accordance with the Delegated Authority Guidelines.
- 5.5 Should you have any doubt as to whether the provision or acceptance of a particular gift or occasion of hospitality is permitted, you should consult your BA or Finance Controller (Frontline) or Finance Director (Seymour) in first instance, or one of the Company's in-house legal advisors.
- 5.6 A common sense approach to the provision and receipt of hospitality is essential. For the avoidance of doubt, examples of the type of hospitality deemed to be acceptable might include:

- 5.6.1 Lunch or drinks with a client, contact, supplier in the UK it is customary for small gifts to be given at Christmas time;
- 5.6.3 It is given openly, not secretly;
- 5.7 Examples of hospitality that may not be appropriate will include:
  - 5.7.1 Irrespective of value, the provision or receipt of cash, or a cash equivalent
  - 5.7.2 Again, irrespective of value anything given or received secretly
  - 5.7.3 Hospitality that is lavish, excessive and has no connection to our business aims and objectives
- 5.8 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 test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered. If there is any doubt you should contact your BA or Finance Controller (Frontline) or Finance Director (Seymour) for further guidance.

## 6. FACILITATION PAYMENTS

- 6.1 Facilitation payments are small unofficial payments to a government official designed to expedite a transaction, service or routine government action, which will normally be performed regardless of whether the payment is made. An example of this type of payment would be a small cash payment to an official to speed up the authorisation of a visa. Facilitation payments are unusual in the UK but are more commonplace in other jurisdictions in which we both operate and may travel to from time to time.
- 6.2 Despite the relatively small value of such payments, under the Bribery Act they are deemed to be bribes and are therefore unlawful. You must not offer, promise or make a facilitation payment. All workers must avoid any activity that might lead to, or suggest that a facilitation payment will be made by us.

- 6.3 There is only one exception, namely, if such a payment is being extorted from you or you are being coerced to pay it in circumstances where your safety or liberty are under threat and there is little alternative but to make the payment then you should do so. Where that happens you must make a clear record of the payment, the circumstances in which it was paid and report it to your BA or Finance Controller (Frontline) or Finance Director (Seymour). If you are fortunate enough to avoid having to make the payment you should still report it as this assists us in identifying any potential future issues.

## 7. CHARITABLE, POLITICAL DONATIONS AND SPONSORSHIPS

- 7.1 In the event that we decide to make a political contribution authorisation for any amount must be sought from Rob Munro-Hall or Paul Keenan. Any political contribution made will never be in an attempt to influence any decision or gain a business advantage and will always be publicly disclosed.

- 7.2 From time to time we may make charitable donations or enter into sponsorship arrangements. No donation should be offered or made without the prior approval of your Managing Director or Financial Director. In addition:

7.2.1 Care should be taken to ensure that the charity is legitimate, registered and ethical.

7.2.2 All financial donations should be made to the charity itself rather than payments being made to or via an individual.

7.2.3 Any donation is clearly and transparently recorded in our accounting and financial records.

## 8. YOUR RESPONSIBILITIES

- 8.1 You must ensure that you read, understand and comply with this policy.
- 8.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 8.3 You must notify the confidential helpline (see section 10 below) as soon as possible if you believe or suspect that a conflict with this policy has

occurred, or may occur in the future. For example, if you are offered something to gain a business advantage with us, or you are informed, for example, that a gift or payment is required to secure their business. Other possible indicators of bribery or corruption are set out in the Schedule below and are referred to as "Red Flags". If at any time you feel concerned that you are being asked to engage in behaviour that may breach this policy then you should phone the helpline.

- 8.4 Acts of bribery or corruption are serious criminal offences that have implications on the individuals involved and also may have serious consequences for us. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.
- 8.5 In relation to non-employees and workers engaged with us under any other form of contractual relationship for example, freelancers, we reserve our right to terminate such contracts if they breach this policy.

## 9. RECORD KEEPING

- 9.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 9.2 You must declare and record all hospitality or gifts accepted or offered subject to the financial limits and approval levels set out in section 5 above. Our hospitality and gifts registers will be subject to regular managerial review.
- 9.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- 9.4 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

## 10. HOW TO RAISE A CONCERN

- 10.1 You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your BA or Finance Controller (Frontline) or Finance Director (Seymour) or one of the Company's in-house legal advisors. However, where you have concerns over breach of this policy, if you are offered or asked to make a bribe, suspect it may happen in the future or believe that you are a victim of unlawful activity then you should report it to our confidential helpline following the procedure set out in the Whistleblowing policy in the Staff Handbook.
- 10.2 All concerns should be communicated through [bauermediawhistleblowing@bauermedia.co.uk](mailto:bauermediawhistleblowing@bauermedia.co.uk), which is confidential. Any such disclosure will be treated in confidence and is protected by law.

## 11. PROTECTION

- 11.1 Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. 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.
- 11.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the HR or Finance Controller (Frontline) or Finance Director (Seymour) immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can be found in the Staff Handbook.

## 12. TRAINING AND COMMUNICATION

- 12.1 Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.

12.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

13. WHO IS RESPONSIBLE FOR THIS POLICY?

13.1 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

13.2 BA or Finance Controller (Frontline) or Finance Director (Seymour) has primary and day-to-day responsibility for implementing this policy, for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

14. MONITORING AND REVIEW

14.1 The Legal Director will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

14.2 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

14.3 Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to your BA or Finance Controller (Frontline) or Finance Director (Seymour).

14.4 This policy may be updated or amended at any time.

Schedule      Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to the confidential helpline (see section 10 earlier):

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;

- (m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third party;

## Anti-Bribery & Corruption Policy

### Document Control

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### Approvers

This document requires the following approvals

Role	Name
Legal & Compliance Director	Susan Voss

Other related information