

PUBLIEUROPE LIMITED

SUMMARY OF ANTI-BRIBERY AND CORRUPTION POLICY

We operate under the laws of England and Wales, including the Bribery Act 2010. We are committed to conducting all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and 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. As part of our effort to ensure that all business is conducted in a way which is honest we have adopted an Anti-Bribery and Corruption Policy, which applies to all of Publieurope's staff.

This is a summary of our Anti-Bribery and Corruption Policy. It is provided as a point of reference for third parties who deal with Publieurope. Publieurope has also developed procedures for dealing with third parties. Your attention is drawn to this document, which sets out some of the reasons why Publieurope and its staff may have to refuse to deal with you, or may require further information from you in order to comply with Publieurope's Anti-Bribery and Corruption Policy. Publieurope has appointed a Compliance Officer to oversee adherence to this policy.

1. Policy statement

1.1 Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

1.2 We have identified that the following are particular risks for our business:

- (a) corporate hospitality and gifts;
- (b) media discounts and rebates;
- (c) informal appointment of contractors, sub-contractors, suppliers, freelancers and other associated persons; and
- (d) production offsite and abroad.

2. Who is covered by the policy?

The 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, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located.

3. **What is bribery?**

A bribe is an inducement or reward offered, promised or provided in order to get someone to perform their function improperly.

Examples:

Offering a bribe

An agent offers an individual who is a representative of an organisation (which is a potential client) tickets to a major sporting event, but only if the individual persuades the organisation agree to do business with Publieurope.

This would be an offence as the agent is attempting to persuade the representative to perform his function improperly (i.e. to make a recommendation on the basis of a personal reward which he might receive, rather than on the basis of what is in the best interest of his organisation).

We may also be found to have committed an offence because the offer has been made to obtain business for us. It would also be an offence for the individual to accept the agent's offer.

Receiving a bribe

If we (or an individual acting on Publieurope's behalf) accepts a reward (such as a gift or hospitality), but the giver intends the reward to induce us into doing something improper (for example a personal gift from a supplier to an individual to dissuade them from querying a large bill) then the acceptance of the gift is an offence. For this reason Publieurope has developed procedures governing the reporting and approval of gifts and hospitality.

Bribing a foreign official

Making an additional or personal payment or gift to a foreign public official in order to speed up an administrative process is a bribery offence.

The offence of bribing a foreign public official is committed as soon as the offer is made, even if the official does not accept it. It is Publieurope's policy not to make political donations.

4. **Gifts and hospitality**

- 4.1 The policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.
- 4.2 The giving or receipt of gifts is not prohibited, if the following requirements are met:

- (a) 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;
- (b) it complies with local law;
- (c) it is given in the name of Publieurope, not in a personal name;
- (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (e) it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- (f) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- (g) it is given openly, not secretly; and
- (h) gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Compliance Officer.

4.3 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.

5. **What is not acceptable?**

It is not acceptable for us or someone on our behalf to:

- (a) give, promise to give, or offer, 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,
- (b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- (c) accept payment from a third party that we know or suspect is offered with the expectation that it will obtain a business advantage for them;

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

6. **Facilitation payments and kickbacks**

- 6.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions in which we operate.
- 6.2 If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Compliance Officer.
- 6.3 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

7. **Donations**

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Compliance Officer.

8. **Record-keeping**

- 8.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 8.2 All our staff must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.
- 8.3 All expenses claims relating to hospitality, gifts or expenses incurred to third parties must be submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

8.4 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.

9. **Whistleblowing**

Publieurope encourages its staff and third parties 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 the Compliance Officer. Publieurope has a whistleblowing policy to protect staff who report suspicions of corruption.

10. **What to do if you are a victim of bribery or corruption**

It is important that you tell the Compliance Officer 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.

11. **Who is responsible for this policy?**

11.1 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. This board of directors may amend this policy at any time.

11.2 The Compliance Officer has primary and day-to-day responsibility for implementing this policy, and 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.