



Anti-bribery policy

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Next Update	01.10.2024
Distribution	Group-wide

1. Overview

PA Media Group Limited and all of its subsidiary, joint venture and associate companies (together the “Group”) is committed to acting lawfully, professionally, fairly and with integrity in its business dealings and relationships.

Bribery and corruption are criminal offences in most countries and the penalties can be severe. Certain jurisdictions may impose specific legal obligations on individuals, and you are responsible for complying with local laws/rules. Failure to comply can result in a fine and/or imprisonment.

In the UK, the Bribery Act 2010 (the “Act”) not only makes bribery and corruption illegal, but also includes an offence which holds UK companies liable for failing to implement adequate procedures to prevent bribery and corruption by those working for or on behalf of the Group, no matter where in the world the act takes place. If found to have breached applicable laws the Group could face an unlimited fine, negative publicity and serious damage to its reputation.

This policy provides information and guidance on how to recognise and deal with potential bribery and corruption issues, as well as setting out the responsibilities of all those working for the Group in observing and implementing the Group’s position on bribery and corruption.

2. Scope

This policy applies to all directors, managers and employees of the Group, together with all individuals (including, without limitation, consultants, contractors, secondees and agency workers) who perform services for or on behalf of the Group (together “workers”).

3. Bribery and corruption

Bribery and corruption have a range of definitions in law, but the fundamental principles apply universally.

- a) A bribe is an inducement or reward offered, promised, provided, received, requested or accepted in order to gain any commercial, contractual, regulatory or personal advantage. An advantage includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- b) Bribery includes offering, promising, giving, accepting or seeking a Bribe.
- c) Corruption is the misuse of public office or power for private gain or the misuse of private power in relation to commercial business.

4. The Group’s responsibilities

The Group’s senior management has overall responsibility for ensuring that this policy complies with the Group’s legal and ethical obligations and that all Staff are made aware of and adhere to it.

The Group’s Group General Counsel has responsibility for ensuring that this policy is appropriate in light of current legal obligations and dealing with any queries on its



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interpretation. The current Group General Counsel is Louise Irwin:

- Telephone: 020 7963 7562
- Email: louise.irwin@pamediagroup.com
- Address: Legal Department, PA Media Group, The Point, 37 North Wharf Rd, Paddington, London W2 1AF

5. Your responsibilities

You must ensure that you read, understand and comply with this policy.

The Group will not condone, under any conditions, the offering or receiving of bribes or any other form of improper payment, including 'facilitation payments' (see below). The prevention, detection and reporting of bribery and corruption is the responsibility of all those working for or on behalf of the Group. All Staff are required to avoid any activity that might lead to a breach of this policy.

You must not give or promise anything, including money, services, gifts, excessive entertainment or loans that are or could be construed as intending to influence the decision of customers, suppliers, government officials or political representatives. In addition, the use of intermediaries, agents, subsidiaries or joint venture companies to give, or promise to give anything to such people on behalf of the Group or any of its Staff, is strictly prohibited.

You must notify the Group General Counsel immediately if you have any knowledge, belief or suspicion that a breach of this policy has occurred or may occur in the future. For example, you must notify the Group General Counsel if a supplier or potential supplier offers something to gain a business advantage with the Group, or if a client or potential client indicates that a gift or payment is required to secure business.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. The Group reserves its right to terminate its contractual relationship with other members of staff if they are in breach of this policy.

6. When is there a risk of bribery and corruption?

The Group strictly prohibits bribery and corruption in all its forms. You must not engage in either bribery of a public official or the commercial bribery of private parties.

It is not acceptable for you (or someone acting on your 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 you 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 you 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 or any other policy;
- f) give, promise to give, or offer, a payment, gift or hospitality to anyone which is not proportionate or would be in breach of the recipient's own obligations (e.g. where a government official is subject to a policy preventing the receipt of any payment,



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gift or hospitality at all); or

- g) engage in any activity that might lead to a breach of this Policy or contract or third-party guidelines.

It is not possible to identify every situation where there is a risk of bribery or corruption. However, the Group believes that the following situations present the most significant risk of bribery and/or corruption occurring.

Use of Business Partners

In this policy, “Business Partner” means any individual or organisation with whom you come into contact during the course of your work for the Group and may include actual and potential clients, suppliers, distributors, business contacts, agents, advisers and government and public bodies, politicians and government officials.

You must give due consideration to the legal, business and financial standing, suitability, reputation and probity of all actual and potential Business Partners of the Group with whom you work or propose to work.

Where any risk regarding a potential or existing Business Partner has been identified, it will be necessary to inform the Group General Counsel who will ensure that an appropriate risk assessment is carried out.

Gifts, Entertainment and Hospitality

Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, invitations to events, functions or other social gatherings in connection with matters related to the Group’s business.

Facilitation Payments

The Group does not make, and will not accept, facilitation payments of any kind. Facilitation payments, or ‘kickbacks’, are typically unofficial payments made to secure or expedite bureaucratic transactions often by way of paying foreign public officials. They are common in some jurisdictions outside the UK and are strictly prohibited by the terms of the Act and this policy.

If you are asked to make a payment on the Group’s 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. Contact the Group General Counsel before making any such payment and if the payment is approved you should always ask for a receipt which details the reason for the payment.

Donations

The Group does not make contributions to political parties and only makes charitable donations that are legal and ethical under local laws and practices.

7. Record-keeping

The Group must keep financial records and have appropriate internal controls in place, which will evidence the business reason for making payments to third parties.

You must ensure all expenses claims relating to hospitality or gifts are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

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 should be kept “off-book” to facilitate or conceal improper payments.



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8. Dealing with third parties or business partners: due diligence

Appropriate due diligence must be undertaken in relation to suppliers, contractors and consultants proposed to be appointed by the Group on a risk-informed basis, considering factors such as the business sector, geographic location and known associations with governmental entities. Specific due diligence methods may include, but are not limited to, background checks, review of public and private databases, and reviews of the third parties' own anti-bribery measures.

All third parties are expected to demonstrate possession of anti-bribery policies that meet or exceed the rigor of the Group's policies.

Heightened scrutiny is required for parties operating within or affiliated with regions identified as high-risk by authoritative sources such as the UK Government's High Risk Countries schedule and the Transparency International Countries Index. These sources should be reviewed annually, or more regularly if appropriate, to ensure that the assessments align with the latest findings and risk assessments.

Communicating this policy

Line managers should make sure all their employees are aware of this policy and know that they must follow it at all times.

The Group's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, joint venturers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

Employees should also make their suppliers aware of this policy and ask them to confirm that they understand and accept it.

Training

Training on this policy and others in the governance framework forms part of the induction process for all new workers. All existing employees will receive occasional refresher training and relevant information on how to implement and adhere to this policy will be available on the Group's intranet site.

9. How to raise a concern under this Policy

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 line manager or the Group General Counsel.

If you are offered a bribe, 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, you must inform the Group as soon as possible.

10. Protection

The Group aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

The Group undertakes that anyone who raises a bona fide concern linked to bribery and/or corruption or who refuses to take part in any activity involving bribery and/or corruption will not be subject to any detrimental treatment as a result.

If you believe any person within the Group is subjecting you to a detriment as a result of you raising a concern or refusal (as the case may be), you must inform the Group's HR department immediately so that appropriate action can be taken.