

ANTI BRIBERY AND CORRUPTION POLICY

Purpose

DMGT is a global organisation operating in countries all over the world.

Our Group head office is registered in the UK and therefore we are subject to the UK Bribery Act 2010, which may apply to all of our operations, including those outside the UK. In addition, we should comply with any other anti-bribery and corruption legislation which may apply to our activities in the countries in which we operate, such as the U.S. Foreign Corrupt Practices Act regarding bribery of foreign government officials.

The UK Bribery Act 2010 makes it an offence for individuals or companies who are subject to its jurisdiction to offer, promise or give (as well as to request and/or agree to receive or accept) any form of bribe (of any amount, anywhere in the world). This applies to dealings both in commercial relationships and with public officials.

A 'bribe' is defined as a financial or other advantage (usually to an individual), with the intention of either (a) bringing about 'improper performance' by the recipient of their position; or (b) influencing a foreign public official so as to obtain or retain business or an advantage in the conduct of business. An obvious example is making payment to an individual in order to win a tender for a contract. There are many other examples, some of which may be less obvious. Bribes include so-called 'facilitation payments', which are payments demanded by public officials, without any legal basis, to secure the performance of a routine official function.

Individuals found guilty of offences under the Act are personally liable and may receive prison sentences of up to ten years, unlimited fines, or both.

In addition, the Act creates a corporate criminal offence of failure by a commercial organisation to prevent a bribe being paid on its behalf. Payment can be by the organisation or any of its 'associated persons' (third parties who perform services for or on behalf of the commercial organisation). However, it is a defence for the commercial organisation to show that it had in place adequate procedures designed to prevent the occurrence of bribery (even though the procedures did not manage to stop the particular act of bribery from occurring). DMGT has designed this Policy, the *DMGT Code of Conduct* and accompanying *Policy for Working with Third Parties* and *Entertainment and Gifts Policy*, and the related risk assessment, monitoring and training procedures, with the aim of having in place the necessary adequate procedures to prevent bribery.

Scope and responsibility

This is a Group policy and applies to all of us, as well as to any third parties acting for or on our behalf, such as contractors, agents and intermediaries, potentially our joint venture partners (depending on the circumstances) and, exceptionally, suppliers (where they are providing services for or on behalf of DMGT, rather than simply supplying goods or services to DMGT). Where relevant, specific divisional procedures apply and are supplementary to this policy.

All employees are required to comply with this policy as well as the Group *Entertainment and Gifts Policy* and the *Policy for Working with Third Parties*.

We encourage all our employees and other external stakeholders to use the independent Speak-Up facility to notify the Group of any suspected bribery or corruption issues in the strictest confidence. Details of how to use the facility can be found on the DMGT Employee Centre.

Key principles

- **Bribery and corruption:** We are committed to avoiding bribery and corruption and to complying with bribery and corruption laws worldwide and our related Policies and Procedures (see appendix for examples).
- **Facilitation payments:** We must not pay any form of facilitation payment or 'kickback' to individuals who are public officials, or who perform a public function, in order to obtain favourable treatment or to influence the officials so as to obtain or retain business or an advantage in the conduct of business.
- **Entertainment and Gifts:** We must comply with the Group *Entertainment and Gifts Policy* and never accept or offer entertainment and gifts that could cause the recipient to act improperly with respect to business decisions or could appear to do so.
- **Third parties:** We must only engage with third parties, such as joint venture partners, contractors, agents or intermediaries that work with or for us on an ethical basis.
- **Conflicts of interest:** We must comply with our *DMGT Code of Conduct* and avoid situations in which the personal interests of an employee could conflict or appear to conflict with those of DMGT. Employees should declare such a conflict of interest to their Line Manager.
- **Political donations:** We must comply with all applicable laws on political donations and we should never make a political donation that could create a conflict of interest or be seen as a facilitation payment.

- **Books and records:** Our books and records must accurately and properly reflect the nature and purpose of any payments made or received, and the nature of any transactions entered into.

Management responsibility

This policy has the full support of the DMGT board and senior management team. The senior management at DMGT and at the operating companies are responsible for implementing this policy by committing to combat bribery and corruption, conduct due diligence on our third parties, and to monitor and conduct risk assessments on our anti-bribery and corruption controls.

In addition, the senior management of each business is responsible for:-

- the effective implementation of this policy;
- the effective implementation of any specific divisional procedure;
- the effective internal and external communication of this policy;
- providing training to all employees and relevant third parties on the application of this policy; and
- reviewing and updating this policy as appropriate.

Consequences of not complying with this policy

Failure to adhere to this policy and related procedures may result in disciplinary action being taken, up to and including dismissal where appropriate.

DMGT may also seek to terminate its commercial relationships with third parties who engage in bribery or corruption, in particular with respect to their dealings with DMGT.

Queries about the policy

When the application of this policy is unclear, advice should be sought from your Line Manager, or Senior Management of your business unit. In cases of uncertainty, the local management may consult DMGT Legal or the Company Secretary. Questions can also be raised through the Speak-Up facility.

Investigations

DMGT will investigate any reports made internally or via the Speak-Up facility. We will appoint an appropriately senior person or team (either Legal, or involving legal counsel) to

investigate the suspected bribery, who will report to senior local and Group management at appropriate junctures. All reports will be handled confidentially as far as practicable and you can choose to remain anonymous - you do not have to give your name, although we encourage you to do so to help us in following up if necessary.

Recommended actions will be taken in light of the outcome of the investigation, including disciplinary steps where appropriate, action to correct any behaviour in breach of this policy or the *DMGT Code of Conduct*, and consideration of whether any relevant authorities should be informed.

Appendix - Bribery examples

Every case will be different, some will be much less clear than others. Good judgement (as well as knowledge of the rules) will therefore be vital to ensure that bribes are not paid (or received). We encourage anyone who is unclear how to proceed to consult with their manager and if appropriate, DMGT Legal, the Company Secretary, or the independent Speak-Up facility. The following are examples of behaviour which would be likely to amount to bribery.

The list is non-exhaustive (and in no particular order) and intended simply to aid the understanding of this policy.

- 1) An inducement (payment or gift) offered to an individual with the intention of securing a sales contract or securing a more favourable price in a contract renegotiation. This could include corporate hospitality with the same intention.
- 2) An inducement accepted which results in us awarding a supplier contract. This could include accepting hospitality with the same expectation.
- 3) Any inducement offered directly to a government official to secure a licence, permission, venue, approval or service. This includes payments to Customs Officers and Border Control employees.
- 4) Any inducement to a supplier or potential supplier to secure a lower price or other favourable terms in a supply agreement.
- 5) Bribes offered by third party sales agents to secure business on behalf of a DMGT company.
- 6) Payment or gift accepted which influences a published review of a product or the outcome of an award.

Refer to the *DMGT Entertainment and Gifts Policy* for further information on general principles and requirements in relation to the receipt and offering of entertainment and gifts.

The following examples would be unlikely to constitute a bribe:-

- 1) Sales discounts or rebates offered to an organisation as part of negotiations to secure a sales contract or win new business.
- 2) Proportionate and occasional corporate hospitality to customers and clients with the intention of building relationships or of celebrating the conclusion of a successful negotiation.
- 3) A routine lunch with a customer or supplier to discuss the business relationship with them.
- 4) Small, low value, branded Christmas gifts.