

London
**Evening
Standard**

THE 
INDEPENDENT

EVENING STANDARD LIMITED AND INDEPENDENT PRINT LIMITED

ANTI-BRIBERY POLICY

1. INTRODUCTION

The reputation of our newspapers and websites, in the UK and around the world, is based on our editorial independence and integrity. Our readers must be able to trust us and be confident that editorial decisions are not influenced by outside interests, political or commercial pressures or any personal interests.

Likewise, it is our policy to conduct all business fairly, honestly and openly, without the use of corrupt practices or acts of bribery to obtain an unfair advantage.

We value our reputation for independence, ethical behaviour and for financial probity and reliability. We recognise that bribery and corruption harms the societies in which these acts are committed and prevents economic growth and development. Any involvement in bribery or corruption would reflect adversely on our image and reputation.

As such, and under the requirements of the Bribery Act 2010 (the 'Bribery Act'), we adopt a zero tolerance approach to all bribery and corruption and expect strict adherence to all applicable bribery and corruption laws.

This Anti-Bribery Policy has been adopted by the boards of Evening Standard Limited and Independent Print Limited. We attach the utmost importance to this Policy and aim to review it and how it is implemented regularly. An employee's failure to comply with the Policy will lead to disciplinary action.

Procedures we have put in place to limit any exposure to bribery include:

- setting out a clear Anti-Bribery Policy;
- preparing employees and board members to recognise and avoid the use of bribery by themselves and other persons associated with the Company¹;
- encouraging employees to be vigilant and to report any suspicion of bribery, providing them with suitable channels of communication and ensuring sensitive information is treated appropriately; and
- taking firm action against any individuals found to be involved in bribery.

If you have any queries relating to our Anti-Bribery Policy please contact Louise Hayman in the Legal Department² at l.hayman@independent.co.uk.

EVENING STANDARD LIMITED AND INDEPENDENT PRINT LIMITED

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¹ The 'Company' means Evening Standard Limited, Independent Print Limited, their holding companies and fellow subsidiaries, jointly and/or separately as the context indicates.

² The legal department should be consulted for guidance on all matters of Company business by any person to whom the Code of Conduct or the Policies apply, on both sides of the Evening Standard Limited / Independent Print Limited business.

2. SCOPE

The following people must comply with this Policy:

- board members of the Company;
- employees of the Company; and
- all other persons associated with the Company.

A person associated with the Company is a person who 'performs services for or on behalf of' the Company, and could be an individual, company, partnership or any other unincorporated body. This includes many people connected with the Company: their acts could amount to bribery being committed on the Company's behalf.

Examples of 'persons associated' with the Company:

- **Editorial**

freelance writers and photographers, retainers, fixers, researchers, drivers, news or picture agencies who are commissioned by us;

- **Commercial**

advertising, buying, syndication or any other agencies;

- **Marketing and circulation**

vendors, drivers, suppliers, retailers, printers, merchandisers;

- **Other**

suppliers, agents, IT services, all other contractors who perform services on our behalf rather than just supplying a service to us as any other customer.

It is the responsibility of all board members and employees to ensure that every person associated with the Company within this wide-ranging definition adheres to this Policy. There should be contracts which require all such people and their sub-contractors or subsidiaries who are also acting 'on our behalf' to comply with this Policy.

In this Policy, wherever it says that an employee should contact their manager, if you are not an employee but someone associated with the Company you should contact your link person, that is the person at the Company whom you normally deal with.

3. WHAT IS BRIBERY AND CORRUPTION?

Bribery is the offer, promise, giving and - on the other side of the coin - the demanding or acceptance of a financial or other advantage with the intention of inducing an action which is or would be illegal, unethical or a breach of trust.

Corruption is the misuse of public office or power for private gain, or misuse of private power in relation to business outside the realm of government.

It is a criminal offence to offer, promise or give a financial or other advantage to bring about the improper performance by another person of a relevant function or activity or to reward such improper performance. It is also an offence if a person knows or believes that the acceptance of the advantage offered, promised or given, *itself* constitutes the improper performance of the relevant function or activity.

'Improper performance' includes breaching an expectation that you will act in good faith, impartially or in accordance with a position of trust. That clearly covers our readers' and users' expectations that our journalism is unaffected by private or secret interests. The test of bribery is what a *reasonable person in the UK* might think.

Individuals found guilty of offences under the Bribery Act are personally liable and could face prison sentences of up to 10 years and/ or an unlimited fine.

Bribes can take many different shapes and forms but typically involve a corrupt intention. The most obvious is a payment of some favour given in return for winning a tender bid for a contract. There will usually be a '*quid pro quo*', i.e. both parties will benefit from it in some way.

A bribe could be:

- A direct or indirect promise, offer or authorisation of anything of value
- An offer or receipt of any kickback, loan, fee, gift, reward or other advantage
- The gift or provision of aid, donations or voting designed to exert improper influence.

Facilitation payments

In many countries it is customary business practice to make payments or gifts to junior government officials in order to speed up or facilitate a routine action or process. For instance, there may be a perceived need to obtain licences or permits for commercial activities faster than in the normal course, or journalists may need to get a visa processed to leave a country quickly. Under the law these are bribes too, regardless of size or local cultural expectations - that this is "how business is done here".

If a facilitation payment is being demanded and you feel you have no real alternative, or if you are forced to pay one under duress faced with potential safety issues or the risk of harm, it is acceptable that such a payment is made provided that you contact your manager and the legal department as soon as possible. You must also email the Managing Editor in the form set out in Appendix A to record the payment, detailing the background and the specific events and issues involved.

If you are unsure about what could amount to a facilitation payment, please contact your manager, your link person or the legal department.

4. WHOSE ACTIONS ARE CAUGHT UNDER THE ACT?

- An employee, officer or director or anyone 'associated' with the Company;
- Any person acting on behalf of the Company (eg. our business partners); or
- Individuals and organisations where they authorise someone else to carry out these acts.

Where bribery and corruption involves a foreign public or government official it is a special offence. A 'government official' (which includes their family and close associates) could be:

- A public official, whether foreign or domestic;
- A political candidate or party official;
- A representative of a government-owned/majority-controlled organisation; or
- An employee of a public international organisation (eg. World Bank).

5. THE COMPANY'S LIABILITY FOR BRIBERY AND CORRUPTION COMMITTED IN ITS NAME WORLDWIDE

The Bribery Act for the first time holds UK companies liable for failing to implement adequate procedures to prevent an act of bribery or corruption by those working for the Company or on its behalf, no matter where in the world it takes place. Corrupt acts committed abroad, including those by business partners who are working on our behalf, could result in a prosecution in a UK criminal court. Also, bribery is a criminal offence in most countries where we have business dealings, and penalties can be severe. It is therefore not only in your interests but also those of the Company that you act with propriety at all times.

6. RISK ASSESSMENT

Effective and appropriate risk assessment lies at the very core of the success of this Policy. Business practices around the world can be deeply rooted in the attitudes, cultures and economic prosperity of a particular region. Risk assessment has to be an ongoing process and all staff have a responsibility to continuously assess the risks in their areas, including regularly reviewing their business relationships and the actions of business partners and agents. Everyone associated with the Company should notify their manager and the legal department of anything which could impact on the Company's bribery risks.

7. RELATIONSHIPS WITH BUSINESS PARTNERS, AGENTS AND CONTRACTORS

The Company is committed to ensuring business we conduct or which is conducted in the Company's name is done in a lawful, ethical and fair way. You should familiarise yourself with the [Business Relationships Policy](#) which sets out in full the way in which we need to regulate our business relationships with third parties who are acting on our behalf.

Under the Bribery Act the Company has responsibility for acts committed by business partners and agents, distributors, wholesalers, joint venture partners or partners in the Company's supply chain, who are acting on behalf of the Company. This does not include those who only supply goods or services to the Company.

Business partners who act on the Company's behalf must be told about the [Business Relationships Policy](#) and you should take steps to ensure that they operate at all times in accordance with it. Contractual provisions should be put in place with all new business partners (and as soon as possible with existing business partners) to ensure compliance with this Policy and the [Business Relationships Policy](#) by them, their sub-contractors and subsidiaries. Proper due diligence must also be carried out before entering into a new business relationship, and that is also laid down in the [Business Relationships Policy](#).

8. GIFTS AND HOSPITALITY

The Gifts and Hospitality Policy reflects the Company's determination to do business legally and ethically, and to be seen to be doing so. It is important that the readers of our products trust us as publishers of the truth, unaffected by any secret, side or personal concerns or interests. Those we do business with should be able to trust our business methods as transparent and unbiased by improper considerations. We want to eliminate any risk of conducting business unethically or of breaching the Bribery Act.

The Gifts and Hospitality Policy concerns the offer and receipt, in connection with our business, of:

Gifts	includes goods or products, samples and tokens of appreciation/ gratitude
Hospitality	includes events, entertaining and trips

You should not accept gifts or hospitality which could influence your editorial judgement or business decisions, induce others to perform their functions improperly, or seek to influence public officials. This includes any actions which could create the perception in others of any of these things. However gifts and hospitality are customary in our sectors and can be acceptable provided they fall within reasonable bounds of value and frequency.

Legitimate gifts and hospitality reflect a desire to cement good relations or show appreciation. These are intended, by reasonable and ethical means, to improve the image of the provider, to increase awareness of products or services or to establish or maintain cordial relationships.

You must take great care not to do or say anything which could be interpreted as a guarantee or promise of editorial coverage, or a commercial advantage, when you accept such a gift or hospitality, nor – when it is you making such an offer - to imply that in return you expect some favour.

You should consider very carefully before offering or accepting any gift or hospitality whose value is more than merely *insignificant* or where it is part of a *significant* series of gifts over a short period. There may be gifts or hospitality which you are uncertain about for other reasons, they appear slightly *questionable* to you or maybe they just seem to fail the 'smell test'. In both cases, of significant and of *questionable* gifts and hospitality, you are responsible for notifying it – in advance unless this is not reasonably possible – by email to your manager, or if you are not an employee, to your link person. The manager concerned must keep proper records of these notifications and refer up to the Managing Editor/ departmental manager any notification they are concerned about. In addition to such referrals, Managing Editors and departmental managers will monitor the managers' own records on a regular basis to ensure the Gifts and Hospitality Policy is being adhered to by everyone concerned.

Any failure to comply may be subject to the consequences set out in the FAILURE TO COMPLY WITH THE CODE OF CONDUCT OR A POLICY section below.

9. IMPLEMENTATION OF THIS POLICY

In order for this Policy to be effective it must be applied across the Company in all departments. The different environments in which each operates may require a department to seek to modify the details of compliance with certain sections of this Policy to ensure they are fair and appropriate for that particular department. This should be discussed in advance with the legal department.

If you have any suggestions for improvement of these procedures and controls, please let the legal department know. The potential bribery risks that Company faces may change over time, as might the nature and scale of our activities, so your input is important to ensure the continuing improvement of this Policy.

- *Accurate books and record-keeping*

We must maintain accurate books, records and financial reporting. False, misleading or inaccurate records of any kind could potentially damage the Company's interests.

- Effective monitoring and internal control

Each department should keep bribery and corruption risks under review via ongoing risk assessment and personal vigilance, including referring to managers and the legal department any potential issues that arise.

10. HOW TO RAISE A CONCERN

We all have a responsibility to help detect, prevent and report instances not only of bribery, but also of any other suspicious activity or wrongdoing. The Company is committed to ensuring that all of us have a safe, reliable, and confidential way of reporting any suspicious activity. We want everyone to know how they can "speak up".

If you have a concern regarding a suspected instance of bribery or corruption, please speak up as your information and assistance can only help. We have created channels to allow you to do this.

If you are concerned about such an act – either within the Company, by any of our business partners or by any of our competitors or other business in your sector of operations – you must report the concern to your manager and the legal department. If for some reason it is not possible to speak to your manager, you should then report it to another senior manager or the finance department as well as the legal department.

If you are not comfortable with speaking directly to a colleague or anyone mentioned above, the Company has introduced an online reporting facility for all employees and relevant business partners to use, no matter which side of the business you work on or with. You should email your complaint to Anti-Bribery@independent.co.uk, and note that anonymous complaints can be accepted through this channel.

11. FAILURE TO COMPLY

Failure to comply with any part of the Code of Conduct or a Policy, including this Anti-Bribery Policy, by an employee could lead to disciplinary action in accordance with the Company's disciplinary procedures, up to and including termination of employment. In the case of someone who is not an employee, the relationship or any arrangements with the Company could be terminated without notice, or such other action taken as the Company might decide. See the FAILURE TO COMPLY WITH THE CODE OF CONDUCT OR A POLICY section of the Code of Conduct.

12. CONCLUSION

It is the ultimate responsibility of the board of each company to monitor the implementation of this Policy and its underlying principles and guidelines. Management in each department is responsible for establishing and monitoring compliance, seeking the advice of the legal department as appropriate. All employees are expected to be aware of this Policy and take responsibility for personal and departmental compliance.

September 2011

APPENDIX A - Facilitation Payments

Name of reporter:

Date facilitation payment made:

Name/ role of the recipient of the payment:

Place / country payment was made in:

Amount:

Reasons why payment was necessary, including safety issues:

Any public interest factors involved?

Was the payment raised with the Foreign Editor/Managing Editor in advance, and what was said:

Any other relevant details to be taken into account: