

London
**Evening
Standard**

THE 
INDEPENDENT

EVENING STANDARD LIMITED AND INDEPENDENT PRINT LIMITED

BUSINESS RELATIONSHIPS POLICY

The Company is committed to ensuring that the business we conduct or which is conducted in the Company's name is done in a lawful, ethical and fair way. We have introduced our Anti-Bribery Policy which you need to familiarise yourself with, and to ensure that you act at all times in accordance with its terms.

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. It is therefore not only in your interests but also those of the Company that you act with propriety at all times.

The Company's responsibility extends to acts committed in its name by business partners and agents, distributors, wholesalers, joint venture partners or partners in the Company's supply chain, anyone who acts *on behalf of* the Company. All these people and companies are referred to in this Policy as "business partners". A company or individual who only supplies goods or services to the Company is excluded.

All business partners must be made aware of the Anti-Bribery Policy and this Business Relationships Policy and you must take steps to ensure that they operate at all times in accordance with them. Contracts should be put in place with all new business partners (and as soon as possible with existing business partners) to ensure compliance with these Policies by them, their sub-contractors and subsidiaries.

Effective risk assessment lies at the very core of the success of this Policy. Business practices can be deeply rooted in the attitudes, cultures and economic prosperity of a particular region of the world or business sector. Risk assessment has to be an ongoing process and all staff have a responsibility to assess continuously the risks in their areas and operations, including review of their business relationships and actions of business partners. Everyone associated with the Company should notify their manager and the legal department² of anything which could have a bearing on the Company's bribery risks, and commercial and reputational exposure.

DUE DILIGENCE

Due diligence is an ongoing commitment of the Company and everyone working for or with it is expected to undertake reasonable and proportionate due diligence at every relevant stage of a business relationship: when considering a new relationship, during that relationship, at contract renewal time, and whenever appropriate by contract review or by instituting a competitive tendering process.

1 Before entering into a new business arrangement

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.

The Company needs to take all reasonable steps to ensure that any potential business partner is financially and commercially sound, and ethically in step with the Company's values. The Company aims to avoid entering into an association with anybody who might bribe, for instance. Before entering into an arrangement with a new business partner or agent who will perform services for or on behalf of the Company the person leading the Company's team must undertake due diligence. The scope and extent of the process must be shaped according to the significance of the relationship to the Company's business, judged by points like its strategic importance and value, as well as the perceived or identified risk factors, but will normally cover the tasks set out below.

- **Evaluate** the background, experience, and reputation of the prospective business partner, including the key person/s responsible for providing the services to the Company. You should use the checklist at Appendix A
- **Understand** the services to be provided, and methods of compensation and payment
- **Assess** the business rationale for engaging the business partner
- **Request** evidence of the partner's own bribery policies
- **Make** reasonable enquiries with the relevant authorities, where the operations are in a foreign country
- **Record** the steps you have taken for due diligence and the results
- **Ensure** there is a written agreement in place detailing the precise nature of the services offered, costs, commissions, fees, including an acknowledgement by the business partner of their understanding of and compliance with this Policy, and providing for a right of immediate termination should there be any suspicion of bribery or corrupt behaviour.

Consult with the legal department if you would like specific guidance on the scope of this exercise, and also in the event that any due diligence exercise throws up any aspects of concern.

2 Regularly during a business relationship, including for existing arrangements

This due diligence process should be repeated on a periodic basis, for example on contract review or renewal. For existing contractual arrangements it must be undertaken at the next appropriate point.

3 Competitive tendering

Where the relationship has been of long standing, is of high value or otherwise key to the business, you need to consider whether a competitive tendering process at the next break point would be desirable or reasonable.

DOING BUSINESS ABROAD VIA BUSINESS PARTNERS

The Company has responsibility under the Bribery Act for corrupt acts committed abroad, whether by employees or business partners working on our behalf, and this could lead to prosecution in a UK criminal court.

Business conducted abroad is more likely to involve a bribery risk, and there is also a risk that the arrangements might not be in the Company's best interests, either commercially or reputationally.

Special caution is needed where business partner arrangements:

- Are undocumented
- Have been long-standing
- Have not been reviewed regularly, or
- Are based on exclusivity in either direction

You should discuss with your manager and the legal department how such a relationship may be formalised or documented to ensure its advantage for the Company is maximised and bribery risks minimised.

FAILURE TO COMPLY

Failure to comply with any part of the Code of Conduct or a Policy, including this Business Relationships 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.

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APPENDIX A - Due Diligence Checklist

Name:

Details of ownership, if not an individual:

Place of registration and company number, if relevant:

Facts relating to the key people involved in performing the proposed service, as shown up by reasonable researches (such researches should be proportionate in scale and depth to the value of the business arrangement under consideration and the specific risk elements, eg. territory, degree of feasible oversight by you):

- CVs and any references
- Details of any directorships held
- Details of any existing partnerships
- Details of any third party relationships

Details of any relevant judicial or regulatory judgments/findings against the business partner or key person/s: