

Anti-Bribery and Corruption Policy

INTRODUCTION

Bribery and Corruption undermine democracy and the rule of law. They inhibit economic growth, cause poverty and suffering (especially in developing countries), and damage business generally.

Under the UK Bribery Act 2010 (the "Bribery Act"), the making or receiving of a Bribe (defined below) is illegal and there are serious penalties for individuals and companies. The Act specifically holds UK companies liable for failing to prevent Bribery.

Commitment

The Board of directors of Guardian Media Group plc ("GMG"), Guardian News & Media Limited ("GNM") and the trustees of their ultimate owner, The Scott Trust, are committed to maintaining the highest standards and promotion of good practice in the prevention of Bribery and Corruption both within GMG and GNM and in the media industry generally. We are committed throughout our organisation to carrying out business **fairly, honestly, openly**, and in compliance with the laws on Bribery and Corruption. Our commitment is set out in this Anti-Bribery and Corruption Policy (the "Policy").

Application and Responsibility

This Policy applies to GMG, GNM and all subsidiary companies of GNM. It applies to domestic and international operations of GMG and GNM and to all directors, officers, employees and representatives of GMG, GNM and GNM subsidiaries ("**Guardian Personnel**"). All Guardian Personnel should be made aware of and should abide by the contents of this Policy.

Agents, freelance journalists, contractors, resellers and joint venture partners and other third parties who perform services in association with or on behalf of GMG, GNM or GNM subsidiaries ("**Associated Third Parties**") must also comply with the Policy (or their own anti-bribery and corruption policy provided such policy contains commitments to prevent bribery and corruption equal to or greater than those contained in this policy.)

The Anti-Bribery and Corruption Committee (the "**Committee**") is responsible for the Policy, including its design, implementation and operation on an ongoing basis. The Committee reports to the Audit Committee each year.

Definitions

A **Bribe** is any benefit (financial or otherwise) which is intended to induce or reward an individual for **improperly** performing a function or activity.

By "improper", we mean that the individual has breached an expectation that they will act in good faith, or impartially, or in accordance with a position of trust. By "function or activity" we mean any business activity, whether in the public or private sector. The value of the benefit does not determine whether or not it constitutes a bribe, although the greater the value the greater the risk the benefit could be viewed as a potential bribe.

General Standards of Conduct

1. All Guardian Personnel and Associated Third Parties are expected to conduct GMG and GNM's business in accordance with best practice of UK business standards, that is to say legally, ethically and with the highest levels of integrity.
2. Engaging in Bribery or Corruption, or any other activity that would lessen the reputation or integrity of GMG and GNM generally, in any jurisdiction, regardless of local custom or practice, is strictly prohibited.
3. Both the offering and receiving of Bribes are criminal offences under the terms of the Bribery Act. Consequently, no Guardian Personnel or Associated Third Parties shall **offer, promise or give** any Bribe to any person in order to secure any form of advantage for GMG or GNM, including obtaining or retaining business, obtaining or retaining an advantage in the conduct of business, or directing business to any person or entity. Nor shall any Guardian Personnel or Associated Third Party **receive or agree to receive** any Bribe that may influence business decisions with which GMG or GNM is associated or connected, or compromise business judgment.
4. For journalists / Editorial staff, there are specific risks that certain conduct may amount to Bribes, for example the use of payments to: (i) improperly receive information; (ii) influence editorial decisions; or (iii) reveal source information. For guidance on these issues, Editorial staff should refer to the editorial code or speak to their Managing Editor.

Facilitation Payments

5. "Facilitation Payments" are unofficial payments made to **public officials** to secure or expedite the performance of a **routine or necessary action**. Making a Facilitation Payment is a criminal offence under the terms of the Bribery Act, which specifically prohibits bribery of a foreign public official if there is intention to influence that official in the exercise of their duty, or to obtain or retain an advantage in the conduct of business.
6. However, there may be a defence if you are forced to pay a Facilitation Payment out of duress (meaning that you were obliged to make the payment to protect against loss of life, limb or liberty).
7. For guidance on these issues, Editorial staff should refer to the Editorial Code or speak to their Managing Editor.

Associated Third parties

8. All contracts and transactions with Associated Third Parties must comply with the law. Payments made under contracts should be traceable and not made in cash.
9. All payment terms in contracts must have clear commercial justification, with fair and proportionate benefits for all parties. All contractual payment terms should be transparent and the basis for any calculations clearly explained.
10. We will undertake due diligence on certain Associated Third Parties in accordance with our risk reviews. Where it is proportionate and appropriate to do so, contracts shall include anti-Bribery and Corruption representations and warranties and a clause allowing for immediate termination of the contract by GMG or GNM if another contracting party or their agents pays or accepts Bribes in connection with our business.

High Risk Territories

- Guardian Personnel should exercise special care when doing business or engaging in activity in high risk countries. [Transparency International](http://www.transparency.org/research/cpi/overview) publishes an annual corruption perceptions index (<http://www.transparency.org/research/cpi/overview>), which provides a country by country scoring, which is available together with other useful information on Bribery and Corruption on their website. If you are travelling to or considering doing business in a country with a poor reputation for corruption, (a score of less than 50) additional due diligence and other procedures may be necessary. Please speak to your Managing Editor or director and contact antibribery@theguardian.com.

Gifts

- Guardian Personnel may only give or accept gifts to or from suppliers and business partners of low value. They **may not give or accept valuable items or low value items on a frequent basis**. Guardian Personnel should refer to the Gifts and Hospitality policy (<http://spike/content/111>) for further details. Gifts should not be given to government officials even where they are of low value.

Hospitality

- Giving or receiving hospitality could potentially amount to a Bribe and thus a criminal offence under the Bribery Act if it is intended to induce or reward improper performance of a function or activity. However, **bona fide, proportionate and reasonable hospitality**, promotional and other business expenditure, which is in the legitimate interests of the business, is permitted under the Bribery Act ("Reasonable Hospitality").
- Consequently, Guardian Personnel may give and accept Reasonable Hospitality.
- Guardian Personnel may not give or accept **lavish or frequent entertainment**, or entertainment which is **not hosted**. Unhosted entertainment should be treated as a gift and employees should act in accordance with the policy on gifts.
- Guidance is contained in GMG's Gifts and Hospitality Policy which Guardian Personnel should read.
- Hospitality received by Guardian Personnel worth over £500 must be registered. For details of how to register such hospitality, please refer to GMG's Gifts and Hospitality Policy.

Political and Charitable Donations

- Neither GMG nor GNM make any political donations. Guardian Personnel wishing to make a political donation, may do so personally.
- GMG and GNM may occasionally make charitable donations to a registered charity with the approval of a director or Managing Editor. Guardian Personnel may give to a registered charity via the Give as you Earn scheme.

What to do if you suspect a bribe? Reporting Procedures

- All incidents of alleged or attempted Bribery or Corruption by or to Guardian Personnel or Associated Third Parties,

including any threats, blackmail or extortion, should be **reported immediately to the Managing Editor and / or your director**. Turning a blind eye to an instance of Bribery may be treated as equivalent to committing the offending act.

21. Alternatively, Guardian Personnel may make an anonymous disclosure on the confidential hotline. (<http://spike/content/103>)
22. GMG will fully support all Guardian Personnel or Associated Third Parties who refuse to participate in Bribery and follow the agreed reporting process. **Nobody will be penalised for losing business through refusal to accept a Bribe**. Guardian Personnel may wish to refer to the Whistleblowers/Public Interest Disclosure policy. (<http://spike/content/120>)

Potential Risk Scenarios - "Red Flags"

23. The following is a list of possible red flags that may arise during the course of you working for GMG or GNM and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.
24. If you encounter any of these red flags, you must report them promptly to your manager and **OR** to antibribery@theguardian.com:
 - (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
 - (b) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
 - (c) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
 - (d) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
 - (e) a third party requests an unexpected additional fee or commission to "facilitate" a service;
 - (f) a third party requests that you provide employment or some other advantage to a friend or relative;
 - (g) a third party insists on the use of side letters or refuses to put terms agreed in writing;
 - (h) you are offered an unusually generous gift or offered lavish hospitality by a third party.

Consequences and Disciplinary Action

The Bribery Act is enforced by the UK Serious Fraud Office, with strict penalties of up to unlimited fines and 10 years in prison for those convicted of Bribery offences.

Any incident of possible Bribery in GMG or GNM will be investigated fully and if it is determined that a member of Guardian

Personnel or Associated Third Parties has made or received a Bribe, appropriate action will be taken. In relation to Guardian Personnel, this may include **disciplinary action** in accordance with GMG/GNM disciplinary policy. In addition, GMG or GNM may take **legal action** against the member of Guardian Personnel, the recipient of the bribe or both to recover any loss/damage incurred by GMG or GNM resulting from the bribe.

In relation to an Associated Third Party it may include termination of any contract between itself and the Associated Third Party. GMG will consider taking legal action against the Associated Third Party to recover any loss resulting from the making or offering of a Bribe.

Training and Queries

All Guardian Personnel are required to complete online training on the Bribery Act and our policies. In addition we will provide face to face training for departments where we consider it appropriate.

If Guardian Personnel or Associated Third Parties have any questions on this policy, they can email antibribery@theguardian.com.