

ALL3MEDIA ANTI- CORRUPTION AND BRIBERY POLICY – THIRD PARTIES

Definitions

In this policy:

“All3Media Group” means All3Media Ltd and all the individual companies that make up its group; and “Third Party” or “Third Parties” means any individual that engages for business with the All3Media Group, or who acts on behalf of an individual or organisation that engages for business with the All3Media Group (including but not limited to free-lancers, talent, sub-contractors, suppliers, agents, facilitators, business contacts, advisers, joint venture partners and government and public bodies).

Introduction

The All3Media Group condemns corruption and bribery and will not tolerate this.

The following policy sets out in detail how you should behave and what you should do if you are confronted with corruption. The All3Media Group expects all Third Parties with which it engages to embrace this policy.

This policy is for the benefit of the Third Party as much as for the All3Media Group. If convicted of a bribery offence, the All3Media Group or a Third Party might get a significant fine and suffer lasting reputational damage. If an individual Third Party is convicted of a bribery offence, he/she could face up to ten years imprisonment. The potential harm done by bribery, both to the All3Media Group and to any Third Party, is long term and hugely outweighs any potential short term gain.

It is the All3Media Group's policy to conduct all of its business in an honest and ethical manner. The All3Media Group takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings and relationships wherever the All3Media Group operates.

Purpose of this policy

The purpose of this policy is to:

- set out the responsibilities of All3Media Group, and of those working with the All3Media Group, in observing and upholding the All3Media Group's position on bribery and corruption; and
- to provide information and guidance to those working with the All3Media Group on how to recognise and deal with bribery and corruption issues in order to ensure that All3Media Group, and those working with All3Media Group, comply with all applicable legal obligations.

All3Media Group takes its legal responsibilities very seriously and requires Third Parties to do the same.

Responsibility for this policy

The board of directors of All3Media Group has responsibility for ensuring this policy complies with their legal and ethical obligations, and that all those under All3Media Group's control comply with the policy.

Third Parties are responsible for ensuring that they and anyone whom they separately engage to complete the services for the All3Media Group comply with this policy and the provisions of the Bribery Act 2010 generally.

Monitoring and review

The board of directors of All3Media Group will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

What is bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. There are four types of offence set out in the Bribery Act 2010:

- Giving a bribe;
- Receiving a bribe;
- Bribing a foreign public official; and
- A corporate offence of failing to prevent bribery by an associated person for the organisation's benefit.

Gifts and hospitality

The All3Media Group recognises that gifts and hospitality are a normal part of business and that Third Parties may wish to give and/or receive gifts and hospitality to and from the All3Media group, and to and from anyone working on behalf of the Third Party in order to complete the services for the All3Media group.

However, it is important that when giving or receiving gifts or hospitality, consideration is given as to whether such gifts and/or hospitality are normal and appropriate. The All3Media Group expects that when working with the All3Media Group, Third Parties will consider whether or not others within the industry (who are acting reasonably and justifiably) are conducting themselves in such a way. Consider whether the gift or hospitality appears 'lavish' and out of the ordinary in the circumstances. If the gift/hospitality is not something that would normally be given in the industry by those acting reasonably and justifiably, consider why it is being offered.

The All3Media Group appreciates that the market practice of giving business gifts varies. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

What is not acceptable?

When working with or on behalf of the All3Media Group it is not acceptable for the Third Party (or someone on behalf of the Third Party) to:

- Give; promise to give, or offer a payment, gift or hospitality with the expectation or hope that a business advantage will be received solely because of that payment, gift or hospitality, or to reward a business advantage already given. However, reasonable and appropriate gifts or hospitality provided by Third Parties (or someone on behalf of the Third Party) for the purposes of establishing or maintaining good business relationships are permitted;
- 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;
- Request, agree to receive, or 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;
- Request, agree to receive, or 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 the All3Media Group in return;
- Engage in any activity that might lead to a breach of this policy.

Expected responsibilities of Third Parties

The Third Party shall:

- Comply with all applicable laws, regulations, codes and sanctions relating to anti-bribery and anti-corruption including but not limited to the Bribery Act 2010;

- not engage in any activity, practice or conduct which would constitute an offence under Sections 1, 2 or 6 of the Bribery Act 2010 if such activity, practice or conduct had been carried out in the UK;
- comply with this policy;
- ensure that all persons associated with or acting on behalf of the Third Party comply with this policy.

Any breach of this policy will be considered a very serious matter, and the Third Party is referred to the anti-corruption and bribery provisions of any agreement for services that may exist between the Third Party and All3Media Group. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for and with the All3Media Group. Third Parties are required to avoid any activity that might lead to a breach of this policy. The Third Party must contact his/her contact at All3Media Group as soon as possible if it is believed or suspected that a contravention with this policy has occurred, or may occur in the future.

The All3Media Group also reserves its right to terminate any contractual relationship with a Third Party if they breach this policy.

How to raise a concern

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 contact at the All3Media Group, who should contact a member of Human Resources or Senior Management.

Protection

Those who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The All3Media Group encourages openness and will support anyone who raises genuine concerns in good faith.

All3Media Group is committed to ensuring that no-one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future.

Detrimental treatment includes termination of engagement, not offering future engagements, threats or other unfavourable treatment connected with raising a concern.

SCHEDULE

POTENTIAL RISK SCENARIOS: "RED FLAGS"

The following is a list of possible red flags that may arise during the course of the All3Media Group working with Third Parties, 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.

If an individual encounters any of these red flags while working for, on behalf of, or with the All3Media Group, they should report them to a member of Human Resources or Senior Management:

- (a) you become aware that a party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a party insists on receiving a commission or fee payment before committing to sign up to a contract with All3Media Group, or carrying out a government function or process for All3Media Group;
- (d) a 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;
- (e) a party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a party requests that a payment is made to "overlook" potential legal violations;
- (i) a party requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a party that appears to be non-standard or customised;
- (k) you notice that you/we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (l) a party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to All3Media Group; or
- (m) you are offered an unusually generous gift or offered lavish hospitality by a party.