

Anti-Bribery & Corruption Policy

Introduction

This policy applies to all Mediahuis Group employees (which for the purpose of this policy includes agents, contractors, consultants, board members and any other parties representing/ performing services on behalf of the Mediahuis Group).

Mediahuis takes bribery and corruption very seriously and any employee found to be violating this policy will be subject to disciplinary action which may include termination. You may commit a criminal offence if you fail to comply with this policy. The criminal law relating to bribery and corruption carries severe penalties.

It is the responsibility of every manager to communicate this policy and ensure that all relevant employees and external parties working on behalf of Mediahuis, within their area of responsibility, understand and comply with these policy guidelines.

What is bribery and corruption?

A “bribe” is anything of value that may be seen as an attempt to influence an individual’s actions or decisions, obtain or retain business, or acquire any sort of improper advantage. 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.

Mediahuis employees must never directly or indirectly offer; promise to make; make payment; request; agree to receive; or accept anything of value as an inducement for an action which is illegal, unethical or a breach of trust.

No employee will be penalised or be subject to other adverse consequences for refusing to pay bribes even if it may result in Mediahuis losing business.

Key risk areas

Conflicts of interest

All employees are expected to declare in writing if they find themselves in a situation where their personal interests or loyalties conflict with the interests of Mediahuis. Such a declaration should be made to their immediate manager who should then report it to the Finance Director.

Gifts and hospitality

Employees should only accept or give gifts or entertainment that are for business purposes and are not material or frequent. Mediahuis recognises that market practice and customs vary across the world and appreciates that in some cases refusing a gift or entertainment may cause offence. Employees are expected to exercise sound judgement in this area. It is however a key requirement that gifts or entertaining should not be given or received on such a scale that they create, or are perceived to create, an inducement to do business which may not otherwise be undertaken. Gifts of cash or cash equivalents (e.g. shares, gift vouchers) in any amount are prohibited.

Besides employees of the organisation, corporate gifts and hospitality policies should also extend to their family members.

Charitable contributions and sponsorship

The Mediahuis group has an extensive track record of supporting large-scale humanitarian causes on both a global and local basis. Prior approval for all such donations should be obtained in writing.

Political support

Mediahuis has a policy of generally not supporting political candidates or parties. Where an Mediahuis business believes that it is in the interest of the Group to support a political candidate or party, prior approval should be obtained in writing from the Group CEO.

Facilitation payments

“Facilitation payments” are typically payments of a small amount to a government official to secure or expedite a routine governmental action, often to avoid bureaucratic delays or inaction if payment is not made. Examples include payments to speed up customs clearances and extra fees to officials to secure electricity connections.

Mediahuis prohibits the making of facilitation payments. However, in the event that a facilitation payment is being extorted, or if you are forced to pay under duress or faced with potential safety issues or harm, such a payment may be made, provided that certain steps are followed.

Third Parties' Relationships

Subsidiaries and Business Partners

You should act with due care before engaging with a business partner and ensure that subsidiaries and business partners know and respect Mediahuis's code of conduct and related policies.

Distributors and Agents

Compensation paid to distributors and agents (including advisors and consultants) must be appropriate and justifiable remuneration for legitimate services rendered. The relationship must be documented and the agent or distributor should agree to comply with our code of conduct. Management should routinely follow the conduct of agents and distributors and reserve the right to termination in the event that they pay or solicit bribes or in any other way violate Mediahuis's code of conduct.

Contractors and Suppliers

Procurement practices should be conducted in a fair and transparent manner and due care exercised when evaluating major prospective contractors and suppliers. Mediahuis's bribery and corruption policy should be made known to our contractors and suppliers. The conduct of major contractors and suppliers should be monitored and our relationship terminated in the event that they pay or solicit bribes. You should avoid dealing with prospective contractors and suppliers known to be paying bribes.

Turning a blind eye to bribery and corruption is unacceptable. Under no circumstances should we ignore signs that any partner or third party may be making corrupt payments in connection with any venture or activity in which Mediahuis is involved or has any interest. Any suspicions in this area should be reported immediately through one of the channels outlined in the section “Reporting concerns”.

Deterring Bribery and Corruption

Documentation

False, misleading, incomplete, inaccurate or artificial entries in the books and records of any Mediahuis group company are strictly prohibited. It is never permissible to mischaracterise an improper payment as a proper one, or to bury an improper payment in a larger line item of proper payments. Employees should never satisfy requests for false invoices or other documentation.

Risk assessments

Risk assessments highlight those businesses which are more vulnerable to bribery and corruption due to country, transaction and /or partnership risks. These assessments should be performed on a routine basis involving appropriate personnel. Bribery and corruption schemes should be considered and mapped to mitigating controls. The existence of a risk assessment and the fact that management is articulating its existence may act as deterrent to would be perpetrators of bribery and corruption.

Internal controls

Management within the Mediahuis Group are required to maintain an internal control environment designed to prevent improper payments and deter potential incidences of bribery and corruption.

Monitoring

Mediahuis will periodically monitor and audit compliance with this policy through scheduled, as well as random, anti-corruption audits.

Reporting a concern

Any transaction, regardless of its value, may give rise to violations of bribery and corruption laws and regulation. Thus, it is important that every Mediahuis employee understands the rules and reports any wrongdoing he or she notices as soon as possible. If you believe a violation is occurring or has occurred, you should report it immediately.

Mediahuis has a policy of no retaliation which means that it will not penalise, or tolerate retaliation against, any employee who reports a concern in good faith, even if that allegation is found to be unsubstantiated. Individuals who cover up, obstruct, or fail to report or monitor any incidence of bribery and corruption that they become aware of, will be considered an accessory of the fact and may be subject to disciplinary action.

Employees can raise a concern with their managers, who have a responsibility to investigate and keep their managers fully informed. Alternatively, you can discuss particular concerns you may have with any of the following:

- Executive Committee
- HR
- Internal Audit, Risk & Compliance
- Legal Manager

Where employees do not feel comfortable raising a concern internally, they can use the Mediahuis Ethics Helpline. This is a telephone based reporting tool through which employees can raise concerns. Overall responsibility for the Helpline rests with HR.

All employees can call 24 hours a day, seven days a week to report any concerns they may have. When a concern is raised through this channel Internal Audit will instigate an investigation of any issue arising.

When raising concerns through this channel you are urged to provide as much information as possible so that the concern can be thoroughly investigated. Employees are encouraged to disclose their name and are assured that all calls are treated with the upmost discretion. If you do not feel comfortable doing this you may raise a concern anonymously.

In addition a dedicated email address has been set up to facilitate individuals who wish to raise concerns via email. The email address is monitored jointly by the Head of Internal Audit, Risk & Compliance who is independent of Mediahuis's management team and reports directly to the CEO and by the HR Director. Refer to the 'Useful Contacts' section at the end of this document for relevant contact details.

Please refer to the Mediahuis Ireland Whistleblowing Policy for more information about raising a concern.

Useful contacts

- **Mediahuis Ethics Helpline**
+353 1 705 5365
- **Mediahuis Whistleblowing Email Address**
whistleblowerreporting@Mediahuis.ie

HR Director

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