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## **POLICY DOCUMENT**

### **Anti-Corruption and Bribery Policy**

Policy no:	10.0.2023
Version:	7.0
Responsible:	General Counsel ("GC")
Approved by the Board of Directors on:	4 <sup>th</sup> December 2023

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## 1. BACKGROUND AND PURPOSE

This Anti-Corruption and Bribery Policy (the "**Policy**") for Catena Media plc (the "**Company**") and its subsidiaries (jointly referred to as the "**Group**"), has been designed by the Company to set out guidance on countering bribery and corruption. The Company has a zero-tolerance approach to bribery and corruption and is committed to acting professionally fairly and with integrity in all its business dealings and relationships wherever we operate and to implementing and enforcing effective systems to counter bribery and corruption.

The Group is committed to upholding all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by national laws and relevant international laws in respect of our conduct both at home and abroad.

This Policy is aimed at:

- a) setting out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- b) providing information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

In this Policy, "**third party**" means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

It is a criminal offence in most jurisdictions to offer, promise, give, request, or accept a bribe. Sanctions may include imprisonment and/or a fine. As an employer if the Group fails to prevent bribery it may face fines, exclusion from tendering and damage to reputation. The Group therefore takes its legal responsibilities very seriously.

## 2. AUDIENCE

This Policy applies to all directors, employees (including interns, apprentices, trainees, and third party hired), independent contractors, founders on earn-out and other similarly contracted workers (collectively known as "**Relevant Persons**").

## 3. WHAT IS BRIBERY AND CORRUPTION?

"**Bribery**" is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

An "**advantage**" includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

A person acts "**improperly**" where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organization of any kind.

"**Corruption**" is the abuse of entrusted power or position for private gain.

## 4. WHAT YOU MUST NOT DO

It is not acceptable for Relevant Persons (or others on their behalf) to:

- a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- c) accept a payment, gift or hospitality from a third party that you know, or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return;
- d) accept hospitality from a third party that is lavish or extravagant under the circumstances;
- e) offer or accept a gift or donation to or from government officials or representatives, or politicians or political parties.
- f) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this Policy; or
- g) engage in any other activity that might lead to a breach of this Policy.

## 5. FACILITATION OR KICKBACK PAYMENTS

We do not make, and will not accept, facilitation payments or kickbacks of any kind. "**Facilitation payments**", also known as back-handers or grease payments, are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). "**Kickbacks**" are typically payments made in return for a business favour or advantage.

You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided.

## 6. GIFTS, HOSPITALITY AND EXPENSES

The Group occasionally provides gifts and hospitality to clients, customers, contractors, and suppliers. This Policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- a) establishing or maintaining good business relationships;
- b) improving or maintaining our image or reputation; or
- c) marketing or presenting our products and/or services effectively.

The giving and accepting of gifts are allowed if all of the following requirements are met:

- a) the gift is of a lesser value;
- b) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- c) it is given or accepted in the Group's name, not in a personal name;
- d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- e) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value;
- f) it is given openly, not secretly; and
- g) it complies with any applicable law.

Promotional gifts of low value such as branded products to or from existing customers, suppliers and business partners will usually be acceptable.

Reimbursing a third party's expenses or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) require prior approval from a Level 2 manager<sup>1</sup> and a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

## 7. RECORD-KEEPING

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. Accordingly:

- You must declare any material hospitality or gifts given or received which amounts to more than the value of 30 (thirty) euros via email to [compliance@catenamedia.com](mailto:compliance@catenamedia.com). A member of the compliance team will respond to confirm whether such a gift can be accepted. The compliance team shall maintain an internal record of such requests along with the outcome.
- You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our [Expenses claim](#) procedure and complete [the form](#) to record the reason for expenditure; and
- All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

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<sup>1</sup> Level 2 manager reporting directly to the Group CEO

## 8. YOUR RESPONSIBILITIES, RAISING A CONCERN AND PROTECTION

You must ensure that you read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this Policy. Further "red flags" that may indicate bribery or corruption are set out below.

If you believe or suspect that a conflict with this Policy has occurred, may occur in the future, or any attempts thereof, you must notify your direct manager or the General Counsel, you may also report your concern via the Whistleblowing function found on the Company's intranet as soon as possible. For more information on Whistleblowing, please check the Company's [Whistleblowing Procedure \(Whistleblower procedure\)](#).

You are encouraged to raise concerns about any issue or suspicion of bribery or corruption, or any attempts thereof, at the earliest possible stage. Instant notification of non-compliance with the Policy increases the possibility of taking remedial action. If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your direct manager or the General Counsel.

Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. We are committed to ensuring 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. All notifications or concerns will be investigated as appropriate and operated with due regard for privacy of the individual and in line with the principles outlined in the Company's [Data Protection Policy](#) and kept confidential, unless such communications must be made available to a law or enforcement agency or other public authority based on a legal obligation or to establish or defend the Company's or an individual's rights.

## 9. POTENTIAL RISK SCENARIOS: RED FLAGS

Common indicators of corruption or bribery include, but are not limited to, those listed below:

- a) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us;
- b) 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;
- c) a third-party request that payment is made to a country or geographic location different from where the third party resides or conducts business;
- d) a third-party request an unexpected additional fee or commission to "facilitate" a service;
- e) a third-party demands entertainment or gifts before commencing or continuing contractual negotiations or provision of services;

- f) a third-party request that a payment is made to “overlook” potential legal violations;
- g) you receive an invoice from a third-party that appears to be non-standard or customised;
- h) a third-party insists on the use of side letters or refuses to put terms agreed in writing;
- i) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- j) a third-party request or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- k) you are offered a generous gift or offered lavish hospitality by a third-party.

## 10. ROLES AND RESPONSIBILITIES

All Relevant Persons are individually responsible for ensuring their adherence to this Policy.

The GC is responsible for reviewing and updating this Policy.

The CEO is the overall owner of this Policy.

## 11. REVIEWS AND UPDATES

The Anti-Corruption and Bribery Policy shall be reviewed, updated and adopted when deemed necessary or appropriate, however, no less than annually.

The Anti-Corruption and Bribery Policy shall be reviewed and updated by the GC and adopted by the Board of Directors.

## 12. REFERENCES TO ASSOCIATED DOCUMENTS

- [Data Protection Policy](#)
- [Whistleblowing Procedure](#)
- [Expenses claim procedure](#)