

Anti-Bribery and Corruption Policy

Introduction

Whoever the Press may deal with, and wherever we may operate, we are committed to doing so lawfully, ethically and with integrity. As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated. We will not, and we must ensure that any third party acting on our behalf does not, act corruptly in our dealings with **any** other person.

This anti-bribery and corruption policy sets out how Cambridge prevents acts of bribery and corruption taking place. These policies and procedures have been designed to comply with UK criminal legislation governing bribery and corruption on a global basis. This legislation applies wherever in the world an incident takes place and thus has implications for all Cambridge operations, irrespective of their location.

This policy provides guidance on the standards of behaviour to which we must all adhere and most of these reflect the common sense and good business practices that we all work to in any event. It is designed to help identify when something is prohibited so that bribery and corruption are avoided.

Who this policy applies to

The fundamental standards of integrity under which we operate do not vary depending on where we work or who we are dealing with. It is the responsibility of each of us to ensure that we comply with these standards in our daily working lives. Therefore, this policy applies to:

- All geographic locations and functions within Cambridge;
- All subsidiary companies, branches and offices, including joint venture partners;
- All Cambridge officers, employees (full and part time) and temporary workers (such as consultants or contractors) (together referred to as “Personnel” in this document) no matter where they are located or what they do.

Part of Cambridge’s commitment to prevent bribery and corruption is to ensure that the people acting on our behalf also do so in compliance with effective anti-bribery and corruption policies. Accordingly, where we engage third parties such as agents, distributors and joint venture partners, we have obligations to complete sufficient due diligence when entering into arrangements to ensure they are not acting corruptly and to periodically monitor their performance to ensure ongoing compliance.

Failure to comply with this policy, whether or not this is intentional, will lead to disciplinary action and proven allegations will lead to disciplinary action resulting in summary

dismissal. Furthermore, certain offences under the Act, carry criminal liability for the individuals concerned and sanctions that include significant fines and/or imprisonment. Personnel will be required to confirm that they have read, understood and comply with the policy as part of their ongoing employment assessment processes. In addition, relevant Personnel will be required to attend training to support the guidance in this policy.

What is bribery and corruption?

It involves the following:

- when a financial or other advantage is offered, given or promised to another person with the intention to induce or reward them or another person to perform their responsibilities or duties improperly (it does not have to be the person to whom the bribe is offered that acts improperly);
- when a financial or other advantage is requested, agreed to be received or accepted by another person with the intention of inducing or rewarding them or another person to perform their responsibilities or duties inappropriately (it does not have to be the person who receives the bribe that acts improperly).

It does not matter whether the bribe is:

- given or received directly or through a third party (such as someone acting on Cambridge's behalf for example an agent, distributor, supplier, joint venture partner or other intermediary); or
- for the benefit of the recipient or some other person.

Bribes can take many forms, for example:

- money (or cash equivalent such as shares);
- unreasonable gifts, entertainment or hospitality;
- kickbacks;
- unwarranted rebates or excessive commissions (e.g. to sales agents or marketing agents);
- unwarranted allowances or expenses;
- "facilitation" payments/payments made to perform a normal job quicker and/or prioritise a particular customer;
- political/charitable contributions;
- uncompensated use of company services or facilities; or
- anything else of value.

This policy applies to both the public and private sectors. Dealing with public officials poses a particularly high risk in relation to bribery and corruption and specific guidance when dealing with public officials is set out below.

A breach of bribery laws can result in fines for both the company and the individual involved and in some jurisdictions could also result in imprisonment.

How do I know if something is a bribe?

In most circumstances, common sense will determine when a bribe is being offered. However, here are some questions to ask if in doubt:

- am I being asked to pay something or provide any other benefit over and above the cost of the services being performed, for example an excessive commission, a lavish gift, a kickback or make a contribution to a charity or political organisation?
- am I being asked to make a payment for services to someone other than the service provider?
- Are the hospitality or gifts I am giving or receiving reasonable and justified, would I be embarrassed to disclose them?
- When a payment or other benefit is being offered or received, do I know or suspect it is to induce or reward favourable treatment, to undermine an impartial decision-making process or to persuade someone to do something that would not be in the proper performance of their job?

Policies and procedures

General prohibition

Cambridge has a zero tolerance policy towards bribery and corruption and as such, all forms of bribery and corruption are prohibited. Any breach of this policy could result in disciplinary action being taken and ultimately could result in dismissal. A bribe does not actually have to take place – just promising to give a bribe or agreeing to receive one is prohibited. Bribery is prohibited when dealing with any person whether they are in the public or private sector and the provisions of this policy are of general application. However, many countries have specific controls regarding dealing with public officials and these should be followed within those countries.

Gifts and hospitality

Giving or receiving gifts or hospitality is often an important part of maintaining and developing business relationships. However, all gifts and hospitality should be for a genuine purpose, reasonable and given in the ordinary course of business and comply with the Cambridge Gifts and Hospitality Policy.

Generally speaking, lavish or unreasonable gifts or hospitality, whether these are given or received, are unacceptable as they can create the impression that we are trying to obtain or receive favourable business treatment by providing individuals with personal benefits. In addition, gifts and hospitality can themselves be a bribe. You must not request, accept or offer gifts or entertainment designed to influence, support or reward any current or future business involving Cambridge.

More particularly, it is prohibited to:

- Request gifts or entertainment at any time;
- Give or accept gifts or entertainment from third parties unless this falls within the

exceptions listed in the Cambridge Gifts and Hospitality Policy;

- Give gifts or cash to or receive gifts of cash from Public Officials, clients or any third party (such as a supplier) unless this falls within exceptions listed in the Cambridge Gifts and Hospitality Policy;
- Give cash gifts to more senior Personnel (this does not apply to gifts of cash where such gifts are made as part of normal office practice e.g. wedding, leaving or birthday collections);
- Offer gifts, entertainment or hospitality that they know or suspect will breach the gifts and entertainment policy of the relevant third party e.g. where the costs of hospitality to be provided by Cambridge are known to be or suspected to be in excess of the limit set in the Cambridge Gifts and Hospitality Policy.

Gifts, entertainment or hospitality not falling into these categories are generally permitted. However, a Gifts & Hospitality Register is required to be established and maintained locally for all gifts and entertainment received/offered above the specified general or local thresholds (as applicable). The general thresholds are £50/\$75 for gifts and £100/\$150 (per person) for hospitality/entertainments. However, where a local threshold has been established, this will take precedence. If Personnel are offered or are in receipt of gifts, hospitality or thresholds in excess of the applicable threshold, they will report the details of this to their local Branch Director/HR manager who will record them in the local Register.

Facilitation payments

Facilitation payments (also known as “Grease Payments”) are any payments, no matter how small, given to an official to increase the speed at which they do their job. For example, this could include speeding up customs clearance.

All facilitation payments are illegal and are prohibited under this policy, as is anything which might be interpreted as a facilitation payment unless expressly permitted under written local legislation. Cambridge Personnel across all geographic Cambridge locations must not make facilitation payments. Cambridge will not tolerate or condone the making of such payments by any employee or any entity acting on its behalf.

Agents, distributors, suppliers and joint venture partners

Cambridge could be liable for the acts of people that act on its behalf. This includes agents, distributors, suppliers, booksellers and joint venture partners (together referred to as “third parties”). As such, we are committed to promoting compliance with effective anti-bribery and corruption policies by all third parties acting on our behalf.

All arrangements with third parties should be subject to clear contractual terms, including specific provisions requiring them to comply with minimum standards and procedures in relation to bribery and corruption. We will not engage any third party who we know or reasonably suspect of engaging in bribery or corruption.

Local management will be responsible for conducting appropriate due diligence, which should be undertaken before any third parties are engaged. Some high-risk transactions will require further due diligence which may require independent investigation.

Dealing with public officials

Although this policy applies to both public and private sectors, dealing with public officials poses a particularly high risk in relation to bribery due to the strict rules and regulations in many countries.

Public officials include those in government departments, but also employees of government owned or controlled commercial enterprises, international organisations, political parties and political candidates.

Corrupting a public official is a serious offence. Therefore, the provision of money or anything else of value, no matter how small, to any public official for the purpose of influencing them in their official capacity is prohibited. The prior written approval of a Branch Director is required in relation to:

- gifts and hospitality in the public sector
- making charitable contributions or political donations in connection with dealings with a public official

In addition, many public officials have their own rules regarding the acceptance of gifts and hospitality etc and we must respect these rules where applicable.

Compliance with this policy

Training is provided to relevant Personnel throughout Cambridge to support them in complying with their responsibilities. All Personnel may be required to confirm that they have understood and complied with the Policy annually.

Whistleblowing

Cambridge is committed to ensuring that Personnel can speak up with confidence if they have any concerns or need to ask for help. If they suspect or observe anything that they think might be in contravention of this policy, they have an obligation to report it.

Cambridge will not tolerate retaliation in any form against anyone for raising concerns or reporting what they genuinely believe to be improper, unethical or inappropriate behaviour. All reports will be treated confidentially.

Department of Legal Services

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