



Anti-Bribery and Corruption Policy 2023

Introduction - Policy statement and purpose

It is ITV's policy to conduct all our business in an honest and ethical way and in compliance with all applicable laws and regulations. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate, as well as implementing and enforcing effective systems to counter bribery and corruption.

This policy sets out our responsibilities and how we expect those working for us, or with us, to observe and uphold this policy. It provides information and guidance to those working for us, or with us, on how to recognise and deal with bribery and corruption issues.

ITV's policy prohibits offering, promising, giving or authorising the giving of anything of value to a government official, or any other person, in an attempt to influence that person through bribery in any form. It is also a breach of ITV's policy to request, agree to receive, or accept anything of value in exchange for being influenced.

Bribes to government officials (including foreign government officials) and others are illegal under many laws, including the UK Bribery Act 2010, the US Foreign Corrupt Practices Act 1977 ("FCPA") and other laws of the countries in which ITV does business. ITV is committed to complying with anti bribery and corruption measures.

The ITV Management Board is ultimately responsible for overseeing compliance with this policy.

Who does this policy apply to and what are your responsibilities?

This Policy applies to all individuals working for ITV, or providing services to ITV, at all levels, including employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, secondees, agency staff, volunteers and interns, wherever located.

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, with us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy. You must notify ITV as soon as possible if you believe or suspect that a conflict with, or breach of this policy has occurred or may occur in the future. Refer to the Resources section of this policy for further details of who to contact, and how to Speak Up.

At a glance guidance for ITV staff	
Do NOT: <ul style="list-style-type: none">● pay or receive any bribes, including any "facilitation" payments;● give or accept any gifts in cash or cash equivalents;● make any charitable donations on behalf of ITV without approval;● make any political donations on behalf of ITV;● give or accept gifts to or from government representatives/ public officials; or,● spend ITV cash or incur expenses without obtaining official receipts.	Do: <ul style="list-style-type: none">● get approval for any gift over £100 or hospitality over £500 (or local monetary equivalent);● check that our suppliers comply with anti-bribery laws and contractually require suppliers you use not to pay or receive any bribes;● use your corporate credit card to incur expenses for ITV in accordance with the ITV Corporate Credit Card Policy; and,● Speak Up if you suspect something is not right.

What are the consequences of non-compliance?

The potential consequences of being convicted of a bribery offence may in some countries include criminal penalties for both individuals and companies, for example imprisonment and/or unlimited fines.

"Senior officers" (which includes directors) could also be convicted of an offence where they are deemed to have given their consent to ITV giving or receiving a bribe or bribing a foreign public official. Importantly, it is possible that being aware of bribery activity and omitting to act might be regarded as consent and lead to prosecutions, fines and/or imprisonment.

ITV takes adherence to this policy very seriously and therefore breach of the policy by ITV employees may result in disciplinary action, which may include reprimand, probation, suspension or termination of employment and legal action.

Definition of Bribery - Understanding the legal background

Bribery is a common form of corruption and is defined as the giving or receiving of anything of value or advantage to try and make someone do something improper or reward them for doing something improper. Bribes are illegal and the giving or receiving of them is a criminal offence. Bribery includes offering or promising to give a bribe and requesting a bribe.

"Improper" performance is defined as performance which amounts to a breach of an expectation that a person will act in good faith, impartially or in accordance with a position of trust.

Laws such as the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act 1977 ("FCPA") were enacted to prohibit commercial bribery and also to prohibit bribery of foreign officials by individuals and businesses that have connections with the UK or the US (as the case may be). Many other countries (and in particular where ITV does business) have enacted similar laws in response to the Organisation for Economic Co-operation and Development's ("OECD") [Convention on Combating Bribery of Foreign Public Officials in International Business Transactions](#).

There is no set monetary threshold at which a payment or gift becomes a bribe. Examples of conduct which could be considered as bribery include:

- Selecting one supplier over others after giving you a gift intended to influence your decision;
- Offering a producer lavish corporate hospitality to influence their decision to sell rights to ITV;
- Receiving expensive corporate hospitality from a contractor, especially during a tender process; and,
- Making a cash payment to a local fixer to speed up the process of obtaining filming permits.

Associated persons

The UK Bribery Act also contains an offence for a company of failing to prevent bribes being paid on its behalf. ITV could commit an offence if it fails to prevent a person associated with ITV bribing another person for ITV's benefit. A person can be an organisation or an individual and is "associated" with ITV if it performs services for or on behalf of ITV, regardless of the capacity in which they do so. This could cover (in the UK or overseas) our agents, employees, subsidiaries, intermediaries, joint venture partners and suppliers, all of whom could render ITV guilty of an offence.

This offence applies to any company that carries on any part of its business in the UK (even if it is not registered as a UK corporation) and even if the bribery takes place outside the UK and involves non-UK persons. A company has a defence to the offence of failing to prevent if it has in place adequate procedures to prevent persons performing services on its behalf from committing bribery. This law illustrates the need for every ITV employee and those working on behalf of ITV to take seriously its responsibilities for complying with this Policy.

Providing or receiving bribes of any kind could also subject ITV to liability under anti-money laundering laws and regulations, such as the UK Proceeds of Crime Act 2002, if ITV were to come into possession of, or otherwise deal with the revenues generated by the payment or receipt of a bribe.

Risk assessments

Each ITV business must complete an anti-bribery risk assessment and action plan with the help of its Legal and Business affairs team. It will review its risk assessment annually and share it with the ITV Group Director of Corporate Compliance & Ethics. A mandatory review of a business' risk assessment has to be completed if ITV becomes aware or suspects that bribery has been committed, the business chooses to operate in a new country of operation which is a high bribery risk jurisdiction or undertakes a transformative acquisition or merger of the business.

To date, the risk assessments have identified gifts and hospitality, facilitation payments, donations and lobbying and contracting with associated parties as potential risks for ITV. ITV's policy on mitigating these risks is set out below.

Gifts and hospitality

This section constitutes ITV's policy and procedure for gifts and hospitality and should be read in conjunction with the gifts and entertainment section of ITV's Code of Ethics & Conduct.

Colleagues and their family members should not give or accept any gift, entertainment, transportation, sponsorship, charitable donation or other benefit which might be intended or perceived as an attempt to improperly influence the business relationship between ITV and any current or prospective supplier, customer or other party doing business or connected with ITV.

This does not mean that customary and reasonable gifts or hospitality are not acceptable, such as token gifts, meals or transportation of modest value which are given or received in the normal course of business dealings.

We appreciate that the practice of giving and receiving business gifts or hospitality varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable from an ITV perspective (i.e. disregarding any local customs or practices) and not linked in any way to an improper act. The intention behind the gift or hospitality should always be considered.

By way of guidance, the giving or receiving of gifts and hospitality may be acceptable if the following requirements are met:

- it is not made with the intention of influencing ITV or a third party to obtain or retain business or a business advantage, reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favours or benefits;
- it is given in ITV's name, not in an individual's name;
- it does not include cash;
- it is appropriate in the circumstances (for example, in the UK it is customary for small gifts to be given at Christmas);
- taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time (for example, receiving a gift or hospitality from a supplier at the time that we are conducting a review process or re-tendering is not appropriate); and/or,
- it is given openly, not secretly.

The offering of gifts or hospitality to, or accepting from, government officials or representatives or politicians or political parties, is strictly prohibited.

If in any doubt about what to do to ensure you are acting in a way that is consistent with ITV's expectations of ethical behaviour you should consult your manager or supervisor or contact your Director of Legal & Business Affairs, or the Director of Corporate Compliance & Ethics.

In terms of procedure, you must seek prior approval for:

- any hospitality to be given to a third party or received by you which is in excess of a value of £500 per person (or equivalent sum in your local currency); and,
- any gifts (i.e. tangible assets) to be given to a third party or received by you with a value in excess of £100 per person (or equivalent sum in your local currency).

If you are based in the UK, approval should be obtained from the Management Board member responsible for your area by submitting the online Gift/Hospitality Form which can be found online [here](#). If you are outside the UK, approval should be obtained from the Managing Director of your office or CEO of your business, who must keep records of all approved gifts/hospitality. All notifications are recorded on ITV's Gift and Hospitality Register.

All gifts or hospitality expenses for third parties on behalf of ITV (regardless of the amount) must be paid for with an ITV corporate card and/or claimed back in compliance with your local business expense policy. ITV has a no receipt no pay policy.

Facilitation payments

Facilitation payments are typically small, unofficial payments made to secure or speed up a routine government action by a government official or performance of any other activity to which you or ITV is already entitled. They are not commonly paid in the UK but are common in some other jurisdictions in which we operate.

Our policy is that **we will not make, and will not accept, facilitation payments of any kind**, except where there is no alternative but to make payments in order to avoid risk to life, liberty or injury.

If you are asked to make a payment on ITV's behalf, you should always be mindful of what the payment is for and seek legal advice from Legal & Business Affairs. You should always ask for a receipt which details the reason for the payment.

Politically exposed persons (PEPs)

A Politically Exposed Person (PEP) is someone who, through their prominent public position or influence (e.g. an elected representative or government official), is potentially more susceptible to being involved in bribery or corruption. In addition, any close business associate or family member of such a person may also be deemed as being a risk, and therefore could be considered a PEP.

ITV will take reasonable steps to identify any PEPs, assess the level of risk they pose and manage any relationship appropriately. ITV has in place the following controls to mitigate the risks of dealing with PEPs:

- **Political donations**

A vital part of ITV's reputation as a leading broadcaster and producer is our impartiality. We therefore ensure that our dealings with governments, political parties and political candidates are not perceived as favouring one group or cause over any other. It is ITV's policy not to make cash donations or any other donations to political parties. We do, however, ensure our views are expressed to governments in an appropriate and effective manner on matters that affect our business through our Policy & Regulatory Affairs department.

- **Lobbying**

You should seek assistance from ITV's Policy & Regulatory Affairs department, which is responsible for the day-to-day coordination of contact with government departments and agencies, before attempting to engage in any lobbying in relation to any regulatory matter affecting ITV.

- **Charitable donations**

Charitable donations and contributions are an important reflection of ITV's commitment to the communities where we operate around the world. However, a charitable contribution request must be examined carefully, particularly where it originates from a government official or another person with whom ITV seeks to do business, or the recipient is linked in any way to a government official or another individual with whom ITV seeks to do business. For this reason, any charitable donation must be approved by the ITV Corporate Responsibility Board in accordance with ITV's Charities and Causes Policy. We only make charitable donations that are legal and ethical under local laws and practice.

Contracting with associated persons

Our zero-tolerance approach to bribery and corruption must be communicated to all associated persons at the

outset of our business relationship with them and as appropriate thereafter.

For all new associated persons where there is a risk of bribes being paid on ITV’s behalf, ITV will carry out pre-contract enquiries to establish the organisation’s approach to compliance and corruption risks and help ascertain:

- the adequacy of its current anti-bribery programme; and,
- whether or not any bribery has taken place in the past.

Initial due diligence will take into consideration the associated person’s country of origin and that country’s ranking in the Corruption Perceptions Index (<http://www.transparency.org/research/cpi/overview>).

When entering into commercial contracts for the supply of services to ITV, ITV will request anti-corruption warranties and/or indemnities and the right to terminate the contract in the event of any breach. We reserve our right to terminate our contractual relationship with any third parties if they breach this policy.

Speaking Up

If you have any concerns regarding how this policy is being applied in practice, then please ensure you raise your concern through ITV’s Speaking Up channels. TV has a Speaking Up policy to help you raise any concerns in the right way, which can be found on MyITV [here](#).

Any genuine concerns will be investigated properly and the identity of the colleague raising the concern will be kept confidential. Anyone raising a concern in good faith will not be criticised or penalised in any way even if it is shown, after investigation, that they were mistaken. Any form of reprisal or victimisation against anyone who has raised a concern will not be tolerated and will itself be treated as a serious disciplinary matter.

Record keeping

We must keep financial records and have appropriate internal controls in place which evidence the business reason for making payments to third parties. All accounts, invoices, memoranda and other documents and records relating to dealings with ITV should be prepared and maintained with strict accuracy and completeness.

Training

All ITV employees and other staff requested to do so must complete ITV’s annual mandatory training on Anti-Bribery and Corruption and ITV’s Code of Ethics & Conduct.

Monitoring and review

ITV will monitor the effectiveness and review the implementation of this policy regularly (and not less than annually), considering its suitability, adequacy and effectiveness. Each ITV Legal & Business Affairs team conducts annual monitoring and review of its anti-bribery procedures and reports back on its findings to the Group Director, Corporate Compliance & Ethics. Any recommendations identified will be made as soon as possible. The Group Director, Corporate Compliance & Ethics may spot check the Legal & Business Affairs teams’ monitoring and review exercise.

ITV may request any associated party to confirm compliance with this Anti-Bribery and Corruption Policy on an annual basis.

Questions

If you are unsure whether a particular act constitutes bribery or corruption, suspect bribery or corruption by anyone in relation to their work for ITV or have any other queries relating to this policy, you should discuss your question with any member of the Legal & Business Affairs team.

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