



## **Anti Corruption Policy**

### **Summary**

This document sets out the Group's policy on bribery and corruption. It should be read in conjunction with the other Group policies indicated below.

The giving and receiving of bribes by any supplier, business partner, employee, agent or other individual acting on behalf of the Group is prohibited. In your own interests and those of our business, you must strictly adhere to this policy at all times: failure to comply will be treated as a disciplinary matter, and could potentially lead to dismissal or in the case of third parties, termination of the contract.

### **Introduction**

The UK Bribery Act constitutes a major overhaul of existing anti-corruption laws and places companies operating in the United Kingdom under a very stringent anti-corruption regime.

The law does not distinguish between offences committed in the United Kingdom or abroad and also applies to foreign based subsidiaries. Companies incorporated outside the United Kingdom must therefore also adhere to the UK law.

### **Purpose**

The purpose of this Policy is to set out the responsibilities of all affected individuals in relation to bribery and corruption. Set out below is guidance on the sorts of behaviour that may constitute an offence for the purposes of these procedures and the relevant legislation. The examples provided are not exhaustive and you should consider the individual facts in each instance.

**Please note that these procedures apply to all Board members, employees, contractors and agents of any company within the LSEG group, regardless of the country of incorporation and whether or not a wholly-owned subsidiary. These provisions also apply to any JVs and partnerships to which LSEG or any of its subsidiaries is a party.**

### **Scope**

This policy applies to all employees (staff, contract and temporary) and extends to all our subsidiary businesses and joint ventures in all countries in which we or our subsidiaries and associates operate.

### **Policy**

The giving and receiving of bribes or attempts to induce particular behaviour through offering payments or advantages outside ordinarily acceptable amounts or in excess of required payments/services by law or regulation will not be tolerated. Such behaviour may constitute a disciplinary offence and could result in dismissal.

## **Offences and Bribery**

The Bribery Act contains four offences:

1. A general offence of offering, promising or giving a bribe (active bribing).
2. A general offence of requesting, agreeing to receive or accepting a bribe (being bribed).
3. A distinct offence of bribing a foreign public official to obtain or retain business. Unlike with the private sector offences, there is no need for the official to act improperly as a result of the bribe, it is sufficient if the individual offers the bribe intending to influence him in his capacity as a public official.
4. A strict liability offence for commercial organisations where they fail to prevent bribery by those acting on their behalf.

**Any action constituting one or more offences is strictly prohibited.**

Please note that:

1. These offences apply to individuals in the public or in the private sector.
2. Local law is no defence – the Act applies to acts committed in the UK and overseas (where the act or offence would have been an offence if done in the UK even where local custom may appear at odds with this).
3. A bribe can consist of giving a financial advantage or any other type of advantage in return for securing particular behaviour.
4. “Facilitation payments” ie payments which are made to secure a right which you already have e.g. release of goods from customs are prohibited.
5. In order to prevent allegations of bribery arising from gifts or hospitality offered during the course of business, strict limits have been put in place as to ordinarily acceptable values for gifts and hospitality.

## **Other relevant policies**

The following Group policies must be read in conjunction with this policy:

- Gifts & Hospitality policy
- Confidentiality policy
- Whistle blowing policy
- Delegated levels of authority
- Related party transactions
- Recruitment policy
- Group Business Principle
- The Finance Manual (Purchasing and Payment and Authorisation Matrix sections)
- Competition Compliance policy
- Appointment of Agents policy
- Group Purchasing Policy
- Specific policies applicable to UK Regulation Department such as the Hospitality Policy and the UK Regulation Handbook

In your own interests and in those of our business, **you must strictly adhere to these guidelines**, including all the policies referred to, **at all times**.

**Failure to comply may constitute an act of misconduct resulting in disciplinary action, including dismissal. Violation of the anti-bribery laws could also trigger criminal sanctions for the individuals concerned.**

Other jurisdiction different from the United Kingdom might also have specific anti-bribery provisions (e.g. Italy "231") which shall also be complied with, therefore to ensure compliance please contact the Legal Department before proceeding.

**In any case, where you have any concerns or are unsure about a particular course of action, it is essential that you contact the Legal Department before proceeding.**

## Specific Offences

### 1) Being offered an advantage, directly or through a third party, to act in an improper manner (Being bribed)

This is the so called “passive bribery” offence, i.e. a situation whereby you are offered an inducement (eg money, entertainment or an advantage for yourself or someone else) to act in a way which would be outside the scope of your responsibilities/an improper performance of your responsibilities.

#### Examples of behaviour that is prohibited

- An employee involved in activities such as listing of financial instruments (e.g. Borsa Italiana listing functions, LSE AIM department) is asked to omit or reduce the level of control over certain requirements in the market rules in return for a benefit;
- An employee in charge of purchases is offered an inducement to add a certain provider to the list of authorised providers/choose a particular contractor;
- An employee in the info-services department offers a substantial discount, or particularly favourable conditions to a client in exchange for a kick-back;
- An employee carrying out market data audits is offered an inducement to falsify/amend audit findings in favour of the customer;
- An employee with responsibility for procurement accepting a kickback from a potential supplier.

#### What to do if someone tries to bribe you

1. If the offer could in any way be seen as an inducement either to do something or not do something in your capacity as an employee of our Group, the offer must be immediately rejected or, if it is a gift which has already been delivered, returned to the sender. Whilst it will generally be the case that anything permitted by the Gifts and Hospitality policy will be acceptable, this will not be a defence if it is intended to, or does in fact, induce you to act in a way which is outside the scope of your responsibilities or is an improper performance of your responsibilities. Your behaviour could still be an offence under the Bribery Act and the relevant penalties applied.  
**Where there is doubt, it is imperative that you contact the Legal Department immediately.**
2. Immediately inform your line manager;
3. Contact the Legal Department without delay; [Is it intended that an employee does both 2 and 3, or are these alternatives?]
4. Log the instance in accordance with the requirements of the Gift & Hospitality policy;
5. UK Regulation employees should also consider the relevant policy (Hospitality Policy for UK Regulation).

#### Other relevant policies

- Gift & Hospitality policy

- Finance Manual (Purchasing)
- Group Purchasing policy
- Whistle Blowing policy
- Group Business Principles
- Specific policies applicable to UK Regulation
- Competition Compliance policy (for pricing issues)

## **2) What to do if you think you have been asked to give an advantage to someone in order to induce them to behave improperly/in the company's favour (Active bribing)**

This is the so called "active bribery" offence, ie a situation whereby you give or promise to give something (eg cash, a favour, hospitality or other benefit) to a third party to induce him/her to behave improperly.

### **Examples of behaviour that is prohibited**

- Employees marketing trading platforms or other services offer an inducement in order to win a bid;
- An Agent acting for the Company offers an inducement in order to win a bid;
- An employee offers a benefit to a regulator in return for the approval of anti-competitive market rules by that regulator (this behaviour if carried out outside the UK could fall into the foreign public officials offence under point 4 below as well).

### **What to do**

1. Do not offer, promise or give, either directly or through a third party, any advantage in order to have someone act improperly;
2. If someone asks you to do this, immediately inform your line manager;
3. Contact the Legal Department without delay
4. Should you have any reason to believe that anyone within our Group is involved in a situation which could amount to "active bribing" under the Bribery Act please contact the Legal Department immediately.

### **Other relevant policies:**

- Gift & Hospitality policy
- Finance Manual (Authorisation Matrix; Payments)
- Delegated levels of authority
- Group Business Principles
- Specific policies applicable to UK Regulation
- Whistle blowing policy
- Appointment of Agents policy

## **3) What to do in the event of being asked to give an advantage to someone to facilitate a transaction (so called: "facilitation payment")**

This offence differs from the ones above because the payment is made to facilitate the completion of an activity which is not improper in itself.

## **Examples of behaviour that is prohibited**

- Paying sums to a government official to personally keep or which are beyond any standard administration fee in order to speed up the release of goods from customs;
- Paying sums to a government official to personally keep or which are beyond any standard administration fee in order to obtain a travel or working VISA;
- Paying to speed up the approval of amendments to market rules or by-laws;
- Paying to obtain planning authorisations.

The above behaviour if involving foreign public officials could also fall within the offence described at 4) below.

## **What to do if someone tries to obtain a payment from you to speed certain procedures**

1. Do not offer, promise or give, directly or through a third party, any advantage in order to speed or facilitate the performance of relevant function;
2. Immediately inform your line manager;
3. Contact the Legal Department without delay;
4. Should you have any reason to believe that anyone within our Group is involved in a situation which could amount to giving a “facilitation payment” you must contact the Legal Department immediately.

[Consider whether we need to give guidance on making a payment in the event of immediate risk to personal safety etc? Consider this is unlikely in Italy or the UK, but possible in Sri Lanka.]

## **Other relevant policies**

- Gift & Hospitality policy
- Finance Manual (Authorisation Matrix)
- Delegated levels of authority
- Group Business Principles
- Whistle blowing policy

## **4) Bribing Foreign Public Officials (for the purpose of this policy Foreign means non British public official) with the intention to retain or obtain business or an advantage in the conduct of business**

This is triggered when a Foreign Public Official receives or is offered an inducement in order to obtain or retain a business advantage. It does not require the public official to act improperly.

## **Examples of behaviour that is prohibited**

- The examples given in 2) and 3) above would constitute this offence where the advantage is offered or given to a Foreign Public Official.
- If legitimate hospitality or travel costs are required to be given for a business purpose, for example where LSEG wishes to demonstrate its business

capability by inviting officials to visit its premises, then the trip should be kept to a reasonable cost and length, should not include leisure activities and should probably be offered to the relevant department head, with a request that he nominate attendees from his department, rather than being offered directly to individuals.

**What to do if a Foreign Public Official, directly or indirectly, tries to obtain a bribe from you**

1. Unless local written laws permit or require the official to be influenced by the payment (an extremely unlikely situation which can only be confirmed by checking with Legal) you must not bribe a Foreign Public Official or another person at the request of the Foreign Public Official or with his/her assent or acquiescence;
2. Refrain from offering, promising or giving, directly or through a third party, anything to a family member of a Foreign Public Official with the intention to retain or obtain business or an advantage in the conduct of business;
3. Note that political donations, charitable donations or engagement of a company linked to a Foreign Public Official may all be ways of making an improper payment, indirectly, to the Foreign Public Official.
4. Always discuss the situation with your line manager and keep him / her informed of any developments in the relationship with Foreign Public Officials;
5. Contact the Legal Department without delay;
6. Should you have any reason to believe that anyone within our Group is involved in a situation which could amount to “bribing a Foreign Public Official” under the Bribery Act please contact the Legal Department immediately.

**Other relevant policies:**

- Gift & Hospitality policy
- Finance Manual (Authorisation Matrix; Payments)
- Delegated level of authority
- Whistle blowing policy