



Anti-Bribery & Corruption Policy

Policy Owner and Manager:
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Approver: ITV Risk Committee
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1. 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 to implementing and enforcing effective systems to counter bribery and corruption.

This policy sets out roles and responsibilities and how we expect those working with us, for us, or on our behalf to behave. It provides information and guidance on how to recognise, report and address bribery and corruption issues.

This policy prohibits offering, promising, giving or authorising the giving of anything of value to anyone, including in particular government officials, in an attempt to improperly influence that person. It is also a breach of this policy to request, agree to receive, or accept anything of value in return for being improperly influenced.

Bribery involving government or public officials (including foreign government officials) is 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.

This policy should be read in conjunction with ITV's policies on: Anti-Money Laundering, Counter-Terrorist Financing and Anti-Fraud; the Prevention of Facilitation of Tax Evasion; and Sanctions.

The ITV Executive Committee is ultimately responsible for overseeing compliance with this policy.

2. Who does this Policy apply to and what are your Responsibilities?

This is a globally-applicable policy. It applies to everyone working with, for or on behalf of ITV, or providing services to ITV, at all levels, including employees (whether permanent, fixed-term or temporary), freelancers, consultants, contractors, trainees, secondees, agency staff, volunteers and interns, whether located in the UK or internationally.

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 everyone working with us, for us or on our behalf. Everyone is required to avoid any activity that might lead or amount to 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. Please refer to the Speaking Up section of this policy for details of how to raise any concerns.

At a Glance Guidance	
Do NOT: <ul style="list-style-type: none"> offer, pay or receive any bribes, including any “facilitation” payments; offer, 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; offer, give or accept gifts to or from government or public officials; or spend ITV cash or incur expenses without obtaining official receipts. 	Do: <ul style="list-style-type: none"> get prior approval before giving or receiving any gift worth over £100 per person or hospitality worth over £500 per person (or local currency equivalent); check that suppliers comply with anti-bribery laws, and contractually require them 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 Travel & Expenses Policy; and Speak Up if you suspect something is not right.

3. What are the Consequences of Non-Compliance?

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

In some circumstances, a company’s “senior managers” (including its directors) could be convicted of an offence - and also cause the company to be convicted of an offence - where they are deemed to have given their consent to the offering, giving or receiving of a bribe. 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. A breach of the policy may result in disciplinary action (which may include reprimand, probation or suspension), termination of your contract with ITV and/or legal action.

4. What is Bribery?

Bribery is a common form of corruption. It is defined as the offering, giving or receiving of anything of value in order to influence someone to do something improper, or to reward them for doing something improper. Bribery is illegal and the offering, promising, requesting, giving or receiving of bribes is a criminal offence.

“Improper” conduct is conduct which amounts to a breach of an expectation that a person will act in good faith, impartially or in accordance with the law or a position of trust.

Laws such as the UK Bribery Act 2010 and the US FCPA 1977 were enacted to prohibit commercial bribery and also to prohibit the bribery of foreign officials by individuals and businesses that have connections with the UK or the US. Many other countries, including those where ITV does business, have enacted similar laws.

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

- Selecting one supplier over others after it has given you a gift or hospitality which was 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; or
- Making a cash payment to a local fixer to speed up the process of obtaining filming permits.

5. Associated Persons

The UK Bribery Act also contains a corporate offence of failing to prevent bribery. ITV could commit an offence if it fails to prevent a person associated with it from bribing another person for ITV's benefit. A person will be "associated" with ITV if they perform services for or on behalf of ITV, regardless of the capacity in which they do so. The definition of "associated person" includes companies and individuals and so covers agents, employees, subsidiaries, intermediaries, joint venture partners and suppliers, in the UK and internationally. If any of these persons or entities engaged in bribery that benefitted ITV, they could render ITV guilty of an offence.

The "failure to prevent bribery" offence applies to any company that carries on any part of its business in the UK, even if it is not registered in the UK and even if the bribery takes place outside the UK and involves non-UK persons. A company has a defence to the offence if it has in place adequate procedures to prevent its "associated persons" from committing bribery.

Offering, giving or receiving bribes of any kind could also make ITV liable 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, proceeds or revenues generated from bribery.

6. Risk Assessments

Each ITV business must complete an annual compliance risk assessment (which covers bribery and corruption risks) with the help of its Legal and Business Affairs team. This process is overseen by the Head of Corporate Compliance, who reviews the completed risk assessments and works with business functions to ensure that plans are put in place to address any compliance gaps identified.

The risk assessment must be reviewed if the business becomes aware of or suspects that bribery has been committed, chooses to operate in a new country which is a high bribery risk jurisdiction, or undergoes a change of control, for example through acquisition or merger.

7. Gifts and Hospitality

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

Colleagues and their family members must not give or accept any gift, hospitality, 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 third party doing business with or connected to 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 a gift or 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 during a contract 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 them from, government officials or representatives, politicians or political parties is strictly prohibited unless: (i) authorised as part of the legitimate activities of the Public Affairs or Strategy, Policy & Regulation teams in the normal course of ITV's public policy and political engagement; and (ii) prior approval has been obtained if required in accordance with the process set out below (which applies to gifts worth over £100 per person and hospitality worth over £500 per person).

If you are in any doubt about what to do to ensure that 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 Head of Corporate Compliance.

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 gift 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 Executive Committee member responsible for your area by submitting an online Gift and Hospitality Notification Form which can be found [here](#). All notifications are recorded on ITV's Gifts & Hospitality Register. If you are based outside the UK, approval should be obtained from your local Managing Director or CEO, who must keep records of all gifts and hospitality submitted for approval.

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

8. Facilitation Payments

Facilitation payments are typically small, unofficial payments made to secure or speed up a routine administrative or bureaucratic process, action by a government / public 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.

ITV's policy is that **we will not offer, make or accept facilitation payments of any kind**, except where there is no alternative but to do so in order to avoid risk to life or liberty or risk of injury.

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

9. Politically Exposed Persons (PEPs)

A Politically Exposed Person (PEP) is someone who, through their prominent public position or position of influence (e.g. an elected representative or government official), is potentially more susceptible to being involved in bribery or corruption. Close associates or family members of such persons may also be deemed as presenting a bribery and corruption risk, and therefore could be considered PEPs by association.

Before engaging in a transaction or business activity on behalf of ITV, you should take reasonable steps to identify any third party PEPs who may be involved, assess the level of risk they pose and manage any relationship appropriately (for example, by prohibiting the giving or receiving of gifts and hospitality to/from the PEP).

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 donations of cash or anything else 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 Public Affairs and Strategy, Policy & Regulation teams.

- **Lobbying**

You should seek assistance from the Public Affairs or Strategy, Policy & Regulation teams, which are 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 donation request must be examined carefully, particularly if it originates from, or if the potential recipient is linked to, a government / public official or a person with whom ITV is seeking to do business. For this reason, you must follow the criteria in ITV's Charitable Causes Guidance (available [here](#)) before making any charitable donations. We only make charitable donations that are legal and ethical under local laws and practices.

10. Contracting with Third Parties

Our zero-tolerance approach to bribery and corruption must be communicated to all third parties, including associated persons, at the outset of our business relationship with them and as appropriate thereafter.

For all new third parties (including associated persons), you must carry out pre-contract due diligence, with the support of your Legal & Business Affairs team, to establish if they present any bribery and corruption risks and to determine their approach to managing any such risks, including the existence and adequacy of anti-bribery & corruption policies and whether there have been any incidents of bribery in the past.

This initial due diligence should take into consideration the country in which the third party is located and that country's ranking in the Corruption Perceptions Index maintained by Transparency International:

<http://www.transparency.org/research/cpi/overview>

When entering into any contract on behalf of ITV, you should insist on anti-bribery & corruption warranties and/or indemnities and the right to terminate the contract in the event of any breach. You should also reserve the right to terminate the contractual relationship with any third parties if they breach this policy.

11. Speaking Up

If you have any concerns regarding a breach of this policy or how it is being applied in practice, you can raise them through ITV's Speaking Up channels. ITV has a Speaking Up policy to help you raise any concerns in the right way (including anonymously, if you wish). It can be found [here](#).

Any genuine concerns will be investigated properly and the identity of the person 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 retaliation, reprisal or victimisation against anyone who has raised a concern will not be tolerated and will itself be treated as a serious disciplinary matter.

12. Record Keeping

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

13. Training

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

14. Monitoring and Review

ITV will monitor the effectiveness and review the implementation of this policy at least annually, which will include consideration of its suitability and adequacy.

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

15. Questions

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

Review History

Version	Date	Author	Summary of changes
April 2025	29.04.25	Ed Cotton	Updates to wording and for alignment with legal requirements. Sections on risk assessments, gifts & hospitality and charitable donations updated.