



SKY PLC

Group Anti-Bribery & Corruption Policy and Guidance

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[Anti-Bribery & Corruption \(“ABC”\) Policy Statement](#)

At Sky plc (“**Sky**”) we believe in doing the right thing and we are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate. Sky has a zero tolerance approach to any form of bribery or corruption and takes its legal responsibilities very seriously. This policy is supported by Sky’s senior management team.

Sky recognises that market practice varies across the territories in which Sky does business and expects and requires compliance with all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate in respect of our conduct both at home and abroad. Sky subsidiaries, your local departments and business units may have additional restrictions or guidelines that you are also obliged to read and comply with. Failure to comply with any applicable laws may result in fines and/or imprisonment, as detailed further below.

You must not accept bribes or other inducements and you must not offer bribes or other inducements whether directly or indirectly.

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

[About this ABC Policy](#)

The purpose of this ABC Policy is to:

- set out our responsibilities, and of those working for Sky, in observing and upholding Sky’s position on bribery and corruption; and
- provide information and guidance on how to recognise and deal with bribery and corruption issues.

[Scope](#)

This ABC Policy applies globally to all Sky people in all territories working at all levels of the organisation, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home workers, casual workers and agency staff, volunteers, interns, agents, intermediaries, , sponsors, or any other person associated with Sky, or any of Sky’s subsidiaries or majority owner businesses and their employees, wherever located (collectively referred to as ‘**Sky people**’ in this policy).

The prevention, detection and reporting of any form of bribery is the responsibility of all Sky people and all individuals and entities over which Sky has control. Appropriate confidential channels for Sky people are in place to report any suspicion of bribery. Any failure to comply with this policy may result in disciplinary action.

[Who to contact about this policy](#)

Any questions regarding this Policy should be directed to your local HR Department, Compliance Department and/or compliance contact according to your local laws and policies.

[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.

Corruption is the abuse of entrusted power or position in order to gain an undue advantage.

[How do you comply?](#)

You must ensure that you read, understand and comply with this policy and any supporting processes according to your local laws and policies.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Sky or under Sky's control. All Sky people are required to avoid any activity that might lead to, or suggest, a breach of this policy.

[What happens if you do not comply?](#)

[For Sky people –](#)

Certain jurisdictions may impose specific legal obligations on individuals and you are responsible for complying with local laws/rules. Please speak to your HR and/or Security department for further information in relation to your local jurisdiction.

Any Sky person who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. It is a criminal offence to offer, promise, give, request, or accept a bribe. An offence can result in a fine and/or imprisonment.

For Sky – If found to have breached applicable laws Sky can face unlimited fine, negative publicity and serious damage to its reputation.

[What is not acceptable?](#)

Sky strictly prohibits bribery and corruption in all its forms. You must not engage in either bribery of a public official or the commercial bribery of private parties.

It is not acceptable for you (or someone on your behalf) to:

- give, promise to give, or offer, anything of value (including a payment, gift or hospitality) if the purpose or expectation is to influence the recipient to improperly take or fail to take action that would provide a business benefit or advantage, or to reward a business advantage already given;
- give, promise to give, or offer, anything of value (included a payment, gift or hospitality) to a government official, agent or representative in order to improperly facilitate or expedite a routine procedure regardless of the amount (i.e. there is no limit below which facilitation payments are acceptable);
- accept anything of value (included a payment, gift or hospitality) from a third party that you know or suspect is provided and/or offered with the expectation that it will improperly obtain a business advantage for them or that such business advantage will be improperly provided by any Sky Group company in return;
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or

- engage in any activity that might lead to a breach of this policy.

[Gifts and hospitality](#)

All Sky people, whether in their home country or abroad, are expected to conduct themselves with integrity, impartiality and honesty at all times and are required to follow the rules and associated processes set out in your local Gifts and Hospitality Policy and process documents. This information is available in all Sky offices on the intranet or from your local HR department.

This ABC policy does not prohibit reasonable and proportionate gifts and hospitality (given and received) to or from third parties. The practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one territory may not be in another. You are responsible for ensuring that you comply with local laws/rules. Any gift offered must be acceptable within the policy of the receiver's company/organisation.

The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift or hospitality should always be considered. If you are in any doubts about acceptability, no gift should be offered or provided.

[Payments](#)

Facilitation payments

Facilitation payments are typically small, unofficial payments made to low-level functionaries to secure or expedite a routine or necessary government action or level of service. They are illegal in most territories where anti-bribery laws prohibit them from being paid anywhere in the world by nationals, those ordinarily resident in those territories and local businesses. There are no statutory minimum payment thresholds so any value can amount to a facilitation payment.

Sky people (or anyone on their behalf) **must never** offer, pay, solicit or accept facilitation payments of any kind.

Extortion or duress exception

The physical health and safety of employees, officers and directors is of paramount importance to Sky, and we do not ever expect you to do anything that would put your life in danger.

The only exception to making a facilitation payment is where your life is in danger. Sky will not consider a payment made in such circumstances to be a breach of this ABC Policy.

Sky's and or Sky People may have to justify why any such payment was made to the authorities and should report it as soon as practicable or possible to their line manager explaining why they considered that a payment had to be made.

[Bribing any public official](#)

For the purposes of this ABC Policy, the definition of public officials includes any domestic or foreign person, whether elected or appointed, holding a legislative, administrative or judicial position of any kind. It also includes any person exercising a public function in any branch of the national, local or municipal government of any country or territory or who exercises a public function, as officer, director or employee, of any public agency, public national or international organisation or public enterprise or other entity that is owned or controlled by a government of any country or territory; a royal family member; military personnel; an officer or employee of a political party; and a candidate for political office, and any person deemed to be a public official under local applicable laws.

It is an offence to give, or offer, anything of value to any public official (or any other person at the public official's request) if the purpose is to influence the public official to improperly take or fail to take action that would provide a business benefit or advantage.

It does not matter whether the advantage is offered or paid directly or indirectly, i.e. using a third party such as an agent or intermediary.

The public official does not have to act improperly, or use in any way their public official's position, or for the gift to be improper in any way. The offence can be committed merely by providing an advantage with the intention of influencing the official for Sky's business advantage.

[Political contributions and charitable donations](#)

Sky does not make contributions to political organisations or independent candidates, nor does it incur in any political expenditure.

Sky only makes charitable donations, contributions and sponsorships (also in favour of associations, committees and foundations) that are legal and ethical under local laws and practices.

Should a charitable donation be requested by any public official or a customer: (i) the background to the request must be considered, where appropriate, and in accordance with your local laws and processes authority to proceed with the contribution will need to be obtained; (ii) it is important to ensure that such charitable donation is not made with the intention of improperly gaining any commercial benefit and/or advantage.

[Dealing with third party suppliers or business partners: due diligence](#)

Sky, its majority-owned subsidiaries and divisions, and their officers, directors and employees, can be held legally responsible for the actions of partners, suppliers, agents, vendors or other third parties with whom Sky does business. A bribe paid by a third party for the benefit of Sky could be viewed as a bribe paid by Sky.

Certain business relationship may be riskier than others. A third party acting as an agent for Sky may pose a substantial risk, while a third party which sells Sky a complete product may not be. We expect all those with whom we do business to adhere to the highest standards.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them, and as appropriate, thereafter.

When tendering contracts our procurement and contracting procedures must be carried out in line with this commitment. A third party or business partners potential bribery risk will be evaluated during the tender process and based on that evaluation the appropriate level of due diligence will be undertaken.

Significant bribery risks arise if partners, suppliers, agents, vendors or other third parties are based in certain countries known to be more corrupt - see [CPI List](#).

[How to raise a concern](#)

You are encouraged to raise, concerns about any issue or suspicion of bribery or corruption with your line manager (if appropriate), or through the confidential helpline (in accordance with Sky's Whistleblowing Policy), or your local channel and/or contact according with your local anticorruption and anti-bribery laws and policies as soon as possible. This includes if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of any other form of unlawful activity.

Confidential helplines are available for each of Sky's main jurisdictions and the details are as follows:

From Austria and Germany:

Cell: 0049 15158230321
Landline: +49 521 557 333 0
Mail: c.thielvonherff@thielvonherff.de
Dr Carsten Thiel von Herff (External Lawyer)

From Ireland: 1800 567 014

From United Kingdom: 0800374199

From Italy: 800783776

An email and web portal are also available to any Sky person in any jurisdiction, in your local language, should you wish to make a report online. The webportal and email address are as follows:

Web URL: <https://wrs.expolink.co.uk/sky>

Email Address: sky@expolink.co.uk

Monitoring and review

Sky plc Audit Committee has responsibility for reviewing this ABC Policy from time to time and monitoring compliance with the policy.

Sky's Group Audit, Risk Management and Compliance Department (ARMC) ensure regular audits are undertaken of Sky's activities to ensure compliance with this policy and any applicable local laws. Where there is a local monitoring board/compliance team, ARMC will be responsible for liaising with such sky subsidiaries monitoring board/local team. Any improvements identified will be made as soon as possible. Management at all levels are responsible for ensuring those reporting to them are aware, understand and comply with this policy.

All Sky people are responsible for the success of this ABC Policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Sky people are invited to comment on this ABC policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to your local HR department, Compliance Department and/or compliance contact according to your local laws and policies. Your point of contact may change depending on your local laws and policies.

This ABC Policy forms part of Sky's procedures to prevent bribery by persons providing services on its behalf.

We make sure our policies are up to date and right for everyone at Sky. With this in mind, this policy will change from time to time. This policy may form part of your contract of employment. For further information please contact your local HR department.

Related Policy and Process documents

Associated local policy and process documents (eg Compliance Guidelines, Gifts and Hospitality Policy) are available on your local intranet.

Appendix 1: Potential Risk Scenarios – “Red Flags”

The following is a list of possible red flags that may arise during the course of you working for Sky and which may raise concerns under local anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for Sky, you must report them promptly to your line manager (if appropriate) or using the procedure set out in the Whistleblowing Policy:

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with any government officials;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with Sky, or carrying out a government function or process for Sky;
- 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;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customised;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests you make a charitable donation in exchange for the provision of a service;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Sky; or
- you are offered an unusually generous gift or offered lavish hospitality by a third party.

This list is not exhaustive.

Examples:

- **Offering a bribe** - You offer a potential client tickets to a major sporting event, but only if they agree to do business with the Company.

This would be offering a bribe as you are making the offer to gain a commercial and contractual advantage. Sky may also be found to have committed an offence because the offer has been made to obtain business for Sky. It may also be an offence for the potential client to accept this offer.

- **Receiving a bribe** - A supplier gives your son a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

- **Bribing any public official** - You arrange for the business to pay an additional payment to any public official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.