



Version: **0.2**

Last Review:
Dec 2020

Next Review:
Dec 2021

**Anti-Bribery & Corruption
Policy**

Department:
Human Resources

GLB-HR-21-03-INT

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To be read in conjunction with:

CONFIDENTIAL AND PROPRIETARY

Document History

Date	Version	Description	Author
01/01/2018	0.1	First Draft	Gerry Cleary
01/01/2019	0.1	Annual Review – no change	Gerry Cleary
12/01/2019	0.2	Added reference to Irish legislation	Gerry Cleary
12/16/2019	0.2	Reviewed and Approved	Audit Committee
02/18/2020	0.2	Scope adjusted to include reference to freelancers and contractors	Gerry Cleary
12/14/2020	0.2	Reviewed and Approved	Audit Committee



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1. AIMS

This policy is designed to ensure that, in all activities related to the business, employees have relevant guidance on the expected standards of conduct and that the Company takes a zero tolerance approach to any concerns relating to bribery and corruption.

2. SCOPE

The Anti-Bribery & Corruption Policy applies to all employees of Keywords Studios (the “Company”) and is for the information of those who provide freelance or contractual services to Keywords.

3. REVIEW

The management team are responsible for the ongoing review of this document. This will be carried out annually or as and when organisational changes impact the way the company works. An amendment record will be maintained to document the changes made in each new issue.

4. FEEDBACK

Feedback regarding this document should be directed to any one of the department managers

5. INTRODUCTION

The Company is committed to the highest standards of ethical conduct and integrity in its business activities throughout the World.

The Company will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf.

Senior Management is committed to implementing effective measures to prevent, monitor and eliminate the risk of bribery or corruption as a result of any management or business practices.

6. WHAT IS THE LEGAL POSITION?

Keywords will abide by all applicable anti-bribery laws, including the Irish Criminal Justice (Corruption Offences) Act 2018, the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act (“UKBA”), and the local laws in every country in which we carry on business. A violation of anti-bribery laws can lead to severe civil and criminal penalties. It is vital that we not only understand and appreciate the importance of this policy, but comply with it in our daily work.

7. WHAT IS BRIBERY?

Bribery can be defined as offering, promising or giving a financial (or other) advantage to another person with the intention of inducing or rewarding that person to act or for having acted in a way which a reasonable person would consider improper. Bribes are not always a matter of handing over cash. Gifts, hospitality and entertainment can be bribes if they are intended to influence a decision.

Bribery can be a risk in many areas of the business. Below are the key areas you should be aware of:

- *Excessive gifts, entertainment and hospitality* can be used to exert improper influence on decision makers. Gifts, entertainment and hospitality are acceptable provided they have been approved by the appropriate level of Keywords management. Examples would include, but are not limited to, sporting event tickets, PC parts and games. For any item with potential value exceeding \$100 USD, studios should confer with their Regional Managing Director and senior group roles should confer with the Keywords CEO.

- *Facilitation payments* are used by businesses or individuals to secure or expedite the performance of a routine or necessary action to which the payer has an entitlement. The company will not tolerate or excuse such payments being made.
- *Reciprocal agreements* or any other forms of improper exchange of favours are never acceptable unless they are legitimate business arrangements which are properly documented and approved by management. Improper payments to obtain new business, retain existing business, or secure any improper advantage should never be accepted or made.

8. WHAT IS CORRUPTION?

Corruption is any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery.

A conviction for a bribery or corruption related offence would have severe reputational and/or financial consequences for the Company. Consequently, we will not tolerate bribery or corruption in any form.

Keywords prohibits the offering, giving, solicitation or the acceptance of any bribe or corrupt inducement, whether in cash or in any other form:

- **To** or from any person or company wherever located, whether a public official or public body, or a private person or company;
- **By** any individual employee, director, agent, consultant, contractor or other person or body acting on Keywords' behalf;
- **In** order to gain any commercial, contractual, or regulatory advantage for Keywords in any way which is unethical or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

9. ACCEPTABLE PRACTICES

This policy is not intended to prohibit the following practices provided they are appropriate, proportionate and are properly recorded:

- **Normal** hospitality, with the prior consent and sign off;
- **Fast** tracking a process which is available to all on the payment of a fee; and/or
- **Providing** resources to assist a person or body to make a decision more efficiently, provided that it is for this purpose only.

It may not always be a simple matter to determine whether a possible course of action is appropriate. If you are in any doubt as to whether a possible act might be in breach of this policy or the law, the matter should be referred to your line manager. If necessary, guidance should also be sought from the CEO.

Keywords will investigate thoroughly any actual or suspected breach of this policy or the spirit of this policy. Employees found to be in breach of this policy may be subject to disciplinary action which may ultimately result in their dismissal.

The prevention, detection and reporting of bribery or corruption is the responsibility of all employees. If you become aware or suspect that an activity that is proposed or has taken place could be regarded as a bribe or corrupt, then you have a duty to report this to your line manager or the CEO.

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10. RESPONSIBILITIES

Keywords Senior Management Team is responsible for implementing, maintaining and interpreting this document.

11. PENALTY CLAUSE

Employees in violation of this policy may be subject to disciplinary action.

End of document.