

**Macmillan Education India Private Limited (“Macmillan” or
“Company”)**

**Anti-Bribery & Corruption Policy (“Policy”)
Updated February 2023**

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1. **Introduction**

It is Macmillan's policy to conduct business in an honest way, and without the use of corrupt practices or acts of bribery to obtain an unfair advantage.

Macmillan is committed to ensuring adherence to the highest legal and ethical standards. This must be reflected in every aspect of the way in which we operate. We are committed to acting as a responsible business, employer and partner in everything we do. In addition to being illegal, bribery and corruption harms the societies in which these acts are committed and prevents economic growth and development.

Macmillan has a "zero tolerance" approach to acts of bribery and corruption by any of our employees or by business partners working on our behalf. Macmillan's commitment to the Policy is also reinforced through the Group's Business Partner Code of Conduct which sets out the basic requirements which the business partners are expected to comply with. Any breach of this policy will be regarded as a serious matter by the Company and is likely to result in disciplinary action up to and including termination of employment or the business relationship as the case may be. At our discretion we may also involve regulatory authorities.

2. **Scope and Applicability**

This Policy applies to all employees of the Company at all levels and grades including its directors, consultants, trainees, contractors, interns or any other person associated with the Company (collectively referred as 'You' or 'you' in this Policy).

3. **What is Bribery and Corruption**

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

Corruption is the misuse of public office or power for private gain; or misuse of private power in relation to business outside the realm of the government.

It is illegal to directly or indirectly receive a bribe or offer a bribe. It does not matter whether the bribe is:

- given or received directly or through a third party (such as someone acting on Macmillan's behalf like distributor, agent or other intermediary)
- given to a person other than the one who has or will perform the activity concerned.

Bribes can take on many different shapes and forms, but typically they involve corrupt intent. There will usually be a '*quid pro quo*' – both parties will benefit. Some examples are:

- money
- gifts
- offering employment to a relative

- entertainment or hospitality
- political/charitable donations
- unwarranted discounts or excessive commissions

It does not matter whether the act of bribery is committed before or after the tendering of a contract or the completion of administrative tasks.

“Red Flags” indicating some scenarios of bribery and corruption are set out in Annexure – A to this Policy.

4. **Who Might Engage in Bribery or Corruption**

In the eyes of the law, bribery and corrupt behaviour can be committed by:

- An employee, officer or director
- Any person acting on behalf of the Company (e.g. our business partners)
- Individuals and organisations where they authorise someone else to carry out these acts

It is irrelevant for the purposes of this Policy whether the payee or recipient of the act of bribery or corruption works in the public or private sector. However, dealing with public officials poses a higher risk of potential exposure to bribery and employees who deal with public officials will be subjected to additional trainings by the Director - Legal and Compliance, India.

For the purposes of this Policy, a public official could be:

- A public official, whether foreign or domestic
- A political candidate or party official
- A representative of a government-owned/majority-controlled organisation
- An employee of a public international organisation (e.g. World Bank)

5. **Gifts, Entertainment and Hospitality**

Giving or receiving gifts is an important aspect of maintaining and developing business relationships. However, all gifts, entertainment and hospitality should be for a genuine purpose and reasonable in ordinary course of business. Gifts of nominal value like pens, diary, corporate calendar are permissible to receive. Employees must use their judicial discretion when giving or receiving any gifts, entertainment or hospitality and must comply with Macmillan’s guidelines on Gifts, entertainment and hospitality.

Giving or receiving of lavish or unreasonable gifts or hospitality should be avoided as they can create an impression that we are trying to receive or give favourable business treatment by providing individuals with personal benefits.

How to evaluate what is ‘acceptable’:

First, take a step back and ask yourself the following:

- What is the intent – is it to build a relationship or is it something else?
- What if the situation were to be reversed – would there be a double standard?
- How frequently is the business courtesy occurring?
- How would this reflect on you or Macmillan if the details were published in a newspaper?
- Can you explain the situation to your spouse, children, parents?

If you find it difficult to satisfactorily answer even one of the above questions, there may be a risk involved which could potentially damage Macmillan's reputation and business. The action could well be unlawful and bring a risk to you individually.

Although no two situations are the same, the following guidance should be considered:

Never acceptable

Circumstances which are never permissible include examples that involve:

- A 'quid pro quo' (offered for something in return)
- Gifts in the form of cash/or cash equivalent vouchers
- Entertainment of a sexual or similarly inappropriate nature

Additional rules apply to giving of gift, entertainment or hospitality to/from public officials. Make sure you understand them before engaging with public officials and if in doubt please consult with the Director - Legal and Compliance, India before proceeding.

Transparency is key

Any gift, entertainment or hospitality given, received or offered – which meets or exceeds the equivalent of INR 10,000/- in value must be appropriately recorded in the register of gifts, entertainment or hospitality - (<http://compliance.springernature.com>). In the event that an impermissible business courtesy has been given or accepted, you must appropriately record the transaction within the register and contact the Director- Legal and Compliance, India immediately.

6. **Willful Blindness**

Not only your active involvement in the act of bribery and corruption is prohibited, your willful blindness to any act of bribery or corruption is also not in conformity with this Policy and may give rise to disciplinary action if the Company subsequently becomes aware that you should have been aware, if you had made reasonable enquiries. If you become aware of the risk or likelihood of any act of bribery or corruption either within your department or

around you, you cannot ignore it. It is your duty to report it.

7. **Facilitation Payments and kickbacks**

Facilitation payments are small bribes (also called a 'facilitating', 'speed' or 'grease' payment or a "tip") made to secure or expedite the performance of a routine or necessary action by a government official. For example, facilitation payment might be given to secure a license faster. No matter how small the payment, this type of payment is a bribe and is illegal.

Your safety is our prime concern and the only limited exception when the Company may accept your making any facilitation payment is to protect against loss of life, limb or liberty. In these circumstances, the payment is still illegal. You should report any such incident to the Director - Legal and Compliance, India as soon as possible so that steps can be taken to protect you and the Company.

Kickbacks are sometimes offered in transactions between commercial organisations where payment is made to an individual employee in return for a business favour/advantage. For example - payment made by a vendor to an employee to secure a large order or to encourage the employee not to put the service out to tender. Kickbacks are corruption – any employee accepting a kickback, directly or indirectly (e.g., to a family member) will be subject to disciplinary action.

For the avoidance of doubt, it is immaterial if the facilitation payment or kickback is given to or directly by You or routed through an agent.

8. **Business Partners**

The definition of a business partner is broad, and could include agents, distributors, booksellers, joint venture partners or partners in Macmillan's supply chain who act on behalf of the Company. Whilst the use of business partners can help us reach our goals, we need to be aware that these arrangements can potentially present Macmillan with significant risks in the area of bribery and corruption.

Risk can be identified where a business partner conducts activity on Macmillan's behalf, and the result of their actions can be seen as benefiting Macmillan. All such business partners should be made aware of the Business Partner Code of Conduct that sets out our expectations from them. You must ensure that there is a proper contractual document available for Macmillan's relationship with the business partner. You must not engage a business partner who you know, or you reasonably suspect of engaging in bribery.

All business partners should be subjected to appropriate due diligence. The level of due diligence will depend upon the circumstances and your judgement on a case-to-case basis.

Before engaging a business partner, you should ask the following questions:

- Why are we engaging the business partner, do I really need them?

- Who are they, have I seen documents evidencing who they are and what they do
- Who else have they worked with? Have I got some commercial references?
- Do they have sound credibility in the market? Have I got some financial reference?
- Have they agreed to sign our contract including compliance with our business partner code of conduct?
- Are commission payments in line with generally accepted market practice

Before commencing work with Business Partner, please ensure that

- you have a valid contract with the Business Partner;
- Business Partner has agreed to comply with our Business Partner Code of Conduct.
- Business Partner details are uploaded on SNICS

Macmillan is ultimately responsible for ensuring that business partners who act on our behalf are compliant with the Business Partner Code of Conduct. “Turning a blind eye” is not acceptable. Ignorance is not an excuse. If you have any concerns that arrangements with a business partner are not in accordance with this Policy, please consult the Director - Legal and Compliance, India.

9. **Accurate Books and Record-Keeping**

You must ensure that all expense claim relating to gifts, hospitality or entertainment incurred to third parties are submitted in accordance with the T&E policy.

Many serious global bribery and corruption offences have been found to involve some degree of inaccurate record-keeping. We must ensure that we maintain accurate books, records, and financial reporting for our Company. Our books, records and overall financial reporting must also be transparent. That is, they must accurately reflect each of the underlying transactions. False, misleading, or inaccurate records of any kind could potentially damage Macmillan.

10. **Compliance with this Policy**

Every employee of Macmillan is expected to read, understand and comply with this Policy. Failure to comply with this Policy, whether intentional or not, may lead to disciplinary action (up to and including dismissal). In case you have any doubts or concerns, you should contact your line manager or the Director- Legal and Compliance, India.

Annexure A Red Flags

The following is a list of possible scenarios that may arise during your employment with Macmillan and may raise concerns under this Policy. This list is only illustrative. If you encounter any of the scenarios, you must report them to your manager and the local compliance officer.

1. A government official asks for a gift to approve pending application for a license
2. A third party that you are proposing to engage asks for payment to be made outside India
3. A third-party request for payments to be made in cash
4. A third Party that you have dealt with raises invoices without proper supporting documents and fails to provide proof in support of the invoices when repeatedly asked for
5. Other companies have terminated the third party for improper conduct
6. If you are being requested to make payment to charities in exchange of a business contract
7. When the agent asks for a higher commission than the prevalent market rates
8. When expense claims are made with insufficient documentation