



ANTI-BRIBERY FRAUD AND CORRUPTION POLICY

2021

ANTI BRIBERY, FRAUD & CORRUPTION POLICY – AT A GLANCE

PURPOSE



- raise awareness among all employees about how to recognise bribery, fraud and corruption, as well as behaviours and circumstances known to be associated with it
- set a consistent set of expectations and requirements and ensure controls are in place to help prevent bribery, fraud and corruption throughout our supply chain and prevent abuse of Springer Nature's assets –whether for personal gain (corruption/fraud) or to generate funds for bribery of third parties
- provide clear guidance to staff who encounter or suspect bribery, fraud and corruption on how to raise their concerns and seek help.

AUDIENCE



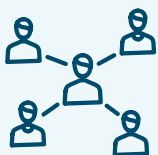
- All employees
- Officers
- Directors
- Business partners

KEY POINTS



- We have zero tolerance to any form of bribery, fraud or corruption by any employee, supplier, customer or any other person working with or on behalf of Springer Nature
- A breach of this policy may have significant impacts for Springer Nature and individuals, including reputational damage, significant costs associated with investigations, potential debarment from public contracting and individual and corporate criminal liability.
- Before you give anything of value to a public official, confirm with your manager and the responsible finance department in your division. When in doubt, you can always ask the Governance Risk and Compliance Team
- All items/payments over €200 given to an individual public official must be approved in advance by the Chief Risk & Compliance Officer
- Please ensure all non contractual expenditure (given or received) over €100 is recorded in the Register of Interests. This includes gifts entertainment hospitality charitable or other donation and non-marketing sponsorship

MANAGER RESPONSIBILITIES



- Managers are expected to ensure that all employees who report to them understand the risks relating to their activities and the requirements on this policy.

HOW TO REPORT QUESTIONS OR CONCERNS

You can contact your line manager or Group GRC or another company resource including Speak Up.

If you need help interpreting this policy you can contact the policy owners:

Christian Staral, Thorsten Kussmaul, Joop van Niel, Reto Andreoli, Alexandra Bona or Dinah Spence.



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PURPOSE AND SCOPE

PURPOSE

The purpose of this Anti-Bribery, Fraud & Corruption Policy is to:

- raise awareness among all employees about how to recognise bribery, fraud and corruption, as well as behaviours and circumstances known to be associated with it.
- set a consistent set of expectations and requirements and ensure controls are in place to help prevent bribery, fraud and corruption throughout our supply chain and prevent abuse of Springer Nature's assets – whether for personal gain (corruption/fraud) or to generate funds for bribery of third parties.
- provide clear guidance to staff who encounter or suspect bribery, fraud and corruption on how to raise their concerns and seek help.

SCOPE

This policy applies to all of Springer Nature's activities/operations and its interactions with third parties. All employees, officers, and directors are subject to this policy.

This policy specifically applies to all incidents of bribery, fraud or corruption, whether suspected, alleged or proven, that are either:

- committed against Springer Nature; or
- committed by our staff¹, officers, directors or business partners (whether in an official or private capacity) against any third party².

All Group Policies are working documents and will be monitored and revised as necessary to ensure that they continue to meet Springer Nature's needs. Please check [Hive](#) for the latest version.

Definitions of the key terms used in this policy appear [here](#).

POLICY STATEMENT

Springer Nature complies with all legal requirements applicable to its operations worldwide and is committed to conducting our global operations honestly and ethically. Our stance on bribery, fraud and corruption is clearly set out on page 12 and 13 of [Springer Nature's Code of Conduct](#):

We do not tolerate any form of corruption by any person representing Springer Nature. We do not offer, give, or receive, bribes or other benefit or advantage for personal or business gain. We also prohibit such behaviour within our supply chain. It does not matter how large or small the requested payment or other benefit appears to be – a bribe is a bribe. Our position of zero tolerance towards bribery and corruption is global and has been adopted by Springer Nature worldwide. We would rather suffer delays or lose the contract than make any payment or offer any benefit that could be seen as against the law.

Springer Nature often works with third parties and expects all of our suppliers, vendors, agents, intermediaries, service providers and other business partners to agree to meet the same ethical, health, safety and environmental standards that we set for ourselves. These standards are described in Springer Nature's Business Partner Code of Conduct.

¹ "Staff" include employees, former employees, people seconded to our organisation and volunteers who work without reward

² Third party refers to any individual or organisation with whom our staff come into contact during the course of work and the running of our business.

In other words, we have **zero tolerance** to any form of bribery, fraud or corruption by any employee, supplier, customer or any other person working with or on behalf of Springer Nature.

A breach of this policy may have significant impacts for Springer Nature and individuals, including reputational damage, significant costs associated with investigations, potential debarment from public contracting and individual and corporate criminal liability. Accordingly, any breach of this policy will be considered a disciplinary matter, will be treated accordingly, and could lead up to dismissal according to local regulations.

The Board of Springer Nature have adopted this policy to ensure that our legal obligations are met and that adequate procedures are implemented throughout our operations to prevent, detect and respond appropriately to any instance of bribery, fraud and corruption in our organisation and our supply chain. This policy replaces the Macmillan Group AB&C Policy. All local policies in place shall be revised in line with this policy.

RESPONSIBILITY FOR THE IMPLEMENTATION OF THIS POLICY

Everyone at Springer Nature has a role to play in the implementation of this policy. Key responsibilities as follows:

You – every employee of Springer Nature should:

- Read and understand this policy.
- Know your responsibilities with regards to bribery, fraud and corruption.
- Know where to seek help if you are unsure as to whether something is prohibited, regulated or illegal.
- Know when and how to report suspected non-compliance with this policy.

Please make sure that any non-contractual expenditure (i.e. gifts, entertainment, hospitality, charitable or other donation and non-marketing sponsorship) of over €100 is recorded promptly in the [Register of Interests](#)³. Before you give anything of value to a public official, check with your manager and local finance and accounting management. All items/payments over €200 given to a public official must be approved in advance by the Chief Risk & Compliance Officer.

All third party intermediaries and agents (customers and suppliers) should have a contract setting out the terms on which they act on our behalf and be recorded in [SNICS](#)⁴ so that an ongoing risk assessment can be conducted.

Online training explaining various aspects of this policy is available on LEAP and included in our annual Values and Conduct training program. We recognise that sometimes there may be a range of alternative actions available and a legitimate question about the proper interpretation of a legal requirement or restriction or the requirements of our internal policy. If you are unsure about any aspect of this policy or our training, please ask the owners of this policy or a member of the Governance Risk and Compliance Team. You can also use the [Speak-Up](#) system to ask questions or raise concerns.

Management – Managers are expected to ensure that the employees who report to them understand the risks relating to their activities and the requirements of this policy.

Overall implementation of controls to achieve compliance with the requirements set out in this policy is the responsibility of the heads of each global division/group function as they ultimately own the risks

³ VPN connection required

⁴ VPN connection required

arising in their division/function and are responsible for managing and controlling them. This responsibility includes designing controls (with the assistance of the Governance Risk and Compliance Team and Finance Management) to prevent, where possible, fraud or staff offering and receiving bribes. These controls should be documented and responsibilities assigned for implementing and monitoring compliance.

Finance – Finance management have responsibility for advising global division/group function heads on the design of preventative controls and also have responsibility for developing appropriate controls which identify and act upon transactions which appear to present a higher risk.

Governance Risk and Compliance Team- The Governance Risk and Compliance Team are responsible for designing a framework for risk identification and assessment and advising management on the implementation of appropriate controls.

Chief Risk and Compliance Officer- is responsible for investigating any concerns regarding non-compliance with this policy.

Springer Nature Management Board – the board of Directors of Springer Nature and the Audit Committee appointed by the Supervisory Board are responsible for oversight of this policy.

RISK ASSESSMENT

It is the responsibility of Finance Management and the heads of each global division/group function to conduct a thorough risk assessment in accordance with the framework set by the Governance, Risk and Compliance Team and to design and implement proportionate and effective mitigation and controls against the risks of bribery, fraud and corruption.

For more information on Springer Nature's approach to risk assessment please click [here](#).

BUSINESS PARTNERS

Our commitment to conduct our business ethically and honestly exists through our supply chain and where a business partner conducts activities on behalf of Springer Nature, we can be legally liable for their activities. Therefore all of the provisions of this policy apply to our business partners as well as Springer Nature staff. In other words – if we can't do it, neither can they.

All Springer Nature Business Partners are expected to agree and to comply with the terms of Springer Nature's [Business Partner Code of Conduct](#) which outlines the same high standards for fraud, bribery and corruption as for Springer Nature itself.

Appointment of a Business Partner should be conducted in accordance with our [Group Purchasing Policy](#) and the terms of appointment recorded in a contract. Business Partner risk assessments should be updated regularly using [SNICS](#)⁵. Additionally, the employee sponsor recorded in SNICS is expected to discuss the Business Partner's risk profile with the business partner at least annually.

REPORTING

If you consider you have been offered or asked for a bribe or kickback, or are concerned that the actions of any employee or third party are fraudulent, please immediately report your concerns to the Chief Risk & Compliance Officer directly via email. If you wish, you can also do so via [Speak-Up](#).

⁵ VPN connection required

If you are unsure about the appropriateness of an action or situation or have concerns that someone (including yourself, other staff members, business partners or any third parties) may not be complying with this policy, please raise your concerns, either by reporting it via [Speak-Up](#) or by contacting a member of the Governance Risk and Compliance Team. In short, if you do not think an action can be described transparently in our records then stop and take advice from the GRC team. Anyone who, in good faith, reports something via Speak Up or to the Chief Risk & Compliance Officer is following our Code of Conduct and is doing the right thing. Retaliation against anyone for raising concerns or reporting what they genuinely believe to be improper, unethical or inappropriate behaviour is completely prohibited at Springer Nature.

INVESTIGATION PROTOCOL

Any concerns regarding non-compliance with this policy will be assessed in the first instance by the Chief Risk and Compliance Officer who will determine the level and type of any investigation required.

No local or other investigation should take place before this determination by the Chief Risk and Compliance Officer.

MONITORING AND ASSESSMENT

In the context of its annual risk assessment processes the Board will consider the effectiveness of risk management systems and compliance with this policy to ensure that it is being consistently applied and is adequate to meet the risks identified. The boards of each subsidiary entity which employs staff should also consider local risk review and compliance with local processes at least annually.

MANAGEMENT GUIDELINES

We appreciate that the risk of corruption and bribery will vary by geography and business units. To reflect this, we will issue further guidance to assist management in designing and establishing adequate procedures within their organisations and to support our matrix structure by clarifying roles and responsibilities between global divisional management and group functions with an oversight role (for example Finance and the Governance Risk and Compliance Team.)

CONTACTS

Sponsor	Alexandra Dambeck – Chief Financial Officer
	Rachel Jacobs – Group General Counsel
Owners	Christian Staral – CFO/COO Education & Professional
	Thorsten Kussmaul - EVP Financial Reporting & Accounting
	Joop van Niel – EVP Financial Shared Services
	Reto Andreoli – EVP Management Reporting / Planning Analytics
	Alexandra Bona - Director MRPA Professional Group
	Dinah Spence – Chief Risk & Compliance Officer