



EBSCO Information Services Anti-Corruption Policy

I. Purpose

EBSCO Information Services (EBSCO) operates in a wide range of legal and business environments, many of which pose challenges to our ability to conduct our business operations with integrity. As a company, we strive to conduct ourselves according to the highest standards of ethical conduct. Throughout its operations, EBSCO seeks to avoid even the appearance of impropriety in the actions of its directors, officers, employees and agents.

Accordingly, this Anti-Corruption Policy (this Policy) reiterates our commitment to integrity and explains the specific requirements and prohibitions applicable to our operations under anti-corruption laws, including, but not limited to, the US Foreign Corrupt Practices Act of 1977 (the FCPA). This Policy contains information intended to reduce the risk of corruption and bribery from occurring in EBSCO's activities. EBSCO strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities.

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II. Scope

This Policy is applicable to all of EBSCO's operations worldwide. This Policy applies to all of EBSCO's directors, officers and employees. This Policy also applies to EBSCO's agents, consultants, joint venture partners and any other third-party representatives that, on behalf of EBSCO, have conducted business outside of the US or interacted with non-US government officials, or are likely to conduct business outside of the US or interact with non-US government officials.

III. Policy

- A. Under the FCPA, it is illegal for US persons, including US companies, and their subsidiaries, directors, officers, employees and agents, to bribe non-US government officials. The concept of prohibiting bribery is simple. However, understanding the full scope of the FCPA is essential as this law directly affects everyday business interactions between EBSCO and non-US governments and government-owned or government-controlled entities.
- B. Violations of the FCPA can also result in violations of other US laws, including anti-money laundering, mail and wire fraud and conspiracy laws. The penalties for violating the FCPA are severe. In addition to being subject to EBSCO's disciplinary policies (including termination), individuals who violate the FCPA may also be subject to imprisonment and fines. Aside from the FCPA, EBSCO may also be subject to other non-US anti-corruption laws, in addition to the local laws of the countries in which EBSCO conducts business. This Policy generally sets forth the expectations and requirements for compliance with those laws, including, without limitation, the U.K. Bribery Act 2010.
- C. EBSCO employees and agents are prohibited from directly or indirectly making, promising, authorizing or offering anything of value to a non-US government official on behalf of EBSCO to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties where an EBSCO employee or agent knows, or has reason to know, that the third-party will use any part of the payment for bribes. Although the FCPA prohibits such payments to non-US government officials, EBSCO also prohibits employees and agents from making such payments to US government officials.

1. Cash and Non-Cash Payments: “Anything of Value”

Payments that violate the FCPA may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. The FCPA prohibits giving “anything of value” for an improper purpose. This term is very broad and can include, for example:

- a. Gifts
- b. Travel, meals, lodging, entertainment, or gift cards
- c. Loans or non-arm’s length transactions
- d. Charitable or political donations
- e. Business, employment or investment opportunities

2. Non-US Government Official

The FCPA broadly defines the term non-US government official to include:

- a. Officers or employees of a non-US government or any department, agency or instrumentality thereof
- b. Officers or employees of a company or business owned in whole or in part by a non-US government (state owned or controlled enterprises).
- c. Officers or employees of a public international organization (such as the United Nations, World Bank or the European Union)
- d. Non-US political parties or officials thereof
- e. Candidates for non-US political office

This term also includes anyone acting on behalf of any of the above. On occasion, a non-US government official may attempt to solicit or extort improper payments or anything of value from EBSCO employees or agents. Such employees or agents must inform the non-US government official that EBSCO does not engage in such conduct and immediately contact the Director of Compliance in Legal Services.

3. Commercial Bribery

Bribery involving commercial (non-governmental parties) is also prohibited under this Policy. To this end, EBSCO employees and agents shall not offer, promise, authorize the payment of, or pay or provide anything of value to any employee, agent, or representative of another company to induce or reward the improper performance of any function or any business-related activity. EBSCO employees and agents also shall not request, agree to receive, or accept anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

D. Permitted Payments

The FCPA does not prohibit all payments to non-US government officials. In general, the FCPA permits three categories of payments:

1. Facilitating Payments

The FCPA includes an exception for nominal payments made to low-level government officials to ensure or speed the proper performance of a government official's routine, non-discretionary duties or actions, such as:

- a. Clearing customs.
- b. Processing governmental papers such as visas, permits, or licenses.
- c. Providing police protection.
- d. Providing mail, telephone, or utility services.

Because these types of facilitating payments are not legal in many countries in which EBSCO conducts business, it is EBSCO's policy to prohibit employees and agents from making such payments. If there is a circumstance in which an EBSCO employee or agent

believes a facilitating payment is necessary and is legal, the EBSCO employee or agent must consult with and obtain authorization from the Director of Compliance in Legal Services prior to making such payment.

2. Promotional Hospitality and Marketing Expenses or Pursuant to a Contract
EBSCO may pay for the reasonable cost of a non-US government official's meals, lodging or travel if, and only if, the expenses are bona fide, reasonable, and directly related to the promotion, demonstration or explanation of EBSCO products or services, or the execution of a contract with a non-US government or agency.

3. Promotional Gifts
Promotional gifts of nominal value may be given to a non-US government official as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear the trademark of EBSCO or one of its products.

E. Political and Charitable Contributions

Contributions to candidates for non-US political office are prohibited unless the Chief Executive Officer pre-approves them in writing. Charitable contributions to non-US charities must also be pre-approved in writing by the Chief Executive Officer.

F. Record Keeping

It is EBSCO's policy to implement and maintain internal accounting controls based upon sound accounting principles. All accounting entries in EBSCO's books and records must be timely and accurately recorded and include reasonable detail to fairly reflect its transactions. These accounting entries and the supporting documentation must be periodically reviewed to identify and correct discrepancies, errors, and omissions.

1. Authorization for Transactions
All transactions involving the provision of anything of value to a non-US government official must occur only with appropriate EBSCO authorization from EBSCO's president.
2. Recording Transactions
All transactions involving the provision of anything of value to a non-US government

official must be recorded by the Accounting Department in accordance with generally accepted accounting principles.

3. Tracking Transactions

All transactions involving the provision of anything of value to a non-US government official must be tracked by the Accounting Department in a separate log or record, with supporting documentation identifying, and reviewed annually by the Accounting Department:

- a. The name and position of the employee requesting and authorizing the transaction.
- b. The name and position of the non-US government official involved in the transaction.
- c. A description, including the value, of the payment or provision of anything of value, and where applicable, a description of the EBSCO products or services being promoted or the relevant contractual provision if the payment was made pursuant to a contract.

G. Cash Payments

Cash payments of any kind to a third-party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. EBSCO checks shall not be written to "cash," "bearer" or anyone other than the party entitled to payment except to replenish properly used petty cash funds.

H. Representatives

All third-party EBSCO representatives must fully comply with the FCPA and all other applicable laws.

I. Compliance

EBSCO employees and agents must be familiar with and perform their duties according to the requirements set out in this Policy. EBSCO employees or agents who violate this Policy

are subject to disciplinary action, up to and including dismissal. Third-party representatives who violate this Policy may be subject to termination of all commercial relationships with EBSCO.

IV. Administration

- A. To ensure that all EBSCO employees and agents are thoroughly familiar with the provisions of this Policy, the FCPA and any other applicable anti-corruption laws, EBSCO shall provide anti-corruption training and resources to those EBSCO employees and agents, as appropriate. Any EBSCO employee or agent who suspects that this Policy may have been violated must immediately notify EBSCO as specified in the section entitled "Reporting Policy Violations" below. Any EBSCO employee who, in good faith, reports suspected legal, ethical or policy violations will not suffer any adverse consequence for doing so. When in doubt about the appropriateness of any conduct, EBSCO requires that you seek additional guidance before taking any action that may subject EBSCO to potential FCPA liability.
- B. EBSCO may at times undertake a more detailed review of certain transactions. As part of these reviews, EBSCO requires all employees, agents and third-party representatives to cooperate with EBSCO, outside legal counsel, outside auditors, or other similar parties. EBSCO views failure to cooperate in an internal review as a breach of your obligations to EBSCO and will deal with this failure severely in accordance with any local laws or regulations.
- C. If you have any questions relating to this Policy, please contact the Director of Compliance in Legal Services.
- D. All reports of policy violations shall be and remain anonymous. To anonymously report potential violations of this Policy via our third-party administrator, you can call +1 866-546-2133 or access at [ebscointegrity.com](https://www.ebsco.com/ebscointegrity).