

# ANTI-BRIBERY & ANTI-CORRUPTION POLICY

## THE POLICY GOVERNING PAYMENTS, BENEFITS, OR GIFTS

This Anti-Bribery and Anti-Corruption Policy and associated guidance (“Policy”) applies to all officers, directors, and employees of Thomson Reuters Corporation and its subsidiaries (“Thomson Reuters”), as well as anyone acting directly or indirectly on Thomson Reuters behalf such as consultants, contractors, temporary employees, agents, and other third parties (“Engaged Third Parties”). If this Policy applies to you as described above, you must know, understand, and comply with this Policy. Getting this wrong can violate the law and have serious consequences for you and Thomson Reuters, including, but not limited to, the imposition of criminal fines and/or imprisonment.

### THOMSON REUTERS ANTI-BRIBERY AND ANTI-CORRUPTION POLICY:

You must know, understand, and comply with the following mandatory Policy:

- never solicit, encourage, offer, give, authorize, or receive any improper payments, benefits, or gifts;
- ensure transparency and keep accurate books and records;
- ensure Engaged Third Parties know, understand, and comply with this Policy; and
- speak up by notifying your Thomson Reuters direct manager, supervisor, Human Resources representative, or lawyer if you are aware of any violations or potential violations of this Policy.

**DO NOT SOLICIT, ENCOURAGE, OFFER, GIVE, AUTHORIZE, OR RECEIVE IMPROPER PAYMENTS, BENEFITS, OR GIFTS:** Our policies, as well as the laws and regulations of most countries where we do business, forbid you from directly or indirectly soliciting, encouraging, offering, giving, authorizing, or receiving any payment, benefit, or gift which may improperly influence or give the appearance of improperly influencing any individual, entity, or organization, whether public or private. Improper advantages include personal and business advantages, such as securing a contract, concession, license, access to information, or any other favorable treatment. This prohibition applies to all third party dealings, whether with governmental or commercial organizations, and with all individuals acting on their behalf. This includes, but is not limited to, customers, external business associates, news sources, and government officials. It makes no difference if the payment, benefit, or gift is not accepted, or if it is accepted but the recipient fails to do what was expected of him or her. Likewise, providing or receiving a payment, gift, or benefit is prohibited if it merely could appear to create an obligation on the recipient, to influence the recipient to act or refrain from acting in a particular way, or to reward the recipient for acting or refraining from acting in a particular way. While what is viewed as an improper payment, benefit, or gift in one country may be acceptable in another, you must comply with the most restrictive requirement at all times.

**ENSURE TRANSPARENCY AND ACCURATE RECORD KEEPING:** Thomson Reuters books and records – including, but not limited to, expense reports – must be complete and accurate, even with respect to immaterial amounts. This applies equally to third parties. Therefore, all payments, benefits, and gifts must be transparent to both the provider's and the recipient's employer and/or organization. Transparency is of utmost importance to comply with law and protect Thomson Reuters reputation.

**THE SAME RULES APPLY WHEN WORKING WITH ENGAGED THIRD PARTIES:** Thomson Reuters may be legally responsible for the acts of Engaged Third Parties. You must ensure that Engaged Third Parties that you engage or work with know, understand, and comply with this Policy. Always look out for indicators of potentially corrupt behavior (see “Red Flags” below) and follow Thomson Reuters procedures for conducting appropriate due diligence when entering into contracts with any third party who will be acting on Thomson Reuters behalf.

**SPEAK UP:** If you believe that you or someone else may be in violation of this Policy, you have an obligation to report your concerns in a timely manner. Many reporting options are provided to you and you may choose the method of communication with which you feel most comfortable:

- Contact your Thomson Reuters direct manager, supervisor, Human Resources representative, or lawyer; or
- Report confidentially and anonymously through the Business Conduct and Ethics Hotline, either by phone at+(1) 877.373.8837 or web report available on the Hotline page on the intranet at <https://www.compliance-hotline.com/ThomsonReuters.jsp>.

## GUIDELINES ON PROVIDING GIFTS, TRAVEL AND ENTERTAINMENT

The following is meant to provide you with practical guidance on how this Policy applies. It is not exhaustive. Use your best judgment. If you ever find yourself in a position giving rise to any questions, escalate the matter to your Thomson Reuters direct manager, supervisor, Human Resources representative, or lawyer.

### PRACTICAL CONSIDERATIONS ON PAYMENTS, BENEFITS, AND GIFTS:

Improper payments, benefits, and gifts (such as bribes) can take many forms, including, but not limited to:

- Direct cash payments;
- Kickbacks;
- Unexplained rebates or discounts;
- Invoices for some disguised expense;
- Charitable or political contributions;
- Excessive goods and services for personal use (such as gifts, travel, entertainment, and hospitality);
- Paid or unpaid internships; or
- Offers of employment.

“Facilitation payments” are small payments made to Government Officials (see definition on page 3 below) to secure routine actions such as processing visas or other government papers, obtaining non-discretionary permits, providing phone or power service, or similar activities. Thomson Reuters prohibits facilitation payments. If you are faced with a request for such a payment, you should refuse. Journalists should refer to the Handbook of Journalism for guidance on facilitation payments when directly involved in news-gathering operations.

There is a narrow exception to this Policy that permits certain payments that otherwise would be prohibited under this Policy when life, safety, or health is at risk. Such payments must protect people, not property; and must be accurately recorded and identified in expense reports and other books and records. Where practical, such payments must be approved in advance by a Thomson Reuters lawyer. Where advance approval is impractical, immediately inform a Thomson Reuters lawyer and your manager of the payment, and record it promptly and accurately. The fact that this Policy allows for this limited exception does not necessarily mean that the payment would be permitted under applicable laws.

Asking yourself the following questions may help you in deciding whether to offer or accept a payment, benefit, or gift:

- What is the intention behind the payment, benefit, or gift?
- Would you feel uncomfortable if the transaction became known to the public?
- Is the payment, benefit, or gift offered or presented to you or by you at the office, or away from the workplace so others will not know about it?
- If you are providing a payment, benefit, or gift, does the person to whom you are planning to provide it have a policy that would prohibit it? When in doubt, check.
- Does it seem right? If not, do not offer or accept it, or ask for guidance in advance.
- Does the offer or timing create the appearance that the offer is improperly trying to influence an individual?

Payments, benefits, and gifts are acceptable and comply with the Thomson Reuters Code of Business Conduct and Ethics if they:

- Comply with applicable laws and regulations;
- Are promptly and accurately recorded in Thomson Reuters books and records;
- Are relatively infrequent and not excessive in value when considering the position and income of the recipient;
- Are connected to a legitimate business promotional activity or the performance of an existing contract;
- Will not place the recipient under any obligation to the person providing the payment, gift or benefit;
- Are not tied to influencing any pending or recently concluded contractual negotiations;
- Do not include cash;
- Do not include certain cash equivalents (e.g., gift cards, gift certificates and honorariums) that exceed \$100.00 (USD) unless approved by your manager, Human Resources, or the Enterprise Compliance team; and
- Are transparent to the employer or organization of both the provider and the recipient.

If local custom suggests the giving or receiving of nominal benefits or gifts in excess of the amounts permitted in this Policy, you must contact a Thomson Reuters lawyer before proceeding. Because it is not possible to define “not excessive” to cover all possible cases, we rely on your good faith judgment in these situations.

#### EXAMPLES OF ACCEPTABLE BENEFITS AND GIFTS:

The following are some examples of benefits and gifts that you usually can accept or offer:

- Promotional items with the provider’s company or brand logo (e.g., a mug, travel diary, or pen);
- Prizes randomly given to or received in raffles or contests at industry conferences;
- Routine tickets to a local sporting or cultural event;
- Meals and entertainment of reasonable value when business is being conducted;
- Modest expressions of gratitude or gifts acknowledging personal events, such as weddings and births;
- Seasonal or holiday gifts of nominal value; and
- Free or reduced admission passes to Thomson Reuters events that showcase Thomson Reuters offerings.

Note: When giving prizes in contests or raffles, consult a Thomson Reuters lawyer.

#### EXAMPLES OF UNACCEPTABLE BENEFITS AND GIFTS:

The following are some examples of benefits and gifts that you usually cannot accept or offer:

- Cash gifts or gift certificates in any amount;
- Luxury goods;
- Payment for shopping trips;
- Education costs for clients or affiliated individuals;
- Travel per diems or cash allowances that can be spent at will during trips or other entertainment outings;
- Side recreational, vacation, or sightseeing trips where the value and the amount of time spent on the side trip are disproportionate to the main business trip;
- Standalone recreational, vacation, or sightseeing trips; and
- Gambling and adult entertainment.

Keep in mind that third parties often have their own policies and guidelines and you should not offer benefits or gifts which you know, or suspect would violate those policies or guidelines. Please also remember that some of our businesses have more restrictive benefits and gifts policies and you should comply with the most restrictive policy applicable to you.

#### SPECIAL GUIDELINES FOR GOVERNMENT OFFICIALS:

There are particular risks associated with providing payments, benefits, and gifts to Government Officials. Know that when a Government Official is involved, we may not offer or accept gifts, meals, services or entertainment without prior approval from the Enterprise Compliance team. In no case, will we connect an item of value, including gifts and travel, to an official act by a Government Official.

Again, some of our businesses have more restrictive policies and you should comply with the most restrictive policy.

The term “**government official**” is very broad. A person may be a Government Official despite purporting to act in a private capacity, e.g., as a consultant. "Government" can mean all levels and subdivisions of any provincial, local, national, international, foreign or domestic government or public entity. In certain cases Government may include private organizations carrying on part of the function of a Government. "Government Official" can mean any elected or appointed member, officer, employee, agent, advisor or consultant to any rank or level of a Government or any entity that is controlled, directly or indirectly, by a Government. In certain cases a Government Official may be deemed to include a close relative (e.g., spouse, sibling, or child) of any of the above individuals. Note: Control can be exercised by operation of law or contract, or by direct or indirect ownership of a significant portion of an entity, which may, in some cases, be less than 50%. By way of example, Government Officials may be found in:

- An institution that is primarily funded by a Government, such as a university, school, or hospital;
- A financial institution receiving Government intervention loans or support;

- A public international organization (e.g., the World Bank or the United Nations);
- A political party, any party official, or any candidate for political office;
- Any person acting in an official capacity or on behalf of any Government (e.g., an official advisor);
- A royal family or the military; and
- Any other persons considered a government official under applicable law.

#### TIPS TO ENSURE TRANSPARENCY AND ACCURATE RECORD KEEPING:

- Correctly record both the amount and the nature of any transaction involving a payment, benefit, or gift;
- Ensure that there is a reasonable relationship between the substance of a transaction and how it is described in Thomson Reuters books and records;
- Never agree to requests for false invoices or other documentation, or to payment of expenses that are unusual, excessive, or inadequately or improperly described;
- Where a cash payment is requested, ask for “official” documents such as written requests, invoices, or receipts, and pay by means other than cash, such as check or credit card;
- Make all offers of payments, benefits, or gifts transparent to the organization, not just the individual receiving the payment, benefit, or gift;
- Never respond to a request for an improper payment, benefit, or gift in a way that could be seen as acquiescence (for example, non-verbal gestures such as a “wink and a nod”); and
- Keep a detailed record of any discussion where someone requests or offers an improper payment, benefit, or gift and your response, and report this conversation to a Thomson Reuters lawyer.

**BE AWARE OF RED FLAGS:** If you become aware of any of the following “red flags,” seek the advice of a Thomson Reuters legal or finance representative:

- Payments to shell companies (i.e., companies that have no assets or operations);
- Payments outside the country in which the goods, and/or services were provided;
- Questionable or significant cash advances or withdrawals;
- Political contributions, donations to individuals, or unusual donations even to legitimate charities;
- Irregular cash payments;
- Unusually high dollar payments to individuals;
- “Miscellaneous” expenses or payments;
- Unexplained or undocumented consultancy expenses;
- Payments to parties other than those contracted with to provide the applicable goods, and/or services;
- Invoices that lack detail, have descriptions that appear false or do not match the goods, and/or services provided;
- Doing business with people or entities that are known to engage, or are suspected of engaging, in bribery;
- Requests for false or misleading documentation;
- Family or close relationships with an official or other person in a position of power in a country;
- Payments or requests for reimbursements of travel, lodging, accommodations (other than reasonable ground transportation) in connection with a sporting or cultural event or gifts, entertainment or other benefits in excess of those set forth in this Policy;
- Round dollar payments to or from any of the Thomson Reuters businesses that are not fully documented through formal contractual relationships or purchase orders; or
- Requests for payments to “fixers,” for facilitation payments, for the “decision maker,” to “get the business,” or to “make the necessary arrangements.”

A “red flag” does not mean that a payment or transaction is prohibited. A “red flag” indicates that the payment or transaction should be reviewed and, if permitted, the reason for the approval should be fully documented. Remember that you are responsible for reporting potential violations of this Policy to your Thomson Reuters direct manager, supervisor, Human Resources representative, or lawyer, or to the Business Conduct and Ethics Hotline. This rule applies whether you are the individual making, accepting, or approving a payment, benefit, or gift, or are merely aware of improper activity. If you have any questions, please reach out to your Thomson Reuters direct manager, supervisor, Human Resources representative, or lawyer.