

Anti-Bribery and Anti-Corruption Guidelines

APG|SGA AG

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1 Introduction

1.1 Why are these guidelines so important for you and our company?

These Anti-Bribery and Anti-Corruption Guidelines have been issued as a supplement to APG|SGA's Code of Conduct. They are an integral component of APG|SGA's HR policy. They define the basic requirements and actions of the company to ensure compliance with the applicable anti-bribery and anti-corruption laws. You must carefully read and follow the principles defined in these guidelines to:

- Act in accordance with the company's values
- Protect the company's reputation
- Ensure compliance with anti-corruption laws in Switzerland and other countries
- Strengthen enforcement and awareness of anti-corruption laws

These guidelines apply for all employees of the APG|SGA Group.

1.2 Legal basis

Corruption is punishable worldwide, and many countries also monitor it abroad. The employees involved as well as the APG|SGA Group are responsible for any violations.

In Switzerland, bribery of and by individuals, bribery of public officials and granting advantages to public officials and third parties are governed in Articles 322ter to 322decies of the Criminal Code (StGB).

2 Principles and rules

2.1 Ban on corruption

The ban on corruption does not make a distinction between public officials and private individuals: bribery and granting advantages are not tolerated regardless of the status of the recipient.

Bribery occurs when a financial advantage or some other advantage is directly or indirectly offered, granted, authorized, requested or accepted as an incentive or reward for performing a function that violates the duties of the person or third party involved. You should never let anyone bribe you or participate in bribery.

Bribery can be of a financial nature but it does not have to be; it also includes giving or receiving money, loans, contributions or donations, trips, jobs, reimbursements, discounts, goods, services or anything else of potential value. In some cases, gifts and entertainment can also be considered a form of bribery.

So-called facilitation payments, which are benefits given with the intention of facilitating or accelerating the implementation of official legal acts or the exercise of judicial discretion, are also prohibited.

Bribery can also take the form of a reward that follows the performance of a function in violation of duties. In the case of officials, personal benefits and third-party benefits given without a specific official act in mind (known as acceptance of an advantage and sweetening) are also prohibited.

Before you offer, gift, grant or authorize money, an object of value or a tangible or intangible advantage for another person, or before you request or accept one of these things from a person, always ask yourself whether an illegitimate purpose could be suspected of being behind it. If the answer is yes, you must refrain.

2.2 Gifts, invitations/hospitality and entertainment

Gifts are benefits of any kind given to another person as a sign of appreciation or friendship without the expectation of something in return.

Hospitality/entertainment normally includes refreshments, food and accommodation.

Entertainment generally comprises attending theater performances, concerts, sports events, and other events.

Gifts, invitations/hospitality and entertainment must be ordinary and transparent, and they must not exceed a reasonable value.

Regardless of their value, they may never be offered or granted to motivate the recipient to create an undue advantage for APG|SGA or to have the recipient refrain from something that is disadvantageous to APG|SGA. Gifts in the form of money are always prohibited regardless of the amount or motivation.

2.3 Funding and donations

Funding and donations are services that APG|SGA renders in the form of money or donations in kind (such as supplying a product free of charge or at a discount). They can include monetary payments and non-cash benefits. Funding is provided for a specific purpose such as research and training whereas donations serve humanitarian purposes such as aid after a natural disaster.

Funding and donations can only be granted if APG|SGA does not receive a specific service in return and if they do not create the impression that APG|SGA expects a service in return.

Applications for funding and donations should be treated with special care and must be approved by the Compliance Committee.

Cultural and charitable donations in kind in the usual form of poster sponsoring are still permitted.

2.4 Political donations

Political donations are donations in monetary or non-monetary form (such as resources or facilities) that are made to support political parties, politicians or political initiatives.

APG|SGA does not generally make political donations. In some cases, it may be appropriate to support candidates, committees or other organizations that work to develop the media business.

Political donations must never be made with the expectation of a direct or indirect service in return for APG|SGA.

Political donations must meet the following conditions:

- They must be in harmony with applicable laws, provisions and industry codes.
- They must be covered by a dedicated budget item and be authorized by the Compliance Committee.

Before you approve or make political donations in the name of the company, you must obtain written authorization from the Compliance Committee.

Political donations in kind within the ordinary scope of partnership agreements are still permitted.

2.5 Free space

Special care should also be taken when awarding space at a 100% discount. As above, free space may only be offered, promised or granted if APG|SGA or an employee does not receive a specific service in return and if doing so does not create the impression that APG|SGA or an employee expects a service in return.

The company may conduct spot checks to determine whether free space is appropriate.

2.6 Procurement and other contracts with third parties

A third party is any individual or legal entity that is not an APG|SGA subsidiary or employee.

Services and goods should only be procured from third parties if there is a legitimate need for them, if the price of these services and goods is not above their market value, if there is a written contract, and if the receipt of these services/goods is documented with the highest degree of transparency.

Contracting a third party must never serve the purpose of obtaining an undue business advantage for APG|SGA.

3 Implementation

3.1 Training

Employees must take steps to familiarize themselves with these guidelines on their own. Once a year, all employees except billposters will receive web-based training to ensure they understand and comply with all applicable anti-bribery and anti-corruption laws and these guidelines.

3.2 Reporting possible misconduct and obtaining authorization

All employees must report any suspected or observed violations of the law or these guidelines to their supervisor or the Compliance Committee without delay.

If you have concerns about whether a certain approach violates anti-corruption laws or these guidelines, or if you suspect that anti-corruption laws or these guidelines might be or will be violated, you must inform your supervisor of those concerns. When in doubt you should always obtain written or verbal authorization for the approach in question from your supervisor.

3.3 Protection against retribution

We do our best to maintain the anonymity and confidentiality of whistle blowers. Retribution taken against employees or third parties that report suspected or observed violations in good faith will not be tolerated and may lead to disciplinary action. Any intentional abuse of reporting will also be punished.

3.4 Violations of these guidelines and applicable laws

APG|SGA has a zero tolerance policy towards violations of these guidelines. All employees must comply with these guidelines and take responsible steps to prevent violations.

The Compliance Committee monitors compliance with these guidelines and conducts investigations of suspected violations. Violations of these guidelines and failure to report violations that you are aware of are punishable offenses and may result in dismissal.

Violations can also be reported to law enforcement agencies, which can lead to criminal proceedings. Corruption can have far-reaching civil and criminal consequences for the affected employee as well as for the APG|SGA Group. These can take the form of fines (in the millions for serious offenses), prison time, claims for damages, and other costs (such as attorney fees and court fees).

3.5 Reviews and exceptions

The Compliance Committee periodically reviews these guidelines to see whether they are still current and whether additions or amendments are needed, and submits applications for any adjustments to the company's management. The Compliance Committee can grant exceptions to these guidelines. However, no exceptions can be granted for complying with applicable laws and provisions.

3.6 Inception

These guidelines enter into force on April 1, 2017.

4 Appendix

4.1 Appropriate value

With respect to the principles documented in Section 2 of these Anti-Bribery and Anti-Corruption Guidelines, APG|SGA considers the following amounts to be reasonable:

- Gifts **Max. CHF 100 (always obtain the Compliance Committee's approval for gifts above CHF 100)**
- Invitations/hospitality not including entertainment **Max. CHF 150 per person**
- Invitations/hospitality including entertainment **Max. CHF 300 per person**

Employees can accept or offer invitations to meals, seminars, receptions, cultural events, sports events and similar events if attending is in the interest of fulfilling the mission of APG|SGA and if these Anti-Bribery and Anti-Corruption Guidelines are adhered to. The Compliance Committee must give its authorization if the above limits are exceeded.

The amount is determined by the effective value that the event, hospitality, entertainment or gift has for the beneficiary. If the benefactor offers a product that was obtained at better or more favorable terms, the original value should always be used when calculating the appropriate value. The same applies for services.

4.2 Compliance Committee

The Compliance Committee consists of the following employees:

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