

**APN NEWS & MEDIA LIMITED (the “Company”)
FRAUD POLICY**

Introduction	<p>The Company has approved these policies and procedures to facilitate the development of controls which will aid in the detection and prevention of fraud.</p> <p>It is the intent of the Company to promote consistent organisational behaviour by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.</p>
Scope of Policy	<p>This policy applies to any fraud, or suspected fraud, involving employees as well as shareholders, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with the Company.</p> <p>Any investigative activity required will be conducted without regard to the suspected wrongdoer’s length of service, position/title, or relationship to the Company.</p>
Policy	<p>Management is responsible for the detection and prevention of fraud, misappropriations, and other inappropriate conduct. Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. Each member of the management team will be familiar with the types of improprieties that might occur within his or her area of responsibility, and be alert for any indication of irregularity.</p> <p>Any fraud that is detected or suspected must be reported using the communicated and appropriate reporting channels (See “Reporting Procedures”).</p>
Actions Constituting Fraud	<p>The Company considers the term fraud to refer to, but is not limited to:</p> <ul style="list-style-type: none"> • Any dishonest or fraudulent act; • Forgery or alteration of any document or account belonging to the Company; • Forgery or alteration of a cheque, bank draft, or any other financial document; • Misappropriation of funds, securities, supplies, or other assets; • Impropriety in the handling or reporting of money or financial transactions; • Profiteering as a result of insider knowledge of Company activities; • Disclosing confidential and proprietary information to outside parties; • Disclosing to other persons share trading activities engaged in or contemplated by the Company; • Accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to the Company (Exception: Gifts less than \$100 in value); • Destruction, removal or inappropriate use of records, furniture, fixtures, and equipment; and/or • Any similar or related inappropriate conduct.
Other Inappropriate Conduct	<p>Suspected improprieties concerning an employee’s moral, ethical, or behavioural conduct should be reported using the appropriate reporting channels (See “Reporting Procedures”).</p>

<p>Investigation Responsibilities</p>	<p>The APN Legal Department has the primary responsibility for the investigation of all suspected fraudulent acts as defined in the policy. If the investigation substantiates that fraudulent activities have occurred, the Legal Department will report to the Board of Directors through the Audit Committee.</p> <p>Decisions to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made in conjunction with legal counsel and senior management.</p>
<p>Confidentiality</p>	<p>The APN Legal Department will treat all such information received in respect of these matters confidentially. Any employee who suspects dishonest or fraudulent activity will utilise the appropriate reporting procedures and should not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act.</p> <p>Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect the Company from potential civil liability.</p>
<p>Reporting Procedures</p>	<p>Great care must be taken in the investigation of suspected improprieties or wrongdoings so as to avoid mistaken accusations or alerting suspected individuals that an investigation is under way.</p> <p>An employee who discovers or suspects fraudulent activity should contact the APN Group General Counsel, the Internal Audit Manager, the Chairman of the Audit Committee or make a report via the Whistleblower Policy (whistleblower@apn.com.au) immediately. The employee or other complainant may remain anonymous.</p> <p>Investigations of allegations concerning the Legal Department or the APN Internal Audit Manager should be referred to the CEO and the Audit Committee Chairman.</p> <p>All reported and investigated allegations are to be reported to the Audit Committee.</p>
<p>Amendments</p>	<p>The Company reviews its policies from time to time to ensure compliance with applicable law and conformity with industry practice. Therefore, this policy may be amended, modified or waived at the discretion of the Company in accordance with applicable law and regulation.</p>