

GANNETT

Company Policy:
Whistleblower Procedures

Effective Date:
November 19, 2019

A. Responsibilities of the Audit Committee With Respect to Specified Complaints

1. The Audit Committee (the “Audit Committee”) of Gannett Co., Inc. (the “Company”) adopted these Whistleblower Procedures to establish procedures for (i) the receipt, retention and treatment of complaints concerning accounting, financial reporting, internal accounting controls and auditing matters relating to the Company and (ii) the confidential anonymous submission of complaints by Concerned Persons (as defined below) of alleged questionable accounting or auditing matters. The Company’s Audit Committee is responsible for overseeing the receipt, retention and treatment of all such complaints. The Company is committed to complying with all applicable securities laws and regulations and accounting standards and practices applicable to accounting or auditing matters. These Whistleblower Procedures also apply to officers and employees of FIG LLC (the “Manager”) or its affiliates who perform various functions for the Company (“Manager Employees”).
2. The Audit Committee has adopted these Whistleblower Procedures in order to:
 - a) Facilitate the disclosure of any questionable accounting or auditing matters before they can disrupt the business or operations of the Company or result in injury to shareholders;
 - b) Promote a climate of individual accountability among the employees, officers, directors and shareholders of the Company, the Manager and Manager Employees (collectively, the “Concerned Persons”) who perform various functions for the Company with respect to the Company’s accounting, financial reporting, internal accounting controls and auditing matters; and
 - c) Ensure that Concerned Persons feel secure in making, and have open and effective channels through which to make, reports to the Audit Committee concerning any questionable accounting matters, auditing matters or related legal or regulatory matters.

Nothing in these Whistleblower Procedures or in any agreement between any employee and the Company or its Manager shall in any way (i) restrict or prohibit any employee from lawfully making reports to, or communicating with, any government agency or law enforcement entity regarding possible violations of federal law or regulation in accordance with the provisions and rules promulgated under Section 21F of the Securities and Exchange Act of 1934 or Section 806 of the Sarbanes-Oxley Act of 2002, or of any other express whistleblower protection provisions of state or federal law or regulation, or (ii) require notification or prior approval by the Company or its Manager of any reporting described in clause (i) hereof.

3. The Audit Committee shall receive, retain, investigate and act on reports, complaints and concerns of Concerned Persons (“Reports”) in accordance with these Whistleblower Procedures regarding:
 - a) questionable accounting, internal accounting controls and auditing matters (an “Accounting Allegation”);
 - i. The phrase questionable accounting, internal accounting controls and auditing matters includes, but is not necessarily limited to, suspected or known acts of:
 - a. fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
 - b. fraud or deliberate error in the recording and maintenance of financial records of the Company;
 - c. deficiencies in, noncompliance with or the circumvention or attempted circumvention of the Company’s internal accounting controls;
 - d. misrepresentation or false statement to or by a senior officer or accountant of the Company regarding any matters contained in the financial records or any financial reports or audit reports of the Company;
 - e. misappropriation of Company funds; or
 - f. deviation from full and fair reporting of the Company's results of operations, cash flows and financial condition.
 - b) retaliation against employees who make Accounting Allegations (a “Retaliatory Act”).
4. In the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to the Chair of the Audit Committee or to a subcommittee of the Audit Committee.

B. Confidentiality of Concerned Persons Making Reports

1. Reports may be made anonymously (outside of the United States, only to the extent permitted by local law), however, if Concerned Persons provide their contact information, it may facilitate investigation and follow-up.
2. If the identity of any Concerned Persons making a Report (“Reporting Person”) is known, unless such Reporting Person has authorized the Company to disclose his or her identity, the Company will exercise reasonable care to keep the identity of such person confidential unless: (i) such confidentiality is incompatible with a fair investigation of the complaint; (ii) there is an overriding reason for identifying or otherwise disclosing the identity of such person; or (iii) such disclosure is required by applicable law or regulation.
3. Furthermore, the identity of any such Reporting Person may be disclosed if it is reasonably determined that such person made a complaint maliciously or recklessly, or if disciplinary proceedings are invoked against such person in connection with the malicious or reckless complaint. In all cases, the Audit Committee, the General Counsel, the Director of Internal

Audit, and the Chief Financial Officer will have access to all information contained in the complaint, unless otherwise determined by the Chair of the Audit Committee.

C. Procedures for Receiving Reports

1. Any Report that is made directly to management, whether openly, confidentially or anonymously, shall be promptly reviewed by a team composed of the General Counsel of Gannett (the "General Counsel"), the Company's wholly owned subsidiary, and at least one member of the Company's Disclosure Committee (the "Review Team"). Reports that are not related to Accounting Allegations will be sent to the Legal Department or Human Resources Department, as appropriate.
2. Unless the investigation shall be conducted by the Audit Committee, as described below, the Review Team shall designate persons to conduct a reasonable investigation of all Accounting Allegations and Retaliatory Acts that are reported with sufficient information (the "Investigation Team").
3. Unless clearly erroneous, the Review Team shall promptly send the following types of Accounting Allegations or Retaliatory Acts (the "Critical Allegations") to the Chair of the Audit Committee:
 - a) Any allegation of intentional violation of the federal securities laws or regulations or allegation of other fraud associated with accounting, auditing or internal controls;
 - b) Any allegation of a significant deficiency or material weakness (as defined by the Public Company Accounting Oversight Board) in the design or operation of the Company's internal controls;
 - c) Any allegation raising material issues with respect to the accuracy or completeness of the Company's financial statements or records;
 - d) Any allegation of misconduct involving an executive officer of the Company or an employee who has a significant role in internal control over financial reporting; and
 - e) Any other compliance allegation that, in the judgment of the Review Team, poses substantial financial or reputational risk to the Company.

The Chair of the Audit Committee or the Audit Committee may determine that the Audit Committee should investigate any Critical Allegation, and will provide notice to the Review Team if such determination is made, if necessary.

4. Any Report that is made directly to the Audit Committee, the Chair of the Audit Committee or the Board directly shall be forwarded by the Chair of the Audit Committee to the Review Team, unless the Chair of the Audit Committee or the Audit Committee determines that the Audit Committee will conduct the investigation. The Review Team may direct any such Reports that are not Accounting Allegations to the Legal Department or Human Resources Department, as appropriate.
5. If the Review Team conducts an investigation, the Review Team may retain employees, third-party consultants or advisors, as appropriate, to conduct or support the investigation. The Investigation Team shall periodically report to the Review Team regarding the status of any

investigation. The Company shall provide the Investigation Team with funding adequate to take all steps reasonably necessary for the investigation.

6. If the Audit Committee determines to conduct an investigation, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage the Review Team, outside third-party consultants or advisors, as appropriate to assist in the investigation and in the analysis of results. Any Investigation Team engaged by the Review Team pursuant to this subsection shall periodically report to the Review Team regarding the status of any investigation, and the Review Team shall report the results of the investigation as promptly as practicable to the Audit Committee. The Company shall provide the Review Team or the Investigation Team with funding adequate to take all steps reasonably necessary for the investigation.
7. At each regularly scheduled Audit Committee meeting, the General Counsel and/or Director of Internal Audit, or his or her respective designee, shall report on all Accounting Allegations and Retaliatory Acts received since the previous meeting and describe the status of any investigations undertaken. Such reports shall include the date, a description of the Accounting Allegation or Retaliatory Acts, the steps taken in the investigation and its status, and, if available, management's response. Regular reports shall continue at each subsequent Audit Committee meeting until the final resolution of a matter.

D. Considerations Relative to Whether the Audit Committee or Management Should Investigate a Report

In determining whether the Audit Committee should investigate a Report or a Critical Allegation, the Audit Committee shall consider, among any other factors that are appropriate under the circumstances, the following:

1. Who is the alleged wrongdoer? If an executive officer, senior financial officer, such as a chief financial officer or chief accounting officer, or other high management official is alleged to have engaged in wrongdoing, that factor alone may weigh in favor of the Audit Committee conducting the investigation.
2. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company, that factor alone may weigh in favor of the Audit Committee conducting the investigation.
3. Would there be significant reputational risk? The more likely it is that there could be reputational risk based on the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing reputational risk, the Audit Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by analysts.
4. Will delegation to management reveal the identity of the person who made the Report? If the person who made the Report requested that his or her identity be kept confidential, the Audit Committee must consider whether passing on the Report to management would enable management to identify the person who made the Report.

E. Protection of Whistleblowers

Consistent with the policies of the Company, the Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who, in good faith, makes an Accounting Allegation, reports a Retaliatory Act or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Report. The Audit Committee shall not, unless compelled by judicial or other legal process, reveal the identity of any person who makes an Accounting Allegation or reports a Retaliatory Act and who asks that his or her identity as the person who made such Report remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a Report anonymously.

F. Records

Subject to compliance with applicable data protection laws, the Audit Committee shall retain all records relating to any Accounting Allegation or report of a Retaliatory Act and to the investigation of any such Report in accordance with applicable document retention laws.

G. Procedures for Making Complaints

In addition to any other avenue available to a Concerned Person, any Reporting Person may report openly, confidentially or anonymously any Accounting Allegation or report of a Retaliatory Act orally or in writing to management by contacting Polly Grunfeld Sack, General Counsel, at 175 Sully's Trail, 3rd Floor, Pittsford, New York 14534 or by calling the Ethics Hotline at 1-866-553-4734 at any time. Reports may also be made on an anonymous basis via e-mail (GHS@openboard.info) or through the website established for this purpose (<http://www.openboard.info/GHS/>). The toll-free line, e-mail account and website are managed by an outside, independent service provider and allows anyone to make a Report without divulging his or her name. The hotline service provider is required to share the information provided in the Report to management or, if requested by the individual making the Report, the Audit Committee as promptly as practicable.

In addition to the procedures outlined above, Manager Employees may report openly, confidentially or anonymously any Accounting Allegation or report of a Retaliatory Act in writing to Michael Cohn, Chief Compliance Officer, or David Brooks, General Counsel, Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, New York, 10105.