

**The Publicis way to do business**



PUBLICIS GROUPE

## **Anti-Bribery & Anti-Corruption**

### **Why?**

All our employees must behave with highest level of ethics and must be respectful of the interests of our clients, our company and our reputation.

### **For whom?**

All employees and those working on behalf of the Groupe, its Solution Hubs or Business Units, including third party representatives.

### **What?**

Publicis Groupe has **zero tolerance** for all forms of Bribery and Corruption.

- **Bribery** is offering, promising, giving, accepting or soliciting something of value (financial or otherwise) to induce an illegal action or breach of trust or to improperly influence an act or decision.
- **Corruption** is the abuse of power for private gain.

### **1) Bribery and corruption strictly prohibited**

The Groupe, its Solution Hubs and all employees must not engage in any form of Bribery or Corruption or request any third party to do so on their behalf. The payment or receipt of Bribes or committing an act of Corruption by any employee, or encouraging, asking or arranging for anyone else to pay or receive Bribes or to commit an act of Corruption on behalf of the Groupe, or any Solution Hub or Business Unit is strictly prohibited.

**Any employee who violates this policy will be subject to disciplinary action, which may result in serious sanction, including dismissal.**

### **2) Significant areas of risk**

Certain aspects of our business may be more likely to encounter risks related to Bribery and Corruption. The following areas are potential areas of risk requiring a heightened degree of care:

- Conducting business in countries at high-risk for Bribery and Corruption.
- Providing hospitality and gifts to clients and suppliers.
- Engaging with foreign governments, foreign public officials, political parties or anyone formerly affiliated with any government or political party.
- Using third party agents as our representatives.

### **3) Hospitality and gifts**

Our relationships with existing and potential clients, suppliers and other business partners must be based on sound business principles and fair dealing. While hospitality and gifts are often part of appropriate and normal

business dealings, hospitality and gifts can create a real or perceived conflict of interest or run afoul of anti-corruption laws.

Hospitality or gifts may not be provided to any public official without the prior approval of the applicable Business Unit CEO or CFO.

**a) Bidding, Pitching or Negotiating**

Under no circumstances are employees or third party representatives permitted to offer or provide entertainment or gifts during the course of negotiating, bidding or pitching for work, to any recipient who may have any influence over the negotiations for, or award of, work.

**b) Entertainment**

Entertainment, if any, must be reasonable, viewed as appropriate both in and outside of our company, and consistent with normal business practices. The following rules must be respected:

- No inappropriately lavish, costly or adult entertainment permitted;
- The entertainment is paid for directly by the Solution Hub,
- No cash allowance is provided;
- A Groupe, Solution Hub or Business Unit representative is present;

The total cost of any entertainment provided to, or received by, any individual must not exceed 500 euros on any single occasion or 3,000 euros in any one year, without prior written consent of the applicable Business Unit CEO or CFO.

**c) Gifts**

Gifts also must be reasonable, viewed as appropriate both in and outside of our company, and consistent with normal business practices. Gifts may only be provided to, or received from, third parties so long as:

- No inappropriately lavish or costly gifts; gift must be of nominal value;
- No cash gifts or cash equivalents permitted;
- Gifts are given only to individuals engaging with the Groupe, Solution Hubs or Business Units in the normal course of business

The total cost of gifts given to, or received by, any one person in any year must not exceed 500 euros without the prior written consent of the applicable Business Unit CEO or CFO.

**4) Facilitation payments are prohibited**

In certain countries it may be customary to make small payments to local officials to obtain the performance of “non-discretionary or clerical routine government actions” such as obtaining visas or securing customs clearance. Such payments (known as “facilitation payments”) are prohibited.

**5) Trading in Influence is prohibited**

Trading in Influence is the improper use of influence with government or other authorities to secure favors or preferential treatment in exchange for payment or another benefit. The Groupe forbids its employees from engaging in any form of Trading in Influence.

## **6) Use of third party representatives**

Solutions Hubs may deal with third parties (such as agents, consultants, intermediaries, suppliers...) who may act on their behalf or otherwise be perceived as being connected with the Solutions Hubs. Employees must not ask third parties to do anything that is prohibited by Janus and third parties who misrepresent any part of our business will no longer work with the Groupe.

### **a) Due diligence to be undertaken**

Before entering into any business arrangement with a third party who will be acting on behalf of or representing the Groupe, any Solution Hub, or Business Unit, sufficient enquiries must be made so as to assess the third party's background, capabilities and reputation. In particular, consideration must be given as to whether there is any suggestion or risk that the third party in question might be particularly susceptible to engaging in Bribery or Corruption.

If there is a risk or a sign that a third party may be engaged in Bribery or Corruption, then third party should not be engaged or hired.

Even after a third party is engaged, the employees overseeing the third party engagement should assess the third party periodically to ensure the third party is not engaging in Bribery or Corruption.

### **b) Compliance undertaking**

All third party representatives must undertake in writing to comply with this policy and all applicable anti-corruption laws before they are engaged to provide services.

### **c) Payments to third parties to be strictly in line with rendered services**

Payments to third party providers must be commercially reasonable, commensurate with the goods or services provided.

Payments must be made directly to the third party providing goods or services and remitted to a bank account located in the same country in which that third party is established. Payment in cash is not permitted.

### **d) Concerns about third parties must be reported**

If employees are aware (or have reason to suspect) that any third party acting on the behalf of the Groupe or a Solution Hub has committed any violation of this policy, then it must immediately be reported as provided in this policy. Failure to do so may result in exposure to personal criminal liability.

## **7) Charitable and political donations**

Donations to political parties on the behalf of the Groupe, Solution Hubs, or Business Units are prohibited.

## **8) Financial reporting**

All transactions must be recorded in a timely and accurate manner including in terms of the accounting period and accounting classification.

## **9) Compliance**

The Groupe Secretary General is responsible for reporting on compliance with this policy to the Groupe Audit Committee. See Fraud & Fraud in the Context of Financial Reporting, section of Janus on good faith reporting (direct, indirect or anonymous) with no adverse consequences.

**Who is in charge?**

Solution Hub CEOs and CFOs and Business Unit CEOs and CFOs are responsible for compliance with this policy. The Groupe Secretary General will monitor the effectiveness and review the implementation of this policy regularly, considering its suitability, adequacy, and effectiveness.