06. Anti-Bribery & Anti-Corruption

▶ AT A GLANCE

- **Bribery and corruption are strictly prohibited.**
- **Employees violating this principle will be subject to disciplinary action, up to and including termination of employment.**

FOR WHOM?

All employees and those working on behalf of the Groupe, its Countries 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 abuse of power for private gain.
- **Trading in influence** is the improper use of influence by a private or public person to secure favors or preferential treatment in exchange, directly or indirectly, for payment or other benefit from a government or other authorities.

HOW?



1. Bribery and Corruption Are Strictly Prohibited

- The Groupe, its Countries and employees must not engage in any form of Bribery or Corruption or request any third party to do so on their behalf.
- No employee may pay or receive Bribes or commit an act of Corruption, or encourage, ask or arrange for anyone to pay or receive Bribes or commit an act of Corruption on behalf of the Groupe, or any Country or Business Unit.
- Any employee who violates this policy will be subject to disciplinary action, including up to possible dismissal in line with the internal rules.

2. Significant Areas of Risk

Certain aspects of the Groupe's business may be more likely to encounter risks related to bribery and corruption.

- The following areas are potential sources of risk requiring a heightened degree of care:
  - conducting business in countries at high risk of bribery and corruption;
  - hospitality, gifts and entertainment to clients and from vendors;
  - engaging with governments, public officials, political parties or anyone formerly affiliated with any government or political party;
  - using third-party agents as Groupe representatives, including business finders, pitch consultants, media brokers, and partners acting on our behalf (sometimes referred to as Affiliates);
  - participating in bids for government work, in particular when using a business finder;
  - selecting vendors;
  - conflicts of interest involving vendors or clients;
  - carrying out lobbying activities on behalf of clients.

3. Hospitality, Gifts and Entertainment

Our relationships with existing and potential clients, vendors, 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.

The following rules apply at all times:

a. **Public Officials**: No hospitality, gifts or entertainment may be provided to a public official without the prior written approval of the applicable Country CEO or CFO.

b. **Clients: Bidding, Pitching or Negotiating**:
   - Under no circumstances may employees or third-party representatives offer or provide hospitality, gifts or entertainment whilst negotiating, bidding or pitching for work to anyone who may have any influence over the negotiations for, or award of, work.

c. Vendors: Bidding, Pitching or Negotiating:

- No employee or third-party representative may accept hospitality, gifts or entertainment from a vendor who is bidding, pitching or negotiating for work from Publicis.

d. Entertainment and Hospitality Limits

- Any entertainment and hospitality must be reasonable, viewed as appropriate both in and outside the Groupe, and consistent with normal business practices.
- The following rules apply:
  - no inappropriately lavish or costly entertainment or hospitality;
  - no adult entertainment;
  - it must be paid for directly by the Country;
  - no cash allowance is provided;
  - a Groupe, Country or Business Unit representative must be present.
- The total cost of any entertainment or hospitality provided to, or received by, any individual must not exceed €500 or equivalent on any single occasion or €3,000 or equivalent in any one year, without the prior written consent of the applicable Country CEO or CFO.

e. Gift Limits

- Gifts must also be reasonable, viewed as appropriate both in and outside the Groupe, and consistent with normal business practices.
- Gifts may only be provided to, or received from, third parties as long as:
  - no inappropriately lavish or costly gifts;
  - gifts must be of nominal value;
  - no cash gifts or cash equivalents permitted;
  - gifts are only given to individuals engaging with the Groupe, Countries 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 or equivalent without the prior written consent of the applicable Country CEO or CFO.

4. Facilitation Payments are Prohibited

- In certain countries, it may be customary to make small payments to local officials in return for "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

- The Groupe forbids its employees from engaging in any form of trading in influence.

6. Engaging with Vendors, Clients, Partners, and Other Third Parties

- In the normal course of business, Business Units engage with third parties, including vendors, partners, clients, representatives, or intermediaries (e.g., agents, consultants, or brokers).
- All dealings with third parties must be for legitimate business purposes only and in compliance with this policy.
- Employees may not ask third parties to do anything that is prohibited by Janus.
- Vendors, partners, and representatives should be made aware of this policy.
- Third parties who misrepresent any part of the Groupe's business will no longer work with the Groupe.

a. Due Diligence

- Before entering into a business relationship with a vendor, client, partner, or other third party, sufficient inquiries must be made to assess the third party's background, capabilities and reputation. Consideration must be given whether there is any suggestion or risk that the third party may be particularly susceptible to engaging in bribery, corruption or money laundering.
- If there is a risk or a sign that a third party may be engaged in bribery, corruption or money laundering, then the third party should not be engaged.
- If a Business Unit is instructed by a client to engage a specified vendor, reasonable inquiries must also be undertaken to ensure the vendor is capable, reputable, and does not pose a risk of bribery, corruption or money laundering.

b. Payments to Third Parties to be Strictly in Line with Rendered Services

- Payments to third-party providers must be commercially reasonable and 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 in the same country in which that third party is established.
- Payment in cash is not permitted.
- These requirements are important to anti-fraud and anti-money laundering compliance and must be complied with.

c. Use of Third-Party Representatives

- Business Units may deal with third parties who act on their behalf, such as, business finders, consultants, brokers, agents, or partners using Groupe trademarks (affiliates). These are known as third-party representatives. Typical third-party representatives include:
  - **Business finder** is an individual, consultant or company engaged to help obtain or win new business.
  - **Consultant** (or consultancy) is an individual or company hired to share their expertise and provide guidance or advice in a particular field, industry or geography.
  - **Broker** is an agent authorized to negotiate a contract or other agreement on our behalf (e.g., media broker).
  - **Agent** is a third party authorized to act on our behalf.
  - **Affiliate** is an entity appointed by the Groupe to represent the Groupe in a designated territory or market in connection with services to Groupe clients. Affiliates typically are granted rights to use certain Groupe trademarks for the purpose of representing the Groupe. The Groupe may or may not have a minority stake in the affiliate.

d. Special Rules for Using Third-Party Representatives

- Business Units should inform their local Legal team of their intent to engage a third-party representative.
- A signed contract reviewed by Legal is required to engage a third-party representative. The contract should include a clear description of work, a reasonable fixed term, commercially reasonable fees, and a requirement to comply with applicable anti-corruption laws and this policy.
- All third-party representatives must be identified as such in the relevant ERP systems and vendor masterdata.
- Third-party representatives engaged in connection with government or public sector clients may pose a heightened risk of corruption or bribery. Country CFO approval should be secured before engaging a business finder, consultant or other third-party representative to provide services in connection with government or public sector clients.

e. Compliance Undertaking

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

7. Charitable Donations & Sponsorship

- No charitable donations or event sponsorship may be undertaken whilst bidding, pitching or negotiating for work at the request of anyone with influence over the award of the work.
- Any charitable donations and event sponsorship must be reasonable, viewed as appropriate both within and outside the Groupe, and consistent with normal business practices.
- Charitable donations and event sponsorship must never be used to improperly influence a business decision or gain an unfair advantage.
- Business Unit CFO (at least) approval must be obtained prior to making, or committing to make, any charitable donation or event sponsorship.

8. Political Party Contributions

- No political contributions may be made on behalf of the Groupe, Countries or Business Units.

9. Government Officials

- Working with government officials in any capacity often presents a higher risk of bribery or corruption due to the level of influence they may exert over funding, permitting or other government actions.
- This increased risk also applies to individuals who have recently retired from government service (e.g., within the previous three years).
- As a result, when engaging with any current or recent government official (also known as politically exposed persons or PEPs), this policy and applicable laws must be strictly followed.
- Please notify your local Legal team if you are working directly with government officials as clients or business finders.

10. Lobbying

- Lobbying is the act of attempting to influence laws, regulations or government decisions.
- In some countries, lobbying activities are subject to strict laws, regulations and disclosure requirements.
- Publicis employees must strictly comply with all laws, regulations and disclosure requirements applicable to lobbying activities.
- The offer or giving of anything of value to any person with the aim of improperly influencing a government decision is prohibited.

- Country CEOs and CFOs overseeing Business Units that engage in lobbying activities are responsible for ensuring that:
  - employees are knowledgeable about the laws, codes of conduct and standards that apply to lobbying activities in the countries in which they operate; and
  - any lobbying registration is completed in a timely manner as required by law.

11. Money Laundering is Prohibited

- Money laundering is the attempt to conceal or make appear legitimate funds obtained illegally, such as in the course of a bribery scheme or while trading in influence.
- Publicis complies with applicable anti-money laundering laws. The Groupe forbids its employees from engaging in or facilitating any form of money laundering.
- In order to avoid the risk of money laundering in third party relationships, sufficient due diligence should be performed (see 6. Engaging with Vendors, Clients, Partners, and Other Third Parties) before engaging with third parties to help ensure that business is conducted only with legitimate parties.

12. Conflicts of Interest

- Conflicts of Interest (COI) pose a heightened risk of creating situations that can run afoul of anti-corruption laws or create a perception of bribery or corrupt behavior.
- All employees must avoid Conflicts of Interest and declare any actual or potential conflict of interest promptly in accordance with Publicis' conflicts of interest policy, see Groupe policy I.07. / Conflicts of Interest.

13. Financial Reporting

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

14. Compliance

- The Groupe Secretary General is responsible for reporting on compliance with this policy to the Audit and Financial Risks Committee.

15. Reporting Violations of this Policy

- Violations of this policy may be reported in good faith via the Ethics Concerns platform operated by Whispli, by visiting *https://publicis.whispli.com/lp/ethicsconcerns* or using this QR code:
- They also may be reported to the Secretary General of Publicis Groupe by email at *anne-gabrielle.heilbronner@publicisgroupe.com* or mail to Publicis Groupe, 133, avenue des Champs-Élysées, 75008 Paris, France.
- For additional information on reporting violations of this policy, see policy I.11. / Reporting Ethics Concerns.

WHO?

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

Policy available to the public on the Groupe website.

EXHIBIT A

ANTI-BRIBERY & ANTI-CORRUPTION

This list of DOs and DON'Ts is intended to help illustrate how Publicis Groupe employees should and should not behave in order to comply with the Anti-Bribery and Anti-Corruption policy. It is not an exhaustive list of DOs and DON'Ts.

✓ DOS

- Read and understand the Anti-Bribery and Anti-Corruption policy.
- Make sure due diligence and a contract with legal review are in place before working with a business finder.
- Take extra care to understand the rules applicable to working with government clients when pitching for government work.
- Follow the Reporting Ethics Concerns policy to report any good faith Concerns regarding unethical behavior in violation of this policy.
- Represent yourself, Publicis and its clients with the highest degree of integrity and ethics.
- Ensure business partners do not engage in, or have a reputation for, bribery or corruption.
- Record your expenses accurately and timely.
- Provide and accept gifts and hospitality to/from clients only if they meet the requirements of this policy.
- Be thoughtful about how a gift or entertainment may be perceived and whether it is appropriate and reasonable for the business context before offering or accepting it.
- Get approval from the Country CEO or CFO before offering hospitality or gifts to a public official.
- Offer gifts of nominal value (e.g., box of chocolates…).
- Comply with all local laws applicable to lobbying activities.
- Monitor business partners (vendors, intermediaries, affiliates, clients…) to ensure they are not engaging in bribery or corruption.
- Contact your manager or local legal team for any questions about this policy.
- Reach out to your superior if a gift or entertainment has been solicited by a business partner.

✗ DON'TS

- Offer anything of value (financial or otherwise) to a party who has influence over the outcome of a bid, negotiation or tender.
- Make a payment in cash.
- Offer a gift to a client or vendor if its value is more than €500 unless you have approval from your Country CEO or CFO.
- Fail to complete due diligence or sign a contract with legal review before agreeing to hire a pitch consultant.
- Give gifts of cash or cash equivalents.
- Make an unofficial payment to a government authority to facilitate getting a permit or other government act accomplished.
- Ask for or receive a kickback to buy a product or media space or for any reason.
- Let personal or financial ties influence your selection of a vendor.
- Offer to hire the relative of a business partner in exchange for more favorable business terms.
- Hire someone because of their relationship with a public official or because they are a former public official.
- Do business with anyone with a reputation for bribery or corruption.
- Fail to assess the reputation and capabilities of a vendor or other business partner because they were requested by a client.
- Take advantage of your position to further your own personal interests at the expense of any Publicis agency or Publicis Groupe.
- Ask an intermediary to behave unethically in violation of this policy.
- Make donations to political parties on behalf of any Publicis agency or Publicis Groupe.