

Anti-Bribery Policy

1 Introduction

1.1 Purpose

The purpose of this policy is to ensure that Ebiquity and its employees comply with anti-bribery laws and best practice in combating corruption in all of the countries and business areas in which Ebiquity operates. This policy is part of Ebiquity's commitment to high legal and moral standards in all of its business activities.

Bribery is an offer, promise, financial or other reward to a person with public or private responsibilities as an inducement or reward for doing something (or not, as the case may be) improperly, i.e. in bad faith or in breach of trust.

1.2 Relevant laws

The principal law relating to bribery which applies to the whole Group is the Bribery Act 2010. This is a UK law but has effect throughout the Group as Ebiquity plc (the group's ultimate parent) is established and listed in the UK. In addition to the Bribery Act, each Ebiquity company is required to observe and comply with the requirements of local law relevant to it.

1.3 Implementation

The Board of Ebiquity plc has ultimate responsibility for ensuring that the business establishes systems and controls to comply with this policy.

1.4 Other policies

This policy should be read in conjunction with other Ebiquity policies, including in particular:

- the Gifts and Corporate Hospitality Policy;
- the Business Ethics Policy;
- the reporting form and procedure.

2 Scope

2.1 Group-wide

This policy applies to:

- (a) all Ebiquity operations wherever established in the world;
- (b) all subsidiaries and other consolidated entities, including consolidated joint venture (JV) entities (those in which Ebiquity has a 50 per cent or greater interest and/or management control and consistently from these entities down the subsidiary/JV ownership chain);
- (c) all Ebiquity employees and workers, including staff of any subsidiary in which Ebiquity has a controlling interest, as well as agency workers, consultants and contractors, irrespective of their location, function, grade or standing.

2.2 Employees

In summary, employees are:

- (a) prohibited from offering, promising or paying a bribe of any kind;
- (b) prohibited from accepting or soliciting a bribe of any kind (and must report any such offers);
- (c) prohibited from making facilitation payments; and
- (d) prohibited from making any transfer of anything of value to a public official (without prior written approval).

2.3 Associated parties

Regard should be had to this policy when appointing associated parties (eg contractors, consultants, referrers of business contacts). Associated parties and their employees should be made aware of this policy.

See the section in this policy below regarding associated parties.

3 Policy requirements

The policy places the following requirements on employees and on other persons or entities acting on behalf of Ebiquity. This policy sets out the minimum standards expected.

3.1 Bribes

It is prohibited to offer, promise, pay, receive or solicit a bribe or illegal inducement of any kind in any form either directly or indirectly. Examples include, but are not limited to, situations where inducements could be used:

- (a) to obtain or retain business for or on behalf of Ebiquity, or to obtain any improper advantage in furtherance of Ebiquity's business.
- (b) to obtain, retain or fulfil a legal or regulatory requirement in furtherance of Ebiquity's business; or

- (c) in relation to any commercial transaction or relationship to which Ebiquity is or may be a party.

Employees must refuse any bribe or illegal inducement of any kind, in a manner that is not open to misunderstanding. Employees must immediately report any such offers to Ebiquity's General Counsel, who will record the incident.

Furthermore, where employees believe that reasonable questions arise as to whether a user of Ebiquity services may be involved in bribery or corruption that is (or is to be) facilitated by Ebiquity's employees (including, for example, those investigating allegations of misconduct) must immediately seek the advice of Ebiquity's General Counsel.

3.2 Facilitation payments

Facilitation payments are payments made to secure or expedite the performance of routine or necessary action to which the payer is legally entitled. They are often called 'grease payments' and they are usually made to foreign public officials such as customs officers to ensure the smooth transit of goods for export. Despite this often being custom and practice in the area, unless it is contained within the local law it is likely to be unlawful under the Bribery Act. The Bribery Act applies the test of how the reasonable person would view the conduct if it took place in the UK.

Employees must not make facilitation payments. Ebiquity will not tolerate or condone such payments made by its employees or any person or entity acting on behalf of Ebiquity or its employees. Employees will not be penalised for delayed performance that can be attributed to a refusal to make a facilitation payment.

3.3 Public officials

It is prohibited to transfer anything of value to a public official (whether or not such transfer would or might be regarded as a bribe) without prior approval as required by the terms of the Gifts and Corporate Hospitality Policy.

3.4 Political donations

These are dealt with in the Business Ethics Policy.

3.5 Charitable gifts

These are dealt with in the Business Ethics Policy.

3.6 Cash gifts

Employees are prohibited from:

- (a) giving gifts of cash to or receiving gifts of cash from public officials, clients or any associated party (such as a supplier); and
- (c) giving cash gifts to more senior employees (this does not apply to gifts of cash where such gifts are made as part of normal office practice, e.g. as collections for wedding or leaving gifts).

3.7 Associated parties

If Ebiquity proposes to retain an associated party, intermediary or agent to act on its behalf to:

- (a) solicit new business; or
- (b) support efforts to retain existing business; or
- (c) supply services to fulfil a legal, regulatory or practical requirement (such as obtaining a licence to operate or a premises to operate from),

due care and skill must be exercised when selecting and dealing with such associated party.

We must undertake enhanced due diligence on any associated parties, including checks regarding the owners and directors of the third party. You should speak to Ebiquity's General Counsel for further details of the nature of such enquiries.

In addition, to comply with the Anti-Bribery Policy, the Ebiquity employee with the relationship with the associated party must make enquiries as to the associated party's understanding of bribery legislation, and obtain confirmation that they do not engage in bribery. Set out below is some suggested wording to be communicated to the associated party.

The offences in the Bribery Act should be explained to the associated party and the Ebiquity employee responsible for the due diligence must ensure that the associated party has completed Ebiquity's training and fully understands the offences.

The information described below should be obtained, and if the organisation cannot provide the assurances sought, Ebiquity's employee should refer the matter to Ebiquity's General Counsel for further advice.

A written record of any discussions with the associated party should be recorded and kept for at least the duration of the contract.

This is the suggested wording to be sent to an associated party:

"In order to enter into a contract with you we need you to confirm the following:

- (a) that you understand what bribery is;
- (b) that your organisation does not engage in bribery;

- (c) that your employees and any other person or organisation which might be engaged in securing the work to be referred to us understand what bribery is, and do not engage in bribery; and
- (d) that you can provide details of any training or policies you have in place to prevent bribery in your organisation.”

3.8 Training and awareness

Ebiquity’s General Counsel will arrange appropriate training for all staff worldwide.

Attendance at/completion of the training is compulsory. Training will be repeated at regular intervals as deemed appropriate by Ebiquity’s General Counsel.

4 Consequences of non-compliance

4.1 Group-wide

Failure to comply with this policy may lead to:

- (a) criminal, civil or regulatory liabilities or penalties for Ebiquity or employees including fines and imprisonment;
- (b) serious reputational damage including adverse regulatory and media comment;
- (c) the unenforceability of contracts entered into by Ebiquity as a result of illegality, and
- (d) Ebiquity being barred from tendering for Government contracts let through any public procurement process.

4.2 Employees

Failure to comply with this policy may lead to:

- (a) personal liability such as fines or imprisonment potentially under the laws of more than one jurisdiction; and
- (b) disciplinary action, up to and including dismissal.

4.3 Penalties

The penalties under the Bribery Act can include unlimited corporate fines, and for individuals unlimited fines plus up to 10 years’ imprisonment.

Penalties from more than one jurisdiction may also apply in a single case of bribery or corruption.

5 Compliance monitoring, reporting and record-keeping

5.1 Compliance monitoring

Ebiquity must establish procedures to monitor the implementation of, and ongoing compliance with, this policy.

5.2 Reporting suspicion

In addition to the requirements of this policy, employees must report suspicions of bribery or corruption to Ebiquity's General Counsel using the reporting procedure.

Where a question arises as to whether a particular transaction or act may be regarded as corrupt or as a bribe, those involved must seek prior advice from Ebiquity's General Counsel.

5.3 Reporting breaches

Employees must report to Ebiquity's General Counsel instances of breaches or suspected breaches of this policy immediately via the mechanisms set out in the reporting procedure.

Any remedial action must be agreed, documented and tracked by Ebiquity's General Counsel. When in doubt, employees should interpret these rules widely and act with caution.

Line managers should ensure that employees are encouraged to report their concerns in good faith without fear of recrimination. Employees will not be penalised for delayed performance that can be attributed to a refusal to commit bribery or corruption.

5.4 Record keeping

Ebiquity's General Counsel must maintain a register of all reports to include a record of the investigations and the outcome of those investigations.

All records relating to monitoring of compliance and the register of incidents must be retained for at least five years.

6 Accountability and compliance

Remember that your report will be treated in good faith without fear of recrimination.

All matters surrounding inappropriate conduct or malpractice will be thoroughly investigated and dealt with in line with our disciplinary and/or reporting procedures. This may lead to disciplinary action being taken, up to and including dismissal.

7 Monitoring and review

This policy will be reviewed at least annually by Ebiquity's General Counsel.

Bribery and corruption glossary

The following definitions are intended to assist understanding of the policy and are not intended to restrict or limit the application of the policy.

- 'cash' means any payment, or quasi-cash instrument, e.g. store vouchers, cheque made to cash or bearer, loans, gold or other precious metals or other easily liquidated asset, etc.
- 'employee' means all Ebiquity employees and workers, including staff of any subsidiary in which Ebiquity has a controlling interest, as well as agency workers, consultants and contractors, irrespective of their location, function, grade or standing.
- 'monitor' or 'monitoring' means a variety of processes deployed in Ebiquity to ensure compliance with the Anti-Bribery Policy. They may include processes such as attestation, reporting and records of attempted bribes, whistle-blowing procedures for reporting corrupt activity, conformance reviews within Ebiquity, audits by the compliance team, regular reviews and delivery of training to relevant staff, regular reviews of compliance of policies with laws, regulation and best practice, gifts and corporate hospitality approvals and reviews procedures and protocols, etc.
- 'Ebiquity' means Ebiquity plc and its subsidiaries, whether or not wholly owned and unconsolidated joint ventures, where Ebiquity directly or indirectly has management control.
- 'policy' means this document known as Ebiquity's Anti-Bribery Policy.
- 'political donation' means a contribution, financial or in kind, to support a political cause and includes gifts or loans of property, provision of services or donations.
- 'transfer' means any offer, promise, gift or payment of anything of value or any authorisation or ratification of the foregoing.