

## Gifts and Corporate Hospitality Policy

### 1 Introduction

#### 1.1 Purpose

The purpose of this policy is to ensure that Ebiquity and its employees comply with the Anti-Bribery Policy, 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.

One way in which bribes could be paid or received is via gifts or corporate hospitality. This policy outlines the procedures for the authorisation of all gifts and corporate hospitality provided or received.

#### 1.2 Other policies

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

- the Anti-Bribery Policy;
- the reporting procedure and form;
- the Business Ethics Policy;

### 2 Scope

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.

### 3 Bribes

Bribes do not have to be received by the person with the decision making power. The bribe could take the form of a gift or entertainment provided to the decision maker's spouse or other members of their family.

Corporate hospitality is an accepted part of conducting business and as long as it is reasonable and proportionate, it is not likely to be in breach of the Bribery Act 2010. However corporate hospitality which is seen as lavish or hospitality provided to someone other than Ebiquity's client/customer, e.g. a member of their family, could be in breach of the Act.

No gifts or corporate hospitality must be offered or given with the intention to influence another person to perform their function improperly.

### 4 Providing or receiving gifts and corporate hospitality

It is accepted that hospitality and corporate gifts are part of day-to-day business in the commercial arena. Giving or receiving hospitality or promotional expenditure is acceptable if it is: (a) incidental to business related events; (b) given and received in good faith; (c) permitted under local laws and customs; and (d) given and received in accordance with this Policy. However, lavish corporate hospitality can also be used as a screen for bribery.

It is the responsibility of each employee to understand when prior approval is required for the giving or acceptance of any gift or corporate hospitality and, where prior approval is required, to seek and gain that approval. The requirements are as follows:

- (a) for expenditure on gifts and corporate hospitality, or accepting gifts or corporate hospitality, up to £65 in value (or equivalent in local currency using the spot rate of exchange on the date of the expenditure), there is no requirement to seek prior approval;
- (b) for expenditure on gifts and corporate hospitality, or accepting gifts or corporate hospitality, exceeding £65 in value and not more than £120 in value (or equivalent in local currency using the spot rate of exchange on the date of the expenditure), prior approval must be obtained from the relevant Territory/Business Unit Head in accordance with the Authority Matrix; and
- (c) for expenditure on gifts and corporate hospitality, or accepting gifts or corporate hospitality, exceeding £120 in value (or equivalent in local currency using the spot rate of exchange on the date of the expenditure), prior approval must be obtained from your Territory/Business Unit Head and from Ebiquity's General Counsel in accordance with the Authority Matrix.

It is understood that it will not always be easy to assess the value of a gift or corporate hospitality which is received. In these situations the recipient should describe the gift or hospitality and make an educated estimate of its likely value ie how much it cost to purchase.

If you are providing the hospitality, you only need to assess the value of the hospitality you are providing eg if you take a client to lunch and the total bill is £140, the value of the hospitality you have provided is £70.

It is the responsibility of each Territory/Business Unit Head to maintain a local gifts and corporate hospitality register and to ensure that all expenditure on, and acceptance of, gifts and corporate hospitality for which approval is required (ie as described in paragraphs (b) and (c) above) is recorded on the register.

Each Territory/Business Unit Head must deliver to Ebiquity's General Counsel each quarter an up to date copy of the local gifts and corporate hospitality register, at the same time as delivering to Finance the quarterly reforecast of the annual budget for that Territory/Business Unit.

The maximum expenditure by any individual Territory/Business Unit on business development for any individual client (whether a company or an individual) must not exceed £500 in a financial year without the prior approval of Ebiquity's General Counsel.

It is important that the total monetary value of gifts and/or hospitality received by the entire Ebiquity group from any particular third party is reasonable. Ebiquity's General Counsel may from time to time issue notices requiring that further gifts or hospitality may not be accepted from any named third party (and therefore must be declined) until further notice.

It is recognised that there may be occasions when the value of the hospitality you receive is much greater than you had thought would be the case in advance of receiving it eg you sought prior clearance from your Territory/Business Unit Head but in the event you received hospitality greater than £120. Whilst you should always try to accurately anticipate the value of any hospitality, it is accepted that sometimes an estimate will not be accurate. If this happens you should seek retrospective consent and ensure that the revised estimate of the value of the hospitality is recorded.

## 5 Suspicions of bribery

If you are asked to pay a bribe, or suspect that a gift or hospitality is intended to be a bribe, you should refer to the reporting procedure and report to Ebiquity's General Counsel.