

## **STANDARD POLICY & PROCEDURE SP&P 309 – Anti-Corruption**

### **1. Our Commitment (Policy Summary)**

The Interpublic Group of Companies, Inc. (“IPG”) is committed to ethical business practices and has a zero tolerance policy with respect to bribery and corruption in any form. IPG’s Code of Conduct requires compliance with all applicable anti-corruption laws worldwide and prohibits all forms of bribery. This Anti-Corruption Policy (the “Policy”) sets forth the Company’s policy and procedures regarding anti-corruption compliance and provides important guidance to ensure compliance with anti-corruption laws.

### **2. Scope**

This Policy applies to all domestic and international offices of IPG and its subsidiaries (collectively referred to herein as the “Company”) and all of the Company’s directors, officers and employees.

The Company will also make good faith efforts to exercise such voting power as may be available to cause any entity in which the Company owns 50% or less of the voting power (and to require the Company’s affiliates and joint venture partners) to implement similar policies and procedures.

This Policy must be read in conjunction with other applicable Company policies and procedures, and in several cases cross-references other related Company Standard Policies & Procedures.

To the extent any provision contained in this policy is inconsistent with applicable law, the Company will apply the policy pursuant to such legal requirements. In addition, IPG agencies and subsidiaries may maintain their own, more strict policies and procedures to reflect local law and regulations.

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### 3. Applicable Laws

The United States Foreign Corrupt Practices Act (“FCPA”) is a criminal statute that prohibits bribery of non-U.S. government officials. Since IPG is a U.S. company, all of us, wherever located, are required to comply with the FCPA. You are also required to comply with all other anti-corruption laws that apply where you work or do business. Many anti-corruption laws, such as the FCPA and the UK Bribery Act, apply even when you are conducting business outside your own country.

Violations of anti-corruption laws may be punishable by substantial fines, potential imprisonment, and other penalties. Strict compliance with all anti-corruption laws is absolutely essential in all Company activities.

This Policy is intended to ensure that you comply with these laws.

### 4. Anti-Corruption Policy

In connection with the Company’s business, you may not (and you may not assist or allow anyone else to):

- give (or attempt to give) a bribe;
- authorize or allow a third party (such as a consultant or supplier) to give or attempt to give a bribe on your behalf; or
- give or offer to give a bribe on behalf of a client or any other party.

We must be especially careful to not give or attempt to give bribes to Government Officials (defined below).

In addition, you may not receive (or ask for) a bribe from a vendor, supplier or any other party. *See also SP&P 118 (Gifts) and SP&P 557 (Related Parties and Conflict of Interest).*

#### 4.1 What is a “bribe”?

For purposes of this Policy, a “bribe” occurs if a person gives or offers “anything of value” to another person for the purpose of seeking or obtaining an improper advantage, or to cause such other person to improperly carry out his or her duties or to improperly influence a decision.

The key question is: what is your intent? If you give a modest gift to a client in order to build a good relationship with him or her (and such gift is made in accordance with this Policy) that is probably OK. But if the purpose of a gift is to cause a client to do something that he or she would not have otherwise done, that is likely to be a bribe.

## 4.2 What is “anything of value”?

“Anything of value” means literally anything that has value to the recipient. This may include cash, gifts, travel, meals, entertainment, or even doing favors. It may also include providing any of these things to a person’s family member.

## 4.3 Who is a “Government Official”?

For purposes of this Policy, “Government Official” means:

- any officer or employee of a government (national, regional, or local) or a department, agency, or instrumentality thereof;
- any officer or employee of a commercial business in which a government has substantial direct or indirect ownership and control (for example, a state-owned television network, energy company, or bank);
- anyone acting in an official capacity for or on behalf of a government or government-owned entity;
- any officer or employee of a public international organization; and
- any political party or official thereof, elected or appointed official, candidate for political office, or member of a royal family.

## 4.4 When does bribery risk occur?

In our business, the risk of bribery may take place in the following contexts:

- When we are attempting to win or retain business, especially from government clients;
- When we are dealing with regulations and other interactions with government, such as obtaining permits or licenses, or dealing with tax authorities, the police, or the judicial system; and
- When we are interacting with state-owned media.
- When we are engaging in lobbying activities on behalf of clients.

In each of these contexts, we must remember to comply with anti-corruption laws.

Set forth below are specific procedures that will help you comply with these laws.

## 5. Third-Party Relationships (Suppliers)

You may not attempt to use a third party (such as a finder, consultant, supplier or vendor) to give or offer a bribe on our behalf. You can be liable under anti-corruption laws if you knew – or should have known – that a third party would engage in bribery.

Therefore, appropriate due diligence and appropriate written contracts are required before we enter into relationships with third parties who are likely to interact with Government Officials on our behalf. Please refer to SP&P 310 (Third Party Intermediaries) and SP&P 380 (Global Sourcing & Procurement Policy).

## 6. Third-Party Relationships (Clients)

You may not give or offer a bribe on behalf of clients or any other third party.

It is against this Policy to make payments on behalf of clients that fall outside of the normal contractually agreed services, or to pay vendors on behalf of clients where we are not managing or supervising the vendor’s work. No such payments shall be made in cash, to numbered accounts, to third-country accounts (an account that is domiciled outside of the country of the beneficiary or where the transaction takes place), or with checks written to “cash” or “bearer”.

## 7. Gifts

Giving gifts can be a useful way to build goodwill with a client or other parties. However, the purpose of giving (or receiving) gifts may never be to cause an individual to improperly perform his or her duties or to improperly influence any individual.

NOTE: This Policy also applies to gifts which are provided on behalf of a client. Such “pass through” gifts will be treated as if paid for by the Company.

For purposes of this Policy a “gift” includes tickets to an event (such as an awards show, a concert, or a sporting event) if no Company employees are attending the event. “Gifts” also includes the provision of travel-related expenses if such travel is not directly related to a business purpose.

## 7.1 Giving and Receiving Gifts Generally

Please refer to *SP&P 118 (Gifts)*, with respect to:

- Giving gifts to persons who are NOT Government Officials.
- Receiving gifts from any outside party.

## 7.2 Giving Gifts to Government Officials

*In addition to* the requirements set forth in SP&P 118, the following requirements apply when giving gifts to Government Officials:

- A gift cannot be made unless it is permitted under all applicable laws and regulations. Some countries do not allow Government Officials to accept ANY gifts.
- Cash and cash equivalents (such as gift cards, checks, or money orders) may *never* be provided as gifts to Government Officials.
- Gifts may not be made to a Government Official at the time that the Company is anticipating a decision from such Government Official relating to the Company's business.
- Gifts to Government Officials must be of a *nominal* value. Any gift to a Government Official whose value exceeds \$40 (or the local currency equivalent) (or multiple gifts whose aggregate value exceeds such amount in any calendar year) must be approved by the Legal Department.

To request approval, please complete and submit the Gifts, Travel, Meals & Entertainment Request Form at

<http://inside.interpublic.missionandvalues/standardpolicies/approvalofgifts>

NOTE: Gifts given to family members of Government Officials are considered gifts to such Government Officials.

## 8. Travel, Meals, and Entertainment

This Policy applies to:

- Travel-related expenses (such as airfare, car service, hotel, meals) provided to other parties in connection with Company business; and

- Meals or entertainment provided to other parties (not related to travel) in connection with Company business, if Company personnel are in attendance.

The purpose of these expenses may never be to cause an individual to improperly perform his or her duties or to improperly influence any individual.

NOTE: Travel, meal, and entertainment expenses incurred at the request or direction of a Company client or paid for by a Company client (“pass through” expenses) are covered by this Policy and treated as if paid for by the Company.

## 8.1 Providing Travel, Meals, and Entertainment Generally

Please refer to SP&P 113 and SP&P 117 with respect to travel, meals and entertainment expenses, generally.

## 8.2 Paying Travel, Meal, and Entertainment Expenses on Behalf of Government Officials

*In addition to* the requirements set forth in SP&P 113 and SP&P 117, the following requirements apply when incurring travel, meal, and entertainment expenses on behalf of Government Officials:

- Always consider and comply with local law when incurring such expenses on behalf of Government Officials.
- Travel, meals, or entertainment provided to Government Officials must relate to the promotion, demonstration, or explanation of the Company’s or a client’s products or services or the execution or performance of a contract with a government or agency thereof.
- The Company will not pay for non-business-related stopovers, side trips or any vacation-related travel expenses for Government Officials.
- The Company will not pay for travel-related expenses on behalf of family members or personal guests of Government Officials.
- Travel, meals, and entertainment provided must be reasonable, not lavish or extravagant.
- Prior approval from the Legal Department is required for any of the following expenses paid on behalf of a Government Official:

<b>Travel-related expense</b>	<b>Value</b>	<b>Approval Required</b>
Payment / reimbursement directly to a Government Official	\$400 or more (per traveler, per trip)	IPG Legal
Payment to a travel provider (airline, hotel, travel agency)	\$1,500 or more (per traveler, per trip)	IPG Legal
Any international travel	Any	IPG Legal

- Meals and entertainment (not related to travel) which are provided to a Government Official and which are expected to exceed \$100 (per person, per event), require prior approval from IPG Legal. For purposes of the foregoing, “entertainment” means an event (such as an awards show, concert or sporting event) that Company employee(s) attend with a Government Official. If no Company employees attend an entertainment event, it is considered a “gift” and is subject to the terms of Section 7, above.
- Cash allowances or “per diems” may not be paid to Government Officials unless such payments are for the purpose of covering reasonable and bona fide travel expenses directly related to either (1) the promotion, demonstration or explanation of the Company’s or a client’s products or services or (2) as required to perform a contract between the Company and a government entity. Cash allowances of more than \$75 per day are not permitted except upon prior approval of IPG Legal.

To request approval, please complete and submit the Gifts, Travel, Meals & Entertainment Request Form Request Form:

<http://inside.interpublic.missionandvalues/standardpolicies/approvalofgifts>

## 9. Charitable Contributions

Charitable contributions, including sponsorships, may not be used as a means to improperly influence any person. For example, if a Government Official insists that you make a donation to a specific charity before you can obtain a permit, this could

be viewed as a request for a bribe. For details concerning our policies and procedures regarding charitable contributions, please refer to *SP&P 311 (Charitable Contributions)*.

## 10. Political Contributions

### 10.1 Political Contributions by or on Behalf of the Company

Due to the inherently sensitive nature of political contributions, you may not pay or furnish Company funds, facilities, or services of any kind to any candidate for public office, any political party or official thereof, any political action committee or any political initiative, referendum, or other form of political campaign without prior approval from the Company’s General Counsel and Chief Risk Officer.

The foregoing restriction does not apply to political marketing and communications services or ordinary lobbying activities conducted by an agency whose regular business activities consist of such services or activities. See also *SP&P 503 (Political Marketing Communications and Services)*.

### 10.2 Political Contributions by and on Behalf of Personnel

Nothing in this Policy shall preclude political contributions by employees from their personal funds and for personal reasons, but you may not use personal funds to make such contributions on behalf of, or for the benefit of, the Company.

## 11. Mergers, Acquisitions, and Investments

Before entering into any merger, acquisition, or other strategic investment, the Company’s legal counsel will oversee an appropriate anti-corruption due diligence inquiry. In addition, the counterparties to such transactions will be required to agree to appropriate representations, warranties and covenants relating to anti-corruption, as advised by the Company’s legal counsel.

## 12. Hiring Decisions

You may not hire, as an employee, freelancer or intern, any Government Official or family member of a Government Official, if the purpose of such employment is to seek an improper advantage for the Company, or to cause such Government Official or another person to improperly carry out his or her duties or to improperly influence a decision of any Government Official.

## 13. Facilitating Payments

“Facilitating payments” are small payments made to a Government Official to expedite or secure the performance of a routine governmental action. Although such payments may be common or customary in some countries, they are prohibited under the UK Bribery Act and most local laws, and are prohibited under this Policy.

For clarification, it is permissible to make payments to a government agency under an official program to expedite government functions (for example, an expedited visa application process) - but expediting payments may not be made to a Government Official personally.

For further clarification, please contact the Legal Department at [LegalCompliance@interpublic.com](mailto:LegalCompliance@interpublic.com).

## 14. Extortion

Notwithstanding the foregoing, if there is an imminent threat to your own or others’ life, health or liberty, making a payment to a Government Official or any other person would not be a violation of this Policy. However any such payment should be promptly reported to the Legal Department [LegalCompliance@interpublic.com](mailto:LegalCompliance@interpublic.com) or Chief Risk Officer. [ChiefRiskOfficer@interpublic.com](mailto:ChiefRiskOfficer@interpublic.com).

## 15. Accurate Books and Records

The Company is required to maintain complete and accurate books and records for all payments made or received by the Company. False or misleading entries in the Company's books and records are strictly prohibited. There is no exception for *de minimis* payments. As such, Company employees must completely and accurately describe and document payments in the Company's books and records.

The Company will only reimburse expenditures for goods, services, or other expenses that are fully and properly supported by invoices, receipts, or other backup documentation.

## 16. Seeking Guidance

Determining when a payment, gift, or business promotion is permissible under this Policy can involve difficult legal questions that depend on the facts of a particular case. The Company does not expect you to make these decisions on your own. The Policy is designed to provide guidance, but it cannot anticipate all situations that may arise in the course of the Company's business. If you are unsure whether certain conduct may violate the Policy, seek guidance from the Company's Legal Department at [LegalCompliance@interpublic.com](mailto:LegalCompliance@interpublic.com) before taking any further action.

## 17. Reporting Violations and Investigation

You must promptly report any violation or suspected violation of this Policy to the Chief Risk Officer or the General Counsel. To anonymously report a violation, dial the Interpublic Alertline, 24 hours a day, 365 days a year (dial 1-800-828-0896), or contact <https://iwf.tnwgrc.com/interpublicgroup>. See also *SP&P 556 (Alertline)*.

It is the Company's policy to investigate all reported violations. You are required to cooperate in any investigation conducted under this Policy.

The Company will not tolerate any form of retaliation against anyone reporting a potential violation who has reasonable grounds for suspicion or concern.

## 18. Compliance

Failure to comply with this Policy can have serious consequences, including disciplinary action, up to and including termination. The extent of any disciplinary measures will depend on the circumstances of the violation.

It is also important to note that applicable regulatory authorities may impose fines and criminal or civil penalties on the Company and at-fault individuals, including imprisonment.

## 19. Training

The Company may require that certain Personnel receive additional, specialized training on this Policy because of the nature of their role and responsibilities on behalf of the Company. The Company may require that certain joint venture partners or third parties engaged by the Company also receive anti-corruption training.

Failure to comply with this Policy can have serious consequences, including disciplinary action, up to and including termination. The extent of any disciplinary measures will depend on the circumstances of the violation.

## 20. Compliance Audit

The Company will perform periodic audits of expenditures and transactions to monitor compliance with this Policy.

## 21. Document Control

<b>Date Modified</b>	<b>Modified By</b>	<b>Description of Change</b>
12/15/2014	IPG Legal	Significant changes throughout the policy
10/01/2016	IPG Legal	Significant changes throughout the policy