

# WPP's Anti Fraud, Bribery & Corruption Policy ("AFBAC Policy")

Version 1.1

## POLICY STATEMENT

**WPP has a zero-tolerance approach to fraud, bribery and corruption and is committed to conducting business in a legal and ethical manner.**

It is wholly unacceptable for WPP agencies, employees, agents, freelancers, consultants, or any contractor, vendor, supplier or business partner connected to any WPP agency to be involved or implicated in any way in corrupt or fraudulent practices. We apply this policy globally – there are no exceptions.

All those working at or with WPP must be informed of WPP's AFBAC Policy.

WPP's approach to fraud, bribery and corruption compliance is clear – bribery and fraud are illegal and will not be tolerated.

## NO BRIBERY PERMITTED

WPP employees and anyone connected to WPP must never:

- offer, promise, authorize or give any gift, payment or other benefit to any person (directly or indirectly), to induce or reward improper conduct or improperly influence, or intend to improperly influence, any decision by any person to WPP's advantage;
- ask for or accept, agree to accept or receive any gift, payment or other benefit from any person including clients and suppliers (directly or indirectly) as a reward or inducement for improper conduct or which influences, or gives the impression that it is intended to influence, decisions of WPP.

This prohibition applies to anything of tangible or intangible value, including cash, gift cards, commissions, donations, job offers (whether paid or unpaid), expense reimbursement for travel or meals and entertainment that is not in compliance with the Gifts, Entertainment & Hospitality Policy. If a benefit may not be provided using company funds under this Policy, it cannot be provided using an employee's personal funds either.

This Policy prohibits bribery of Government Officials and non-government officials (commonly referred to as commercial bribery).

## **GOVERNMENT OFFICIALS**

Bribery of Government Officials is prohibited and is a crime, whether undertaken directly by anyone connected to WPP or indirectly via a third party. It will not be tolerated by WPP. The term “Government Official” for the purposes of this Policy is broadly defined and applies to all employees, officers, officeholders, and agents, of any level of seniority, of a state agency, department or company owned or controlled in whole or in part by a government entity, as well as political party officials, candidates for office, and employees of public international organizations. This includes all levels of government, including federal, national, local, state, province, city or county government.

## **NO FRAUD PERMITTED**

WPP employees and anyone connected to WPP must never commit, aid, abet, counsel or procure fraud with the intention of benefitting (directly or indirectly) WPP or WPP’s clients or other stakeholders.

Fraud involves the use of deceit or trickery to gain an inappropriate advantage, often financial, over another person or business. Fraud can exist even if there is no dishonesty – a lower level of knowledge, for example, suspicion or recklessness, can be enough to trigger criminal liability.

Examples include false accounting, false statements in accounts or pitches, improper revenue recognition, failure to adequately recognize bad debts or impairment of receivables, overbilling clients, holding unused budgets for future client work, fraud by false representation, improper revenue recognition, raising invoices for clients for workstreams WPP is not involved in, making gifts on behalf of clients – and the bribery examples set out above.

## **NO FACILITATION PAYMENTS**

Anyone connected to WPP must never make facilitation payments (directly or indirectly).

Facilitation payments are small payments made to smooth or speed up performance by a typically low-level official of a routine action to which the payer is already entitled. They are illegal in most countries. In some, such as the UK, it is a crime to make facilitation payments abroad. Such payments are prohibited under this Policy.

## **EXCEPTION FOR IMMINENT PHYSICAL DANGER**

In exceptional circumstances, where there is no safe alternative to following this policy because you are in imminent physical danger, you must contact WPP Legal or your local Business Integrity Team before any action. They will discuss how to manage the situation and if necessary, ensure full documentation in the agency's

books. Danger to property or commercial interests is not a justification for this exception.

## **SUPPLIERS, VENDORS AND OTHER THIRD PARTIES**

Suppliers are required to comply with the WPP Supplier Code of Conduct and to represent that they will not engage in bribery or corrupt or fraudulent practices on behalf of WPP agencies. As there may be increased bribery risk with certain suppliers, such as when suppliers are engaging with Government Officials on behalf of a WPP agency (such as when pitching for a government contract or interacting with customs, immigration or tax officials), WPP agencies must comply with WPP's Procurement Policy when engaging such third parties.

## **MAINTAINING ADEQUATE PROCEDURES**

WPP agencies can be held to account for corrupt or fraudulent acts by associated persons which includes employees, service providers, consultants, contractors and suppliers. WPP and its agencies are expected to implement and maintain controls designed to ensure transactions are properly executed, including that improper payments are not offered, made, asked for or received, by third parties performing services on their behalf. Compliance with WPP's AFBAC Policy, Advisor Payment Policy and Procurement Policy is mandatory in this regard.

## **BOOKS, RECORDS & INTERNAL CONTROLS**

WPP's business records must accurately reflect the true nature and extent of its transactions and expenditures. We must maintain internal controls to ensure that financial records and accounts are accurate in accordance with applicable anti-corruption and fraud laws and best practices.

## **TRAINING**

Annual completion of WPP's How We Behave training by all employees and all those working at WPP agencies for more than 4 weeks and by particular suppliers is compulsory.

## **SPEAK UP**

WPP agencies are encouraged to seek guidance from WPP Legal and WPP Business Integrity, regarding the application of WPP's AFBAC Policy and related policies.

Concerns regarding suspected, apparent or actual instances of fraud, bribery and corruption should be reported promptly to WPP Legal or WPP Business Integrity. Alternatively, the Right to Speak line may be used to report concerns anonymously. WPP has zero tolerance for retaliation against any person who raises such a concern in good faith.

## **CONSEQUENCES OF POLICY BREACH**

Any potential breach of WPP's AFBAC Policy or related policies will be investigated and, where an employee has committed a breach, disciplinary action will follow for that employee, which may include their dismissal.

We will not tolerate misconduct from suppliers, vendors, partners or any third party with whom we work, and any potential breach of law or policy will be investigated, and commercial relationships will be terminated if necessary.

## **POLICY COMPLIANCE**

All WPP agencies and employees must comply with WPP's:

- WPP Code of Business Conduct
- AFBAC Policy
- Business Integrity AFBAC Booklet
- Adviser Payment Policy
- Related parties and conflict of interest policy
- Procurement Policy
- Stock Trading Policy
- Competition Policy
- Political Activities and Engagement Policy
- Anti-Money Laundering Policy
- Gifts, Entertainment & Hospitality Policy

Everyone is responsible for compliance with these policies, including management at all levels in WPP's businesses.

**Version control table**

<b>Version</b>	<b>Date</b>	<b>Purpose</b>
1.0	October 2021	Version launched
1.1	April 2024	Updated version launched