

# Anti-Bribery and Corruption Policy

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## Introduction

The BDP Group is committed on a worldwide basis to conducting business in an honest way and without the use of corrupt practices or acts to gain an unfair advantage in all of its operations. BDP is committed to the highest legal and ethical standards and integrity which must be reflected in every element of what we do. This policy has been adopted by BDP's Board of Directors, and is to be communicated to everyone involved in our business to ensure their commitment to it. BDP will apply a zero tolerance approach to any form of bribery of, or by, its employees, consultants or any person or organisation acting on its behalf.

## Scope of Policy

This policy applies to all individuals working within and for the BDP Group at all levels and grades, including Directors, senior managers, staff, consultants, contractors, seconded staff, agency staff, agents or any other person associated with us or any of our subsidiaries or their employees, wherever located.

Every employee or person acting for or on behalf of BDP is responsible for maintaining the highest standards of business conduct. Any breach of this policy will be regarded as a serious disciplinary, contractual and potentially criminal matter for the individual concerned as this in turn may cause serious damage to the reputation of BDP.

## UK Bribery Act 2010

BDP is committed to comply with the UK Bribery Act across all its business activities as a global minimum standard, with local legislation taking precedence if it requires compliance with even higher standards. There are four main offences under the Act:

- Offering bribes;
- Receiving bribes;
- Bribing foreign public officials;
- A corporate offence of failing to prevent bribery.

Under the Act a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding illegal or unethical performance of a function or activity; or
- belief or knowledge that accepting such an advantage would constitute the illegal or unethical performance of such a function or activity.

Function or activity in these terms includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

All BDP employees and those persons acting on behalf of BDP are required to adhere to this policy and act in compliance with the UK Bribery Act.

## **Our Principles**

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate.

It is our best practice objective that those we do business with take a similar zero-tolerance approach to bribery and corruption.

We are bound by the laws of the UK, including the Bribery Act 2010 as a global minimum, in respect of our conduct both at home and abroad. We must also comply with laws relevant to countering bribery and corruption in each of the jurisdictions in which we operate.

Bribery and corruption are criminal offences and, under the UK Bribery Act, are punishable for individuals by up to ten years' imprisonment and an unlimited fine; if the Company is found to have taken part in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face serious damage to its reputation. We therefore take our legal responsibilities very seriously and expect those working within or for the business to do the same.

In this policy "third party" means any individual or organisation we come into contact with during the course of our work, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

This policy does not prohibit

- Normal or appropriate hospitality and entertainment with clients; and
- The use of any recognised fast-track process that is publicly available on payment of a fee.

It is important that all such practices are proportionate, reasonable and made in good faith. Clear records must be kept at all times.

This policy should be read in conjunction with the relevant employment conditions set out under the heading of Working at BDP on our company intranet, Planet, or local employee policies or handbooks.

## **Working Internationally**

BDP employees, or those representing BDP who are involved in business outside of their domestic markets may, through unfamiliarity, be more at risk of being exposed to bribery or unethical business conduct. All those who function in this capacity are required to work within BDP's risk management procedures and keep the local Directors fully informed of any actual or suspected bribery.

In particular the following should be reported:

- requests for cash payments whether direct or via a third party
- reimbursement of unsubstantiated expense whether direct or via a third party
- personal or business ties that an employee, representative or joint venture partner may have with government or corporate officials, directors or employees
- history of corruption in the country in which the work is being undertaken
- lack of invoices and acceptable financial practices.

## **Risk Management**

Effective risk assessment lies at the core of the success or failure of this policy. Risk identification will pinpoint the specific areas in which we face bribery and corruption risks and this will allow us to better evaluate and mitigate these risks and thereby protect ourselves. Business practices around the world can be deeply rooted in the attitudes, cultures and economic prosperity of a particular region – any, or all, of which can vary. Local Management must assess the vulnerability of each business unit to these risks on an ongoing basis, subject to review by Directors and the Chief Executive.

Many serious global bribery and corruption offences have been found to involve some degree of inaccurate record-keeping. We must ensure that we maintain accurate books, records and financial reporting within all BDP business units and for significant business partners working on our behalf. Our books, records and overall financial reporting must also be transparent. That is, they must accurately reflect each of the underlying transactions. False, misleading or inaccurate records of any kind could potentially damage BDP.

All BDP business locations must maintain an effective system of internal control and monitoring of our transactions. Once bribery and corruption risks have been identified and highlighted via the risk assessment process, procedures can be developed within a comprehensive control and monitoring programme in order to help mitigate these risks on an ongoing basis.

Each Director must ensure that local management engages in effective risk assessment and implements the necessary steps to prevent bribery and corruption. As these steps will vary by geography and business unit, Directors should consult with the Chief Executive, who will make available guidelines, principles and methodologies for the identification, mitigation and monitoring of these risks.

## **Records**

BDP will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

All employees and those representing BDP must ensure that all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance the established expense policies of the relevant business units. Particular attention should be paid to the recording of the reasons for expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept outside of BDP's recognised accounting system to facilitate or conceal illegal or unethical payments.

## **Facilitation Payments**

BDP does not allow its employees or its representatives to make, or accept, facilitation payments of any kind. Facilitation payments are usually small payments (or gifts) made to public officials in order to speed up or facilitate actions that the officials are already duty bound to perform. BDP makes no distinction between facilitation payments and bribes regardless of their size or the local culture and under the UK Bribery Act it constitutes a criminal offence by both the individual and the Company.

BDP employees and representatives are required to act with greater vigilance when dealing with unfamiliar international government procedures. If you are asked to make a payment on our behalf you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the

reason for the payment. If you have any suspicions, concerns or queries regarding payment you should raise these with the Director responsible.

Whilst UK law prohibits facilitation payments or kickbacks and you are not required to place your life or liberty at risk. Any such incidents should be reported immediately to the Director responsible at the first available opportunity.

### **Corporate Entertainment, Gifts, Hospitality and Promotional Expenditure**

Gifts, entertainment, hospitality and promotional expenditure includes both the receipt and offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to our business. These are acceptable provided they fall within reasonable bounds of value and occurrence.

BDP permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of BDP, or
- to present BDP services effectively.

This is conditional on it:

- being arranged in good faith, and
- not offered, promised or accepted to secure an advantage for BDP or its employees or representatives or to influence the impartiality of the recipient.

BDP will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

This principle applies to employees and those representing BDP whether based in or outside the UK. However those with international remits may require further guidance and training in the ways local markets operate. It will be the responsibility of the local Directors to ensure that their staff are fully informed.

### **Political Donation**

BDP does not make contributions to political parties. BDP only makes charitable donations that are legal and ethical under local laws and practices.

### **Reporting Suspected Bribery**

BDP depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to the Directors as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

### **Action by the Company**

BDP will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. BDP may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Company who are found to have breached this policy.

BDP may also report any matter to the relevant public and/or legal authorities. BDP will provide all necessary assistance to the relevant authorities in any subsequent investigation and potential criminal prosecution.

### **Review of Procedures and Training**

BDP will regularly review and update its Anti-Bribery and Corruption policy and communicate this to all employees and those representing the Company. BDP will incorporate this policy into the induction of new staff and the Process Director will arrange training sessions as required for all employees including Directors who are responsible for the implementation of the policy.

BDP will monitor the effectiveness and review the implementation of this policy, considering its suitability, adequacy and effectiveness. Improvements identified will be made as soon as possible.

All employees or those representing BDP are responsible for the success of this policy and should ensure they use it to disclose any actual or suspected danger of wrongdoing, illegal or unethical function or activity.

Employees are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Process Director

BDP reserves the right to vary and/or amend the terms of this policy from time to time at its absolute discretion

### **Statement of Commitment**

BDP takes a zero-tolerance approach to bribery and corruption and we are committed to conducting our business, wherever in the world, in an honest and ethical manner. It will be regularly reviewed and amended or updated as necessary to reflect changing circumstances. We have adopted this policy to communicate this message and to assist the whole of BDP to uphold it through compliance with rules and guidance as set out.

### **Responsibility for the Policy**

For the purposes of this policy, the Group Finance Director will have primary responsibility for the regular review and update where appropriate. The responsibility for the appropriate and effective application of the policy across each studio is with the Studio Chair (UK) or Studio Leader (International).

This is BDP's Anti-Bribery and Corruption Policy and as chief executive I commit myself and the company to it.

Signed

A handwritten signature in black ink, appearing to read 'John McManus', with a stylized flourish at the end.

John McManus

Chief Executive

Date: 2 January 2019