



II. THE PUBLICIS WAY TO CONDUCT BUSINESS WITH INTEGRITY

2. ANTI-BRIBERY & ANTI-CORRUPTION

WHY?

All our employees must behave with the highest level of ethics and must be respectful of the interests of our clients, our company and our reputation.

FOR WHOM?

All employees and those working on behalf of the Groupe, its Countries or Business Units, including third party representatives.

WHAT?

Publicis Groupe has **zero tolerance** for all forms of Bribery and Corruption.

Bribery is offering, promising, giving, accepting or soliciting something of value (financial or otherwise) to induce an illegal action or breach of trust or to improperly influence an act or decision.

Corruption is the abuse of power for private gain.

1. Bribery and Corruption strictly prohibited

The Groupe, its Countries and all employees must not engage in any form of Bribery or Corruption or request any third party to do so on their behalf. The payment or receipt of Bribes or committing an act of Corruption by any employee, or encouraging, asking or arranging for anyone else to pay or receive Bribes or to commit an act of Corruption on behalf of the Groupe, or any Country or Business Unit is strictly prohibited.

Any employee who violates this policy will be subject to disciplinary action, which may result in serious sanction, including dismissal, as set forth in the internal rules.

2. Significant areas of risk

Certain aspects of our business may be more likely to encounter risks related to Bribery and Corruption. The following areas are potential areas of risk requiring a heightened degree of care:

- Conducting business in countries at high risk for Bribery and Corruption;
- Hospitality, gifts and entertainment to clients and from suppliers;
- Engaging with governments, public officials, political parties or anyone formerly affiliated with any government or political party;
- Using third party agents as our representatives, including Business Finders;
- Participating in bids for government work;
- Selecting vendors.

3. Hospitality, gifts and entertainment

Our relationships with existing and potential clients, suppliers and other business partners must be based on sound business principles and fair dealing. While hospitality and gifts are often part of appropriate and normal business dealings, hospitality and gifts can create a real or perceived conflict of interest or run afoul of anti-corruption laws.

Public officials

Hospitality, gifts or entertainment may not be provided to any public official without the prior written approval of the applicable Country CEO or CFO.

Bidding, Pitching or Negotiating

Under no circumstances are employees or third-party representatives permitted to offer or provide hospitality, gifts or entertainment during the course of negotiating, bidding or pitching for work to any recipient who may have any influence over the negotiations for, or award of, work. Employees and third party representatives also are not permitted to accept hospitality, a gift or entertainment from a vendor who is bidding, pitching or negotiating for work from Publicis.

a. Entertainment and hospitality

Entertainment and hospitality, if any, must be reasonable, viewed as appropriate both in and outside of our company, and consistent with normal business practices. The following rules must be respected:

- No inappropriately lavish or costly entertainment or hospitality;

- No adult entertainment is permitted;
- The entertainment or hospitality is paid for directly by the Country;
- No cash allowance is provided;
- A Groupe, Country or Business Unit representative is present.

The total cost of any entertainment or hospitality provided to, or received by, any individual must not exceed 500 euros on any single occasion or 3,000 euros in any one year or equivalent, without prior written consent of the applicable Country CEO or CFO.

b. Gifts

Gifts also must be reasonable, viewed as appropriate both in and outside of our company, and consistent with normal business practices. Gifts may only be provided to, or received from, third parties as long as:

- No inappropriately lavish or costly gifts; gifts must be of nominal value;
- No cash gifts or cash equivalents permitted;
- Gifts are given only to individuals engaging with the Groupe, Countries or Business Units in the normal course of business.

The total cost of gifts given to, or received by, any one person in any year must not exceed 500 euros or equivalent without the prior written consent of the applicable Country CEO or CFO.

4. Facilitation payments are prohibited

In certain countries, it may be customary to make small payments to local officials to obtain the performance of "non-discretionary or clerical routine government actions" such as obtaining visas or securing customs clearance. Such payments (known as "facilitation payments") are prohibited.

5. Trading in influence is prohibited

Trading in influence is the improper use of influence by a private or public person to secure favors or preferential treatment in exchange, directly or indirectly, for payment or another benefit from a government or other authorities. The Groupe forbids its employees from engaging in any form of trading in influence.

6. Use of third-party representatives

Countries and Business Units may deal with third parties (such as agents, consultants, intermediaries, suppliers) who may act on their behalf or otherwise be perceived as being connected with the Countries

and Business Units. Employees must engage third parties only for legitimate business purposes. Employees may not ask third parties to do anything that is prohibited by Janus and third parties who misrepresent any part of our business will no longer work with the Groupe.

a. Due diligence to be undertaken

Before entering into any business arrangement with a third party who will be acting on behalf of or representing the Groupe, any Country or Business Unit, sufficient enquiries must be made as to assess the third party's background, capabilities and reputation. In particular, consideration must be given as to whether there is any suggestion or risk that the third party in question might be particularly susceptible to engaging in Bribery, Corruption or money-laundering.

If there is a risk or a sign that a third party may be engaged in Bribery, Corruption or money-laundering, then the third party should not be engaged or hired.

Even after a third party is engaged, the employees overseeing the third-party engagement should assess the third party periodically to ensure the third party is not engaging in Bribery or Corruption.

b. Compliance undertaking

All third-party representatives must undertake in writing to comply with this policy and all applicable anti-bribery and anti-corruption laws before they are engaged to provide services.

c. Payments to third parties to be strictly in line with rendered services

Payments to third party providers must be commercially reasonable, commensurate with the goods or services provided.

Payments must be made directly to the third-party providing goods or services and remitted to a bank account located in the same country in which that third party is established. Payment in cash is not permitted. These requirements are important to anti-fraud and anti-money laundering compliance and must be complied with.

d. Concerns about third parties must be reported

If employees are aware (or have reason to suspect) that any third party acting on the behalf of the Groupe, a Country or Business Unit has committed, or has attempted to commit, any violation of this policy, or any applicable anti-corruption or anti-money laundering law, then it must immediately be reported as provided in this policy. Failure to do so may result in exposure to personal criminal liability.

7. Charitable donations and sponsorships

Charitable donations and event sponsorships made during bidding, pitching or negotiating for work and at the request of anyone with influence over the award of work are prohibited.

As with gifts, charitable donations and event sponsorships, if any, must be reasonable, viewed as appropriate both in and outside of our company, and consistent with normal business practices. Charitable donations and event sponsorships should never be used to improperly influence a business decision or to gain an unfair advantage.

8. Political party contributions

Contributions to political parties on the behalf of the Groupe, Countries or Business Units are prohibited.

9. Government officials

Working with government officials as clients or in any capacity often presents a higher risk of bribery or corruption due to the level of influence that government officials may have over funding, permitting or other government actions. This higher risk of bribery or corruption applies also to private sector individuals who were previously government officials recently (e.g, within the prior three years). As a result, when engaging with any current or recent government official (also known as politically exposed persons or PEPs), this policy and applicable laws must be strictly followed. Please notify your local legal team if you are working directly with government officials as clients or business finders.

10. Lobbying

Lobbying is the act of attempting to influence laws, regulations or government decisions. In some countries, lobbying activities are subject to strict laws, regulations and disclosure requirements.

Publicis employees must strictly comply with all laws, regulations and disclosure requirements applicable to lobbying activities. The offer or giving of anything of value to any person with the aim of improperly influencing a government decision is prohibited.

Country CEOs and CFOs overseeing Business Units which engage in lobbying activities are responsible for ensuring employees are knowledgeable about the laws, codes of conduct and standards that apply to

lobbying activities in the countries where they operate and for ensuring that any lobbying registration is completed in a timely manner as required by law.

11. Conflicts of Interest

Conflicts of Interest (COI) pose a heightened risk of creating situations that can run afoul of anti-corruption laws or create a perception of bribery or corrupt behavior. All employees should avoid Conflicts of Interest and should declare any actual or potential conflict of interest promptly in accordance with Publicis' Conflicts of Interest policy. For further details, see Code of Ethics II.4 Conflicts of Interest.

12. Financial reporting

All transactions must be recorded in a timely and accurate manner including in terms of the accounting period and accounting classification.

13. Compliance

The Groupe Secretary General is responsible for reporting on compliance with this policy to the Groupe Audit Committee.

Reporting violations of this policy

Publicis Groupe employees may report in good faith any concern regarding any violation of this Policy to the *Ethics Concerns platform* or to the Secretary General of Publicis Groupe by email at anne-gabrielle.heilbronner@publicisgroupe.com or by mail at Publicis Groupe, 133, avenue des Champs-Élysées, 75008 Paris, France.

For additional information regarding reporting violations of this Policy, see Code of Ethics I.4 Reporting Ethics Concerns.

WHO?

Country CEOs and CFOs and Business Unit CEOs and CFOs are responsible for compliance with this policy. The Groupe Secretary General will monitor the effectiveness and review the implementation of this policy regularly, considering its suitability, adequacy, and effectiveness.

Policy available to the public on the Groupe website.

EXHIBIT A

ANTI-BRIBERY & ANTI-CORRUPTION

This list of DOs and DON'Ts is intended to help illustrate how Publicis Groupe employees should and should not behave in order to comply with the Anti-Bribery and Anti-Corruption Policy. It is not an exhaustive list of DOs and DON'Ts.

DOs

- ✓ Read and understand the Anti-Bribery and Anti-Corruption Policy.
- ✓ Comply with local anti-bribery and anti-corruption laws, regulations and Janus.
- ✓ Take extra care to understand the rules applicable to working with government clients when pitching for government work.
- ✓ Follow the Reporting Ethics Concerns policy to report any good faith concerns regarding unethical behavior in violation of this Policy.
- ✓ Represent yourself, Publicis and its clients with the highest degree of integrity and ethics.
- ✓ Ensure business partners do not engage in, or have a reputation for, bribery or corruption.
- ✓ Record your expenses accurately and timely.
- ✓ Provide and accept gifts and hospitality to/from clients only if they meet the requirements of this Policy.
- ✓ Be thoughtful about how a gift or entertainment may be perceived and whether it is appropriate and reasonable for the business context before offering or accepting it.
- ✓ Get approval from the Country CEO or CFO before offering hospitality or gifts to a public official.
- ✓ Offer gifts of nominal value (e.g, box of chocolates...).
- ✓ Comply with all local laws applicable to lobbying activities.
- ✓ Monitor business partners (suppliers, intermediaries, affiliates, clients...) to ensure they are not engaging in bribery or corruption.
- ✓ Contact your manager or local legal team for any questions about this Policy.
- ✓ Reach out to your superior if a gift or entertainment has been solicited by a business partner.

DON'Ts

- ✗ Offer anything of value (financial or otherwise) to a party who has influence over the outcome of a bid, negotiation or tender.
- ✗ Make a payment in cash.
- ✗ Offer a gift to a client or supplier if its value is more than 500 euros unless you have approval from your Country CEO or CFO.
- ✗ Offer gifts or entertainment to a public official to influence him/her to make a decision.
- ✗ Give gifts of cash or cash equivalents.
- ✗ Make an unofficial payment to a government authority to facilitate getting a permit or other government act accomplished.
- ✗ Ask for or receive a kickback to buy a product or media space or for any reason.
- ✗ Offer to hire the relative of a business partner in exchange for more favorable business terms.
- ✗ Hire someone because of their relationship with a public official or because they are a former public official.
- ✗ Do business with anyone with a reputation for bribery or corruption.
- ✗ Fail to assess the reputation and capabilities of a supplier or other business partner because they were recommended by a client.
- ✗ Take advantage of your position to further your own personal interests at the expense of any Publicis agency or Publicis Groupe.
- ✗ Ask an intermediary to behave unethically in violation of this Policy.
- ✗ Make donations to political parties on behalf of any Publicis agency or Publicis Groupe.