

Prohibited trade practices:¹

It is unlawful for any DJE Holdings² (“DJEH”) office or subsidiary, or for any officer, director, employee, agent, subcontractor, or other third party or business associate engaged by DJEH to:

- Offer, authorize, promise, provide, agree to provide, receive or agree to receive, in violation of any applicable anti-corruption laws -
 - any payment, gift, contribution, bribe, rebate, payoff, kickback, or anything else of value, whether directly or indirectly through a third party;
 - to or from any “Government Official”³, corporation, entity, individual, or any other private or public person (“Person”); or
 - to a third party while knowing, or where one reasonably ought to have known under the circumstances, that all or a portion of the payment or thing of value will be provided to such a Person -
- in order to -
 - obtain or retain business for or with, or direct any business to, any entity or individual;
 - obtain favorable treatment, special concessions or other improper business advantage;
 - influence a Person to act, make a decision, exercise discretion, pass judgment, fail to act, or make an omission in breach of a duty of good faith, impartiality or trust (“Acting Improperly”); or
 - otherwise reward a Person for Acting Improperly, -
- for the benefit of DJEH, its clients, its business interests, or on behalf of any other stakeholder, entity or individual.

Facilitation Payments

The various anti-corruption laws differ in their treatment of facilitating or expediting payments to Government Officials, political parties or party officials the purpose of which is to expedite or to secure the performance of a routine governmental action by a Government Official, political party or party official (“Facilitation Payments”). In some countries, it may be common for companies to be asked for nominal Facilitation Payments to low-level government personnel in order to obtain timely performance of routine government services where the Government Official is providing a routine service that he/she is otherwise legally obligated to provide.

A “routine governmental action” means only an action which is ordinarily and commonly performed by a Government Official in –

¹ This summary is based on the key provisions of the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, which apply to operations of all DJEH offices and subsidiaries worldwide. Other local, regional or national anti-corruption regulations may also apply depending on the location of the services and transactions.

² D Daniel J. Edelman Holdings, Inc. includes Daniel J. Edelman, Inc., StrategyOne, Inc. d/b/a Edelman Intelligence, Zeno Group, Inc., Assembly Media, Inc., Matter, Inc., United Entertainment Group Holdings, LLC, Edible, Inc., Edelman Miami Latin America Corp., The H & W Group, Inc. d/b/a Salutem, The R Group Public Relations Company, Inc. d/b/a Revere, First & 42nd, Inc., and all operating companies and divisions, including such divisions as First@Edifi, BioScience Communications and DJEScience, under the Edelman family of companies (collectively referred to as “DJE Holdings” or “DJEH” in this document).

³ A “Government Official” includes (i) any officer or employee of a government or any department, agency, or instrumentality thereof, or of a public international organization; (ii) any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization; (iii) any political party, party official or candidate; or (iv) **any officer or employee of a company or other entity owned or controlled by the government.**

- Obtaining permits, licenses, or other official documents to qualify a person to do business in a country or location;
- Processing governmental papers, such as visas and work orders;
- Providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country;
- Providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or
- Actions of a similar nature.

A "routine governmental action" does not include any decision by a Government Official whether, or on what terms, to award new business to or to continue business with a particular party, or any action taken by a Government Official involved in the decision-making process to encourage a decision to award new business to or continue business with a particular party.

NOTE: DJEH's policy prohibits Facilitation Payments so as to avoid even the appearance of impropriety. Exceptions to this policy can only be made with **prior written approval from the DJEH Legal or Compliance Department.** (See DJEH's [Anti-Corruption Policy for Third Party Business Relationships](#) for definition and further discussion).

Exceptions

Under certain circumstances, the following might not be considered to be violations under the anti-corruption statutes -

- The payment, gift, offer, or promise of something of value is lawful under the written laws and regulations of the local country and international anti-corruption statutes that may apply (such as the FCPA or UK Bribery Act); or
- The payment, gift, offer, or promise of something of value is a reasonable and bona fide expenditure, such as travel and lodging expenses, and was directly related to--
 - The promotion, demonstration or explanation of products or services; or
 - The execution or performance of a legal and valid contract.

Penalties⁴

Each individual violation of the anti-corruption statutes can result in the following fines and/or penalties:

- Each entity associated with the violation may be fined up to \$2,000,000 per offence under the FCPA (unlimited under the U.K. Bribery Act); and
- Any person that is an officer, director, employee, agent, subcontractor, or other third party business partner engaged by DJEH who willfully violates the anti-corruption statutes can be personally fined up to \$100,000, imprisoned up to 5 years, or both under the FCPA (10 years under the U.K. Bribery Act).
 - If such a fine is imposed on any officer, director, employee, agent, subcontractor, or other third party business partner engaged by DJEH, such fine may not be paid or reimbursed, directly or indirectly, by DJEH.

⁴ Fines and penalties may differ under other applicable anti-corruption regulations. Penalties under the FCPA and U.K. Bribery Act are provided here as an example only. Note that these fines are per violation. Multiple violations occurring over time can add up to substantially larger fines and penalties.



Note that anti-corruption laws from multiple jurisdictions often apply (e.g., local law, the U.S. FCPA and the U.K. Bribery Act). Violators of these laws can sometimes find themselves being charged under the laws of multiple jurisdictions.