



## Anti-Bribery Policy

### 1. Policy Statement

- 1.1 The purpose of this Policy is to protect Broadridge and you from breaches of anti-bribery laws. Broadridge does not tolerate any form of bribery and is committed to complying with applicable anti-bribery laws in all countries in which Broadridge conducts business.
- 1.2 Broadridge views bribery very seriously. Broadridge will investigate all allegations of bribery and take legal and/or disciplinary action in all cases where it is considered appropriate. A breach of this policy may result in an employee facing disciplinary action, including dismissal. Where a case is referred to the police or other law enforcement agency, Broadridge will co-operate fully with the criminal investigation which could lead to the employee being prosecuted.
- 1.3 Broadridge complies with anti-bribery laws in each country it operates in including the U.K. Bribery Act 2010 and the U.S. Foreign Corrupt Practices Act 1977 ("Anti-Bribery Laws"). This Policy incorporates the principles of the Anti-Bribery Laws.
- 1.4 The Gift and Entertainment Policy provides additional guidance on guidelines for gifts and entertainment and can be found on MyBroadridge.

### 2. Application of this Policy

- 2.1 This policy applies to:
  - a. Broadridge's personnel.
  - b. any third party who does business with or on behalf of Broadridge (including agents; brokers; partners; consultants; contractors; joint venture partners and any other service providers and/or representatives performing work for the benefit of Broadridge).
- 2.2 This policy extends to all Broadridge operations worldwide and to all dealings with the public and private sectors.

### 3. Consequences of a Breach of this Policy

- 3.1 Consequences for Broadridge: Broadridge may face:
  - a. unlimited fines.
  - b. criminal penalties.
  - c. damage to the corporate brand.
  - d. loss of reputation, public trust and business.
  - e. litigation and substantial investigation expenses.
  - f. debarment from public procurement contracts.
- 3.2 Consequences for associates: You may be personally liable and may face:
  - a. imprisonment.
  - b. significant monetary fines against you as an individual.

- c. you will be subject to disciplinary action, up to and including dismissal from Broadridge.
- d. if you are a director, disqualification from acting as a director.

#### 4. Questions and Information

If you want to ask a question about this policy you should contact **your Anti-Bribery Officer:**

- a. For associates outside North America: Hafiz Wong (Chief Counsel International) at [hafiz.wong@broadridge.com](mailto:hafiz.wong@broadridge.com).
- b. For associates in North America: Mark DiGidio (Senior Vice President and Associate General Counsel) at [mark.digidio@broadridge.com](mailto:mark.digidio@broadridge.com).

#### 5. Report Non-Compliance with this Policy

5.1 You are required to report any circumstances which are in breach of this policy. All reported incidences of actual or suspected bribery will be promptly and thoroughly investigated and dealt with appropriately.

5.2 If you are suspicious or aware of any breach or potential breach of this policy by any associate or third party, you must report such incident (anonymously, if you wish) by contacting:

- a. Your manager, any member of management, or your HR business partner
- b. Ethics and Compliance:

Mark DiGidio, Associate General Counsel &  
Director of Compliance  
[mark.digidio@broadridge.com](mailto:mark.digidio@broadridge.com)  
201-714-3095

- c. The Legal Department  
2 Gateway Center  
Newark, New Jersey 07102  
(201) 714-8811

Keir Gumbs, Chief Legal Officer  
[keir.gumbs@broadridge.com](mailto:keir.gumbs@broadridge.com)

- d. The Broadridge Ethics Hotline

**(201) 714-3500 or (800) 669-0661**

Available 24/7

You may contact the Ethics Hotline anonymously, where permitted by local law. The hotline phone number is administered by a third party.

**ethics@broadridge.com**

The hotline e-mail is monitored by the Broadridge Director of Compliance.

e. The Audit Committee of our Board of Directors

72 Van Reipen Avenue, PMB #340  
Jersey City, NJ 07306-2806  
(201) 714-3399

[Broadridge.AuditCommittee@broadridge.com.](mailto:Broadridge.AuditCommittee@broadridge.com)

- 5.3 All reports raising a concern of a violation of this Policy will be promptly investigated. The investigation will be managed as confidentially as is practical given the situation and the action taken in response will depend on the facts identified from the investigation. An associate who has violated the Policy will be accountable for his or her behavior.

6. **What is a Bribe?**

- 6.1 Bribes can involve money, gifts, hospitality, entertainment, expenses, reciprocal favours, free or discounted services, political or charitable contributions, an offer of employment, or any other direct or indirect benefit or consideration.

- 6.2 Bribery is either:

- a. the act of giving or offering a benefit or bribe with the intent to induce the other party to perform a function in order to win or retain business or business advantage; or
- b. the act of requesting or receiving a bribe in exchange for awarding of business.

- 6.3 It is illegal to pay, offer, promise, receive, accept, or request a bribe whether paid or received directly or indirectly. There is no need for the bribe to be successful to be viewed as corrupt; the offering of it is enough to amount to a criminal offence. These prohibitions apply to both the public sector and the private sector.

7. **Facilitation Payments**

- 7.1 Facilitation payment are payments that are requested by foreign government officials to speed up a routine government action such as:

- a. processing licenses, permits, or other official documents; and
- b. processing government paperwork such as visas and work orders.

Sometimes such payment is referred to as “grease”.

- 7.2 In some countries, it may be customary for foreign government officials to request facilitation payments. However, facilitation payments made anywhere in the world are prohibited by Broadridge. You must not make such payments anywhere in the world, regardless of local custom or laws.

8. **Gifts, Hospitality and Entertainment**

- 8.1 Broadridge recognises that the giving and accepting of gifts, entertainment and hospitality can be part of building normal business relationships. This practice can vary significantly between the various geographical locations in which Broadridge does business. However, regardless of local laws and customs, the giving and/or receiving of lavish gifts, hospitality and entertainment can lead to the suggestion that an improper influence has been asserted either on

or by Broadridge. In some instances, the giving and/or receiving of gifts and entertainment can be interpreted as a bribe, which is unlawful and is against this policy.

- 8.2 You are only permitted to give or accept gifts, hospitality or entertainment if they are **reasonable (in frequency and value) and not extravagant** and if it is customary to give or receive such a gift in the ordinary course of business. Examples of acceptable gifts might be branded desk diaries or pens which are clearly identifiable as promotional material. Examples of acceptable hospitality and entertainment might be non-extravagant dining out or invitations to accompany you to a sporting event, theatre or music concert.
- 8.3 You must not offer or receive gifts and/or entertainment that could influence, or be perceived to influence, business decision making including the outcome of transactions or negotiations relating to Broadridge's business, or any regulatory or other government deliberation or determination relevant to Broadridge. You must never give, promise, offer, authorise, receive, request, or accept gifts, entertainment, or hospitality from or to a third party during a tender process or contract negotiations with that third party, on a quid pro quo basis.
- 8.4 You may never give or accept a gift of cash or the equivalent of cash (*e.g.*, gift certificates), regardless of the value.
- 8.5 Any gift, hospitality or entertainment of excessive frequency or value offered or given to you, or being offered or given by you, during the course of your work for Broadridge, must be reported to your local Anti-Bribery Officer and prior approval should be sought from him/her before any such gift, hospitality or entertainment is accepted or offered by you. Such approval will only be given where your local Head of Business Unit considers that such gift, hospitality or entertainment could not be mistaken for an inducement to win or secure new business on a quid pro quo basis. You must retain a copy of the prior written approval and the expense must be recorded accurately.
- 8.6 Provision of business gifts and hospitality and business entertainment to a public official is prohibited. You must obtain prior authorisation from your Anti-Bribery Officer who will determine whether the proposed activity is permissible under applicable laws and this policy.

## 9. Political and Charitable Donations

- 9.1 As members of our communities, we may voluntarily engage in the political process on our own time with our own personal resources. This includes money as well as equipment such as computers, phones and printers. No company funds should be given to political candidates without the prior approval of the CEO, or in his absence, the Chief Legal Officer.
- 9.2 You may make charitable donations in your own personal capacity and with your own funds. Any charitable donations using Broadridge funds should be made with prior approval and subject to the following:
  - a. amounts of \$500 or less require the approval of your immediate manager;
  - b. amounts over \$500 require the prior approval of the Chief Marketing Officer, the Head of GSMS or local Anti-Bribery Officer; and
  - c. may not be used to improperly influence the recipient or in exchange for any business advantage or positive treatment by a government agency for Broadridge's benefit or in connection with Broadridge's business.

## **10. Offers of Employment**

10.1 Offers of employment to public officials (or client representatives), their relatives, or other persons they recommend, could be viewed as conveying an improper benefit or as an improper attempt to curry favour. Offers to work at Broadridge, including unpaid internships and part-time positions, must be awarded on the basis of merit and assessed through Broadridge's normal processes. Except for limited arrangements such as the Internship Program which is managed by HR with any issues being raised to Legal, you must consult your Anti-Bribery Officer before discussing employment opportunities with a public official or client representative.

## **11. Use of Third Parties (Business Partners and Agents) and Due Diligence**

11.1 It is your responsibility to ensure that third parties engaged to perform services for or on behalf of Broadridge (for example, business partners and sales agents) are legitimate service providers. Before engaging any such party you are required to undertake appropriate checks. You will need to consider the country in which the business is to be conducted, the third party's potential business partners and the nature of the proposed project or transaction.

11.2 When dealing with third parties, some warning signs to watch out for as indicators of potential violations of anti-bribery laws include:

- a. excessive commissions to third party agents or partners.
- b. a third party is related or closely associated with foreign officials.
- c. a third party became part of the transaction at the express request or insistence of the foreign officials.
- d. a third party is merely a shell company incorporated in an offshore jurisdiction.
- e. a third party retained by Broadridge requests that payments be made off-shore; to an unknown third party; be split among multiple accounts; be made to an account in a country other than where the third party is located or business is to be performed; or any other unusual financial arrangements.
- f. upon checking references, you find that the third party has an unsavoury reputation or is not well known in the industry.
- g. a third party that Broadridge seeks to retain will not agree to terms requiring compliance with anti-bribery laws.
- h. a country in which Broadridge is conducting or seeks to conduct business is a high risk location for bribery (see Transparency International's Corruption Perception Index, the most recent version of which can be found at <https://www.transparency.org/cpi2015>.

11.3 In some countries, it may be customary for bribes to be paid or received to secure business opportunities. However, payments of bribes made or received by you anywhere in the world are prohibited by Broadridge and you must also make sure that a third party shall not make or receive bribes anywhere in the world to secure any business opportunities for Broadridge regardless of local custom.

11.4 If you are in any doubt whatsoever about potential anti-corruption compliance risk associated with a proposed third-party engagement (or a payment to an existing third-party business partner), you must discuss your concerns with your Anti-Bribery Officer prior to entering into any arrangements.

12. **Recordkeeping.** All payments made or received by Broadridge must be accurately recorded in Broadridge's books and records. All financial transactions must be authorised by appropriate management in accordance with internal control procedures.
13. **Anti-Bribery Training.** All associates and third parties are required to undergo training on a regular basis to ensure they are aware of this policy and how they may report suspected bribery.

Last amended: November 2021