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Adviser Payment Policy



ADVISER PAYMENT POLICY ("ADVISER POLICY")



POLICY STATEMENT

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

Any third parties that WPP agencies work with in connection with client business must be engaged in compliance with the law and on a fully transparent basis.

This policy is mandatory and must be followed by all WPP agencies.

WHO DOES THE POLICY APPLY TO?

It applies to all and any third parties - whether advisers, consultants, intermediaries or otherwise, whether corporate or individual - who offer help in any form to an agency when they are trying to win new or retain existing client work. Assistance can be direct or indirect.

Examples include:

- Individuals who are working with an agency pitching existing or new clients and ask for commission or a flat fee for a new business win.
- Individuals or consultancies who are providing specialist advice to clients in particular in connection with new business.
- Consultancies or individuals offering introductions to new clients.
- Individuals who hold themselves out as specialist government advisers who can help an agency win new work and assist by introducing government clients or government officials, all for a fee or other form of value. For example: flights, holidays, fully paid business trips, tickets to the Superbowl, entertaining and gifts for friends and family.

This is a non-exhaustive list. An adviser can be any proposed intermediaries or third parties who introduce new clients, provide assistance with the retention of existing clients, make introductions to third parties who could assist with ongoing business or new business wins, or provide advice on particular sectors or business types.

WHO DOES THE POLICY NOT APPLY TO?

The policy does not cover:

- Relationships between fellow WPP operating companies.
- Most well established pitch consultancies, with central WPP new business team relationships.
- On-site freelancers and consultants whose work is clearly visible and integrated with full time staff, remunerated at market rate without reference to the client revenues.

POLICY

WPP agencies cannot work with advisers in connection with any government business. There are no exceptions to this policy statement.

In connection with any other work, WPP agencies are not permitted to use advisers without written permission from WPP's Group Chief Counsel.

PROCESS

Agencies wishing to enter into an adviser relationship may request permission by emailing their regional WPP Compliance Director ([contact details here](#)) with the following documentation attached in support:

- Advisor Information Form
- Adviser Approval Form
- Adviser due diligence report

These documents will be reviewed, and a compliance check run following which (and assuming all clear) permission will be sought from WPP's Group Chief Counsel. Additional questions may need to be asked as part of this process.

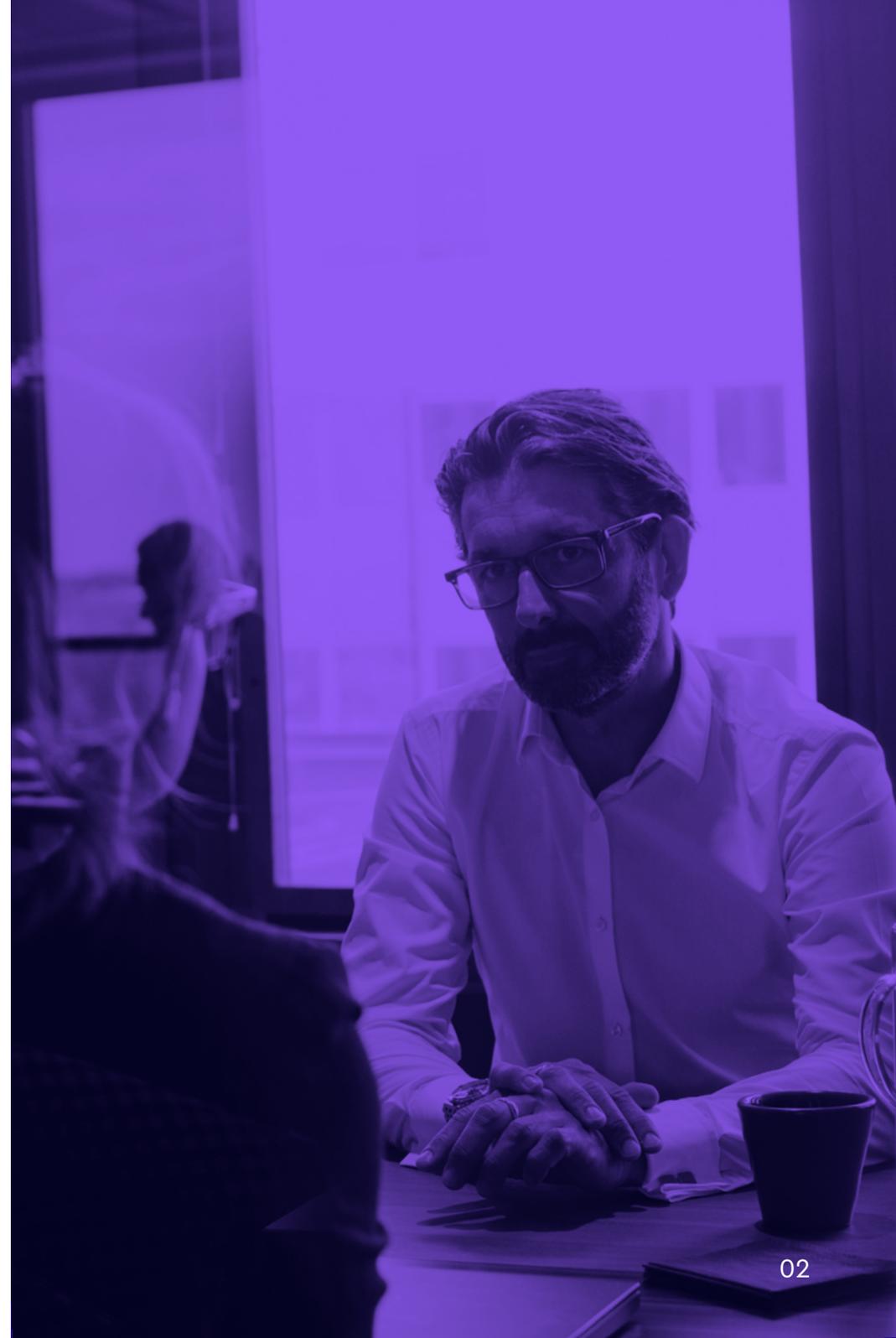
KEY POINTS

Agencies must ensure that they fully understand who the adviser is, background and ability to deliver legitimate services legally.

Due diligence reports should include market intelligence and reputation as well as background checks and be conducted by a reputable external and independent provider, such as Control Risks. For contact details or to check whether a provider is appropriate please contact WPP Business Integrity.

The agency CEO and CFO must sign the Advisor Information Form and complete and sign the Adviser Approval Form where indicated. The agency network WW office CEO and CFO must review and sign the Adviser Approval Form where indicated.

[The above forms can be found here.](#)





ADVISER APPROVALS

Approval will not be provided if:

- Due diligence gives rise to concerns about the adviser.
- There is reason to believe that the adviser might make payments or other transfers of value that are or could be construed as bribes.
- There appears a risk that payments would directly or indirectly go to any client or client personnel.
- The client or potential client is part of, or funded by, or has links with a government body (directly or indirectly).
- The adviser has a conflict of interest with either the agency or the client.
- The adviser requests payment in an unusual form, or to a different organisation or an overseas organisation or bank.
- The adviser is related to the potential client.
- Documentation does not exist which properly describes the services to be provided by the adviser and the remuneration arrangements. Oral agreements are insufficient.
- It is unclear what tangible, legitimate services would be provided by the adviser.
- Payments/fees/other value or payment terms are disproportionate to the services proposed. The adviser has a conflict of interest with either the agency or the client.
- The adviser's main location or ownership is based offshore (unless the client is in the same location).