



01.02 Worldpay Anti-Bribery and Anti-Corruption Policy

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Domain:	Corporate Compliance
Scope:	Enterprise Wide
Published Date:	February 28, 2025
Effective Date:	February 28, 2025
Mandatory Review Date:	February 1, 2026
Provision for Exception:	Exceptions require Policy Exception approval unless otherwise delegated within the policy.

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The key words "**MUST**", "**MUST NOT**", "**REQUIRED**", "**SHALL**", "**SHALL NOT**", "**SHOULD**", "**SHOULD NOT**", "**RECOMMENDED**", "**MAY**", and "**OPTIONAL**" in this document are to be interpreted as described in Best Current Practice – Key Words.

01.02 Worldpay Anti-Bribery and Anti-Corruption Policy

Purpose

Worldpay and its subsidiaries (collectively, "Company" or "Worldpay") are committed to conducting business ethically and in compliance with all applicable laws. Our Code of Business Conduct and Ethics requires that the Company, its employees and anyone acting on behalf of the Company obey company policies and all applicable laws in any country where Worldpay operates, including specific anti-corruption laws.

The purpose of this Worldpay Anti-Bribery and Anti-Corruption Policy ("Policy") is to set forth the requirements that support the Company's compliance with applicable laws relating to bribery and corruption, including but not limited to the Foreign Corrupt Practices Act (U.S.), Foreign Extortion Prevention Act (U.S.), and the Bribery Act (UK) (referred to in this Policy as "Anti-Corruption Laws".)

Anti-Corruption Laws make it illegal for the Company or anyone acting on the Company's behalf to bribe any person or entity or to accept a bribe from any person or entity. Worldpay has zero tolerance for any bribery or corruption and has implemented training and internal controls to proactively manage corruption risks. The Company is also **REQUIRED** to keep accurate and complete books and records and to maintain proper internal accounting controls.

Statement

This Policy and the Anti-Corruption Laws and the Worldpay Standard for Engagement with Third-Party Agents. (collectively, "Anti-Corruption Standards") are **REQUIRED** to be followed by the Company's officers, directors, and employees (collectively, "employees"), contractors (referred to as "contractors"), and by consultants, joint ventures, agents, and sub-contractors (collectively, "affiliates").

Scope

This Policy extends to all of the Company's domestic and international operations, including operations conducted by each and every department and subsidiary. This Policy also extends to all of the Company's financial record-keeping activities and is integrated with the obligations to which the Company is already subject by virtue of the federal and state securities laws, including the U.S. Securities and Exchange Act of 1934.

Generally:

- Employees, contractors, and affiliates **MUST NOT** provide or offer to provide a payment or other incentive to anyone in exchange for gaining any sort of improper benefit. A payment or other incentive can be anything of value, not just cash, but also Business Gifts, services, job offers, loans, travel expenses and entertainment. A Business Gift is anything of value given or received from clients and others the Company does business with as the result of a business relationship, for which the recipient does not pay fair market value (referred to as "Business Gifts"). Employees, contractors, and affiliates **MUST NOT** offer anything of value in an attempt to improperly influence any person, regardless of whether they are in the private or public sector or are a government official. In addition, employees, contractors, and affiliates **MUST NOT** accept anything of value in order to provide an improper benefit. For additional information regarding Business Gifts, entertainment and hospitality see the Business Gifts and Entertainment Policy.
- Worldpay prohibits facilitation payments or "grease payments" offered to a person in government or other individual to secure or speed up a routine, *discretionary* government process or decision, such as expediting a

license or permit. However, a narrow exception for facilitating or expediting payments exists if it's made to further a routine government action that involves *non-discretionary* acts, such as expediting a passport.

- These rules apply to actions by third parties on the Company's behalf to the same extent that the rules apply to actions of employees, contractors, and affiliates. For specific requirements regarding engaging third parties, see the Worldpay Standard for Engagement of Third-Party Agents within this Policy.
- All financial records **MUST** accurately reflect the substance of all transactions by or on behalf of the Company, regardless of the size of the transaction.

For additional details, please see the Worldpay Standard for Compliance with Anti-Corruption Laws within this Policy.

01.02.01 Responsibilities of All Company Employees and Contractors

An ethical culture is important to the Company and is an integral part of our core values. Every employee and contractor **MUST** read, understand, and comply with this Policy and the Anti-Corruption Standards. Annual certifications of compliance with this Policy will be **REQUIRED**, as will annual participation in Company Anti-Corruption training sessions.

Employees and contractors who learn of a violation or suspected violation of Anti-Corruption Laws are **REQUIRED** to take immediate action. If an employee or contractor suspects a violation of the law or Worldpay policy, it is their duty to report this wrongdoing by contacting their manager or the Worldpay Anti-Bribery Anti-Corruption Team without delay via Corporate.Compliance@Worldpay.com. Managers notified of a violation or suspected violation of Anti-Corruption Laws **MUST** promptly escalate the matter to the ABAC Team or the Worldpay Ethics Helpline described in more detail below. **Worldpay does not tolerate any retaliation against anyone who, in good faith, reports a violation of Worldpay policy or law or cooperates with an investigation.**

If an employee or contractor prefers to remain anonymous (with certain exceptions in some European countries), violations or suspected violations **MAY** be reported to Worldpay' toll-free Ethics Helpline or via the Worldpay Ethics Website [EthicsPoint - Worldpay, LLC](#). These resources are available 24 hours a day, 7 days a week with the option of translation. Toll-free numbers for each country are provided on the Website and within the [FIS - Code of Business Conduct and Ethics](#) . For more information on reporting, please see our responsibility to report wrongdoing on The Worldpay Ethics page [Worldpay Ethics Office | Worldpay](#). Please note, affiliates **MAY** also report violations or suspected violations of Anti-Corruption Laws via Worldpay' Ethics Helpline or via the Worldpay Ethics Website [EthicsPoint - Worldpay, LLC](#).

If employees, contractors, or affiliates need guidance or have questions about this Policy, they **SHOULD** contact the (ABAC) Team at WP.Antibribery.Anticorruption.team@Worldpay.com or the Chief Compliance Officer at Corporate.Compliance@Worldpay.com. If they do not have Internet access, they **MAY** send their concerns to:

Worldpay Anti-Bribery & Anti-Corruption Governance
c/o Chief Compliance Officer
Worldpay, Inc.
The Walbrook Building
25 Walbrook, London

EC4N 8AF

Nothing in this Policy prohibits any whistleblower from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the U.S. Department of Justice, the U.S. Securities and Exchange Commission or various non-U.S. country equivalents, or making other disclosures that are protected under the whistleblower provisions of any applicable law or regulation. Whistleblowers are **NOT REQUIRED** to notify the company that they have made such reports or disclosures or obtain authorization from the Company to make such reports or disclosures.

01.02.02 Standard for Compliance with Anti-Corruption Laws

The purpose of this Standard for Compliance with Anti-Corruption Laws ("Standard") is to establish standards for behavior to reduce the risk of the Company from violating applicable laws relating to bribery and corruption, including but not limited to the Foreign Corrupt Practices Act (US) ("FCPA"), Foreign Extortion Prevention Act (US) ("FEPA"), and the Bribery Act (UK) (referred to in this Policy as "Anti-Corruption Laws").

01.02.02.01 Summary of Anti-Corruption Laws

Anti-Corruption Laws generally make it illegal to bribe any person, including but not limited to business people and government officials, in order to obtain or retain business or to secure any improper advantage. In addition, it is illegal for any foreign official, any person acting in an unofficial capacity for or on behalf of a foreign official, senior foreign official or person selected to be a foreign official to corruptly demand, seek, receive, accept, **or** agree to receive, accept, directly or indirectly, anything of value personally or for any other person or nongovernmental entity, by making use of the mails or any means or instrumentality of interstate commerce.

For purposes of this Policy, a "government official" means:

- any officer or employee of a state, local or federal government
- Any official or employee of a foreign government or any department, agency
- Any senior foreign political figure
- or any department, agency or instrumentality thereof (which includes a government-owned or government-controlled state enterprise)
- or of a "public international organization," which includes such organizations as the World Bank, the International Finance Corporation, the International Monetary Fund, and the Inter-American Development Bank
- any person acting in an official or unofficial capacity for or on behalf of a government or government-owned entity or public international organization,
- any political party or party official, or any candidate for political office - thus, government officials include not only elected officials, but also consultants who hold government positions
- employees of companies owned or controlled by governments, political party officials and others.

01.02.02.02 Forms of Bribery or Corruption

Anti-Corruption Laws prohibit both direct and indirect bribes.

A bribe is anything of value given to an individual or their family member in an attempt to affect a person's actions or decisions in order to gain or retain a business advantage. Bribery and corruption can take many forms, including but not limited to cash or Business Gifts, inflated commissions, securing a job opportunity or school admission, fake consultancy agreements, unauthorized rebates, or political or charitable donations.

Also, common business practices if abused can be construed as bribes. For example, excessive or inappropriate entertainment, paying for the travel of spouses or family members, or inappropriate non-business related travel. In some cases, the offering of inducements is unlawful, even if the inducement is not accepted. Giving, offering, requesting and receiving a bribe are all forms of corruption. For further information, please review the Worldpay Business Gifts and Entertainment Policy.

The Foreign Extortion Prevention Law (US) ("FEPA") prohibits official and unofficial foreign officials from demanding, seeking, receiving, accept or agree to receive (directly or indirectly) anything of value personally or for any person or nongovernmental entity in return for:

- being influenced in the performance of any official act; or
- being induced to do or omit to do any act in violation of the official duty of such official (or unofficial) foreign persons; or
- conferring any improper advantage

in connection with obtaining or retaining business for or with, directing business to any person

01.02.02.03 Record-Keeping, Accounting, and Payment Practices

The record-keeping provisions of Anti-Corruption Laws **REQUIRE** the Company to keep its books, records and accounts in reasonable detail, accurately, and such that they fairly reflect all transactions and dispositions of assets.

Thus, Anti-Corruption Laws prohibit the mischaracterization or omission of any transaction on a company's books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission. Keeping detailed, accurate descriptions of all payments and expenses is crucial for compliance purposes.

Accordingly, employees and contractors **MUST** follow applicable standards, principles, laws and Company practices for accounting and financial reporting. In particular, employees and contractors **MUST** be timely and complete when preparing all reports and records **REQUIRED** by management. Prior to paying or authorizing a payment on behalf of the Company to or for the benefit of any person or entity, and in particular a government official, employees and contractors **SHOULD** be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. Employees and contractors **MAY NOT** create an undisclosed or unrecorded account of the Company for any purpose. False or artificial entries **MAY NOT** be made in the books and records of the Company for any reason. Finally, personal or Third-Party funds **MAY NOT** be used to accomplish what is otherwise prohibited by Company policy.

01.02.02.04 Risk Assessment

Annually, the Company conducts a Risk Assessment that is designed to assess the nature and extent of the inherent risks related to bribery and corruption to which the Company is exposed, and the effectiveness of controls designed to mitigate those risks. Some areas of the business **MAY** be more susceptible to acts of corruption and therefore pose a higher risk. Risk Assessment considerations include, but are not limited to:

- Countries the business conducts business in or plans to conduct business in
- Government or government-controlled clients
- Third parties and their corresponding business models, i.e., reseller, distributor, referral agent, etc.
- Gifts/Hospitality/Entertainment provided to government officials

The business **MUST** comply with ABAC's annual Risk Assessment by providing the requested information in a timely manner. The output of the Risk Assessment is shared with Senior Management to ensure appropriate actions are taken to mitigate areas of concern.

01.02.02.05 Due Diligence and Selection of Third Parties and Business Partners

The Company frequently comes into contact with government officials and business people while attempting to secure or renew business opportunities. The manner in which the Company **MAY** obtain or retain business, whether through:

- (a) submission of a winning bid;
- (b) direct negotiation with a prospective client;
- (c) joining an existing concession;
- (d) negotiating a joint venture; or
- (e) engaging a Third Party as an agent or reseller,

will often create an environment in which the risk of bribery or other corrupt behavior is increased. The Company is dedicated to the dynamic and profitable expansion of its operations worldwide. The Company **SHALL** compete for all business opportunities vigorously, fairly, ethically, and legally, and **SHALL** negotiate contracts in a fair and open manner. Regardless of any pressure exerted by local custom in a particular region, the Company **SHALL** conduct business using only legal and ethical means.

The Company **MAY** be liable for improper payments made by its agents or other business associates. Accordingly, corrupt behavior is not excused by inserting a Third Party between the Company and the prospective client or government official. Nor is the Company excused where such behavior was not sanctioned by the Company, but it knew or **SHOULD** have known that the agent or business associate it employed was likely to engage in such activity based on readily available information. Thus, the Company's Anti-Bribery Anti-Corruption Policy and Standards **MUST** extend to the activities of the Company's agents, consultants, representatives and business partners, particularly those third parties (individually "Third Party" and collectively "Third Parties") that are in a position to violate Anti-Corruption Laws. The Company **SHOULD** be careful to avoid situations involving Third Parties that might lead to a violation of Anti-Corruption Laws. Therefore, prior to entering into an arrangement with any Third Party who **MAY** act on behalf of the Company will perform a due diligence investigation and obtain assurances of compliance with the provisions of Anti-Corruption Laws. **It is important to note that the responsibility for the initiation of this process lies with the sales representatives or the business manager for the region in which the Third Party will be engaged.** For specific requirements regarding engaging Third Parties, see the Worldpay Standard for Engagement of Third-Party Agents within this Policy.

The Company's procedures are designed such that employees and contractors will exercise due care to refrain from delegating substantial discretionary authority to individuals, within or outside the Company, who an employee or contractor knows or **SHOULD** know through the exercise of reasonable due diligence, **MAY** engage in illegal activities. Company employees and contractors **MUST** follow the Company's requirements governing investigating, pre-qualifying, certifying and entering into agreements with Third Parties who will act on behalf of the Company in transactions. A Third Party **MAY** be selected only after careful consideration of appropriate information. The Third Party **MUST** agree to appropriate monitoring and audit procedures by the Company or its designee.

In the event the Company merges with or acquires another company, the Company will review and evaluate all existing Third-Party relationships with the acquired or merging company to bring about prompt compliance of the merged or acquired company with this Policy, the Anti-Corruption Standards and the requirements of Anti-Corruption Laws. In some cases, it **MAY** be determined that the acquired company's due diligence and approval procedures regarding Third Parties were sufficiently robust and similar to those of Worldpay that exceptions to this Policy **MAY** be approved by the ABAC Team to permit continuation of relationships with Third Parties as previously approved by the acquired or merged entity where doing so is determined by the ABAC Team to be appropriate.

All contracts and contract renewals within the scope of the Anti-Corruption Laws with Third Parties will contain:

1. Provisions that represent that the parties have not engaged in and will not engage in activities which violate applicable Anti-Corruption Laws
1. An agreement that the Third Party **SHALL** provide the Company with audit rights and
2. Termination if there is violation of such undertakings, representations, or agreements.

Any exceptions to such requirements **MUST** be approved by the ABAC Team.

Further, the Company **MAY** request that a Third Party's personnel involved in the business activities submit to a reasonable level of remote access anti-bribery/ anti-corruption training. Such training will be provided at the Company's cost but is not chargeable by the Third Party for the time required to undertake the training. In addition, the Company may require an annual certification by the Third Party of its compliance with all applicable anti-bribery and anti-corruption laws, as appropriate. In some instances, a Third Party may have their own anti-bribery/anti-corruption training in addition to an established compliance program and comparable policies. The ABAC Team has the discretion to exempt such Third Parties from training and/or certification, if applicable on a case-by-case basis.

Failure to follow the Company's requirements regarding Third Parties **MAY** subject an employee or contractor to disciplinary action up to and including termination, and potential criminal sanctions.

01.02.02.06 Penalties

Anti-Corruption Laws are generally criminal statutes, and impose severe civil fines, criminal sanctions, and liability on individuals and corporations that fail to comply with their provisions.

The Company is prohibited by the FCPA or by FEPA from indemnifying employees, contractors, or other individuals acting on the Company's behalf from any personally-imposed fines.

In addition to civil and criminal penalties, a person or company that violates the FEPA or the FCPA **MAY** be precluded from doing business with the U.S. Government. Other penalties include denial of export licenses and debarment from programs under the Commodity Futures Trading Commission and the Overseas Private Investment Corporation.

In addition to criminal or civil sanctions by government agencies, violations of Anti-Corruption Laws and/or this Policy will also result in discipline by the Company that **MAY** include termination of employment.

01.02.02.07 Worldpay Anti-Bribery and Anti-Corruption (ABAC) Oversight Team

The Company has established and will maintain an Anti-Bribery Anti-Corruption Oversight Team ("Team"). The Team is comprised of the Company's Chief Compliance Officer and such other Worldpay employees. The Team **MUST** oversee this policy, its standards and procedures. The Team **SHALL** adopt and enforce monitoring and auditing systems reasonably designed to monitor conduct of the Company's employees, contractors and any person or company, including the authority to retain outside counsel, investigators, and independent auditors to conduct investigations and audits. In addition, the Team **MAY** modify the procedures adopted pursuant to the Policy and **MAY** make modifications or grant exceptions to the Policy as determined reasonably appropriate.

Additionally, the Team supervises and reviews:

- (i) all existing Third Parties for purposes of business development.
- (ii) the retention of any new person or company for purposes of business development.

The Team **SHALL** review the adequacy of the due diligence performed in connection with the selection of the Third Party, any subsequent due diligence relating to the continued suitability of the person/company, and any due diligence in connection with the proposed retention of those relationships for purpose of further business development. The due diligences conducted to verify that this oversight is effective will be maintained on the ABAC SharePoint site.

01.02.03 Standard for Engagement with Third-Party Agents

The purpose of this Standard for Engagement of Third-Party Agents ("Standard") is to establish approval levels and an implementation process to reduce the risk of the Company in engaging a Third party who is likely to provide an improper inducement in violation of applicable U.S. and international anti-bribery or anti-corruption laws (collectively, "Anti-Corruption Laws").

01.02.03.01 Scope of Standard

This Standard applies to any engagement by the Company, directly or indirectly, of any Third Party who will interact with prospective clients or government officials on behalf of the Company anywhere in the world.

Examples of the selected international Third Parties the Team reviews include, but are not limited to:

- Any partner
- Agent
- Reseller
- Distributor
- Individual or entity that presents or sells, or facilitates a sale, of products or services to clients
- Anyone who is in a position to influence a buying decision by clients for Worldpay products or services
- Introducer or referral partner
- Prime contractor
- Individual or entity that interacts with government officials on behalf of Worldpay
- Individual or entity that has or is believed to have participated in corrupt payments
- Individual or entity that helps Worldpay obtain licenses or permits
- Custom House Agent (CHA)
- Individual or entity that assists with the collection of amounts due from the government or quasi-government entities
- Individual or entity that assists with the planning of events in China
- Charity
- Sponsorship
- Trade Associations

It is understood that there are other Company policies or guidelines governing the engagement of Third Parties. In regards to the hiring of Third Parties who **MAY** interact with prospective clients or government officials on behalf of the Company, this Standard **SHALL** control. Questions **MUST** be referred to the ABAC Team via wp.antibribery.anticorruption.team@worldpay.com or Corporate.Compliance@Worldpay.com.

01.02.03.02 Background

As previously discussed above, Anti-Corruption Laws prohibit payments of anything of value directly or indirectly to an individual or entity to secure an improper business advantage or otherwise to obtain or retain business. The Company, its employees, contractors, and affiliates **MAY** be liable for inappropriate payments made by a Third Party (such as a distributor, subcontractor, consultant, agent, or joint venture partner) of anything of value to any person, even if the Company does not actually know of the payment.

In addition, Anti-Corruption Laws in some instances **MAY** restrict the Company's ability to do business directly with government officials or with private companies wholly or partly owned by a government official, or in which a government official has a beneficial interest. For example, granting a contract, particularly one on favorable terms, to a company in which a government official holds an ownership interest could be viewed as a prohibited payment under Anti-Corruption Laws.

Third Party interactions with government officials on behalf of the Company can occur in a wide variety of activities including bidding for or performing prime or subcontractor services under government contracts and contracts with government-owned entities, and business development with government-owned or controlled entities.

It is important to note that while the FCPA concentrates on illegal payments to government officials, many applicable Anti-Corruption Laws are wider in scope and prohibit illegal payments to any person or entity. Worldpay is subject to both the FCPA, FEPA and other applicable Anti-Corruption Laws including but not limited to the UK Bribery Act.

Two of the most important steps the Company can take to protect itself from liability for improper payments made by Third Parties who interact with prospective clients or government officials are:

- choose carefully its business partners, agents, consultants and other Third Parties and to identify in advance any concerns that a proposed relationship **MAY** raise. This includes determining if a person with a history of bribery or corruption of a government official maintains an ownership or other beneficial interest in the person or company. Thus, the Company is issuing this Standard and implementing a process to protect itself from high-risk relationships and potential legal violations arising from any Third Party actions; and
- be aware that it is quite common to have government involvement in international financial institutions and other traditional Worldpay clients, and so it is not appropriate to assume otherwise without investigating.

It is against Company policy and many Anti-Corruption Laws to bribe any businessperson, directly or indirectly, regardless of whether the person is a government official. Employees and contractors **MUST NOT** violate any such laws or engage any Third Party agents that **MAY** violate such laws. Employees and contractors responsible for the engagement of Third Parties **SHOULD** use the procedures outlined in this Standard. If an employee or contractor has any questions about the application of the anti-bribery provisions in general, or the use of these Standard requirements, then they **SHOULD** consult with the ABAC Team at WP.Antibribery.Anticorruption.team@Worldpay.com or Corporate.Compliance@Worldpay.com.

01.02.03.03 When is Approval Required?

This Standard requires that each Third Party, person or company, be approved prior to entering into any agreement under which the Company is engaging a Third Party to act on its behalf in relation to a prospective client or government official. All such Third Parties **MUST** be approved first by the Managing Director of the appropriate international region or the equivalent of the relevant business group and finally by the Team. To assist in determining if a Third Party **SHOULD** be reviewed by the ABAC Team, please consult the ABAC Team. If a review is deemed necessary, contact the ABAC Team at WP.Antibribery.Anticorruption.team@Worldpay.com or create a new submission in the "Third-Party Assessment Application in Archer to begin the process. All such approvals **SHALL** be made in writing. (Will insert a link to the FAQ page once created)

Please note, the Team has the discretion to review any business transactions the Company is proposing to directly enter into with government officials or companies wholly or partly owned by a government official, or a close relative of an official. Any transactions with a government official with responsibility for decisions specifically affecting the Company, or with any

*high-ranking government official (e.g. cabinet member, minister, or top official in a state-owned company) **MUST** also be approved in advance by the Team.*

01.02.03.04 Procedures for Obtaining Approval of Third Parties

An employee or contractor wishing to engage a Third Party subject to this Standard **MUST**, in coordination with the relevant regional Managing Director or the equivalent of the relevant business group and the Team, conduct a due diligence review and background check on the Third Party.

To facilitate these and promote consistency in their content, the Company has established an approval process that requires submission of certain documents. Employees and contractors **MAY** refer to the ABAC Third-Party Submission Instructional Cover Sheet form located in the [Anti-Bribery and Anti-Corruption Hub](#) for submission guidance. Prior to the initiation of the Team's approval process, the following documentation **MUST** be submitted to the Team for the **RECOMMENDED** Third-Party.

- A completed Third-Party Questionnaire with supporting documentation
- A completed Report on Third-Party Candidate with supporting documentation, reviewed and approved by the Managing Director of the appropriate international region or the equivalent of the relevant business group
- A non-disclosure agreement or equivalent protection, at the discretion of the Team and
- A fully negotiated, non-executed agreement with the Third Party that includes the Standard Contractual Clauses for Third-Party Agreements

Required Document	Description	Document Location
Third-Party Questionnaire	A form intended to capture the type of information REQUIRED to evaluate the fitness of the proposed Third Party, and it is to be completed by the Third Party.	Third-Party Assessment Application in Archer <u>Worldpay Third Party Questionnaire</u>
Report on Third-Party Candidate	This form is to be completed by the employee or contractor proposing the retention of the Third Party and approved by the relevant Regional Managing Director or the equivalent of the relevant business group.	Third-Party Assessment Application in Archer <u>Worldpay Report on Third Party Candidate</u>
Standard Contractual Clauses for Third-Party Agreements	Standard anti-corruption and audit provisions that need to be included in the unsigned business agreement between Worldpay and the Third Party (for example, referral partnership agreements, etc.) The unsigned fully negotiated draft agreement MUST be included in the submission.	Provisions Available in the Anti-Bribery and Anti-Corruption Hub

		<u>ABAC Clauses for Third-Party Agreements</u>
Non-Disclosure Agreement	The Third Party MUST execute and return to the Company the non-disclosure agreement prior to the disclosure of any Company confidential information to the Third Party. In certain instances, the Team MAY waive this requirement if there is a previously executed agreement with contains confidentiality provisions consistent with the Non-Disclosure Agreement.	<u>Worldpay LLC NDA</u>
Third-Party Annual Certification	The Third Party MUST execute and return this form on an annual basis during the approval period. The Team and/or MAY waive this requirement as well as anti-corruption training if the Team and/or determines that sufficient documentation of the Third Party's own anti-corruption policies, training, and practices exists.	Form Available in the Worldpay Anti-Bribery and Anti-Corruption Hub <u>Worldpay Third-Party Annual Certification</u>
Worldpay Policy Statement on Global Anti-Bribery and Anti-Corruption Prevention	This Policy Statement will be made available to the Third Party in connection with the Third Party Annual ABAC Certification through online completion. The Statement is Worldpay' expectations of the Third Party's conduct. Currently, the statement is available in English.	Form Available in the Worldpay Anti-Bribery and Anti-Corruption Hub <u>Worldpay ABAC Policy Statement</u>

Employees and contractors **MUST** log into Archer to submit the **REQUIRED** documentation accordingly. Archer Third-Party Assessment instructions are available in the. See the Line of Business User Manual and the Regional Manager User Guide for further details.

Any Third Party engaged under the scope of this Standard **SHALL** be directed via the Third-Party Questionnaire, within the Certification portion, to review our ABAC Policy. Each Third Party **SHALL** agree as part of the terms of engagement to comply with the Worldpay Anti-Bribery and Anti-Corruption Policy. Approved Third Parties chosen to electronically sign an annual certification of the Worldpay Policy Statement on Global Anti-Bribery and Anti-Corruption Prevention will be provided this statement via a link to download the Statement when certifying.

No work **MAY** be completed by a Third Party until their approval has been secured in writing from the Team. The form of this writing is an approval email from ABAC Team. This approval email includes, if applicable:

- Directions to provide the name and email address of the Third Party employee who has the authority to electronically sign the Third-Party Compliance Annual Certification on the Third Party's behalf. The Third Party will provide, if required, the name(s) and email address(es) of the individual(s) who is providing the services on behalf of Worldpay to the client to be assigned training.

If for some reason the electronic version of the certification and/or training is unavailable, a manual signature certification or manual training test can be completed and recorded. Entities that have been approved by the -Team will be asked to electronically sign the Certification of Compliance on request by the Company and will be **REQUIRED** to renew this Certification on an annual basis as long as the Third Party is approved. The ABAC Team **MAY** waive or modify this requirement if the ABAC Team determines that sufficient documentation of the Third Party's own anti-corruption policies and practices exist. In addition, the ABAC Team **and/or MAY** decide to waive the annual certification the year the Third Party is approved. Such waivers, if decided by the ABAC Team, will be communicated in the approval email relating to the Third Party.

All employees and contractors involved in the process are expected to act promptly so that the due diligence process will not delay business negotiations and operations. The Team will act as pragmatically as possible to ensure that the Company is sufficiently protected and that the negotiations are not unduly delayed.

Any unresolved issue regarding the legal or business risks of retaining a particular Third Party hereunder **SHALL** be addressed in coordination with the relevant Managing Director of the international region or the equivalent of the relevant business group, and if necessary the Company's Chief Compliance Officer or, ultimately, the -Team.

In addition to this **REQUIRED** documentation, the Team **MAY** consult counsel to confirm the consistency of any proposed agreement with all applicable laws, including any applicable anti-corruption laws and, in the case of transacting with a government official (or a company in which a government official has an ownership or other beneficial interest), any local laws restricting government officials from engaging in commercial activities. At the discretion of the -Team, in consultation with the Chief Legal Officer or his or her designee, the Team **MAY** also consult counsel for advice regarding any risks posed by the proposed agreement under Anti-Corruption Laws.

The -Team **SHALL** have the discretion to require more or less in the way of disclosure during the above approval process, depending on the circumstances in each case and taking into account:

- the country or region in which the Third Party resides or will be doing business
- the nature of the business that the Third Party will be undertaking on behalf of the Company
- whether the Third Party is a wholly owned subsidiary of a company which is itself subject to the FCPA, FEPA, or the Bribery Act (UK)
- whether the Third Party has sufficient anti-corruption processes in place
- whether there are sufficient contractual safeguards in place
- and whether there is credible preliminary evidence to suggest that the Third Party at issue and its proposed clients do not represent a significant risk of corruption or bribery and that further submission materials are not required.

If the employee or contractor involved in the engagement obtained approval of the Third Party from the -Team in the past, resubmission to the Team is only **REQUIRED** if the approval has expired or the employee or contractor has knowledge or reason to believe the Third Party has participated in corrupt payments since the last approval by the -Team.

In addition, if the approval email specifies the approval is only valid for the activity described in the submission, then any new activity **MUST** be presented to the Team with a new Report on the Third-Party Candidate describing the new activity, together with the proposed unsigned negotiated new contract containing the Standard Contractual Clauses for Third-Party Agreements.

01.02.03.05 Procedures for Obtaining Reapproval of Previously Approved Third Parties

Worldpay is committed to maintain the highest standards of business conduct and ethics worldwide and is why the Team routinely reviews approved Third Parties. The review validity period will be communicated in the Third Party's approval email from the Team. The review period is typically three years (36 months), but **MAY** be less as directed by the Team. In addition, the Team **MAY** choose to periodically review any approved Third Party at their discretion, and **MAY** therefore change the approval expiration date at any time. The review package is typically sent to the approved Third Party within sixty (60) days or less before the approval expiration date. A [WP Third Party Submission Instruction Cover Sheet](#)

form is available in the Anti-Bribery and Anti-Corruption Hub [Anti-Bribery and Anti-Corruption Hub](#).

The following documents **MUST** be returned to Worldpay to be reviewed by the -Team before the Third Party's approval expiration date:

- ABAC Approved Third-Party Review; and
- A copy of the signed agreement with the Third Party

Employees and contractors **MUST** log into Archer to submit the **REQUIRED** reapproval documentation accordingly. Archer [" Third-Party Assessment instructions are available in the Worldpay Anti-Bribery and Anti-Corruption Hub \[Anti-Bribery and Anti-Corruption Hub\]\(#\). See the \[Line of Business User Guide\]\(#\) for further details.](#)

Work **MUST NOT** continue by the Third Party past the approval expiration date unless the renewed approval of the Third Party has been secured in writing from the -Team. An extension **MAY** be permitted by the ABAC Team if the reapproval process is still active and underway.

Required Document	Description	Document Location
ABAC Approved Third-Party Review	New questionnaire to be filled out by the Third Party to update information.	" Third-Party Assessment Application in Archer ABAC Prior Approved Third-Party Review
Standard Contractual Clauses for Third-Party Agreements	Standard anti-corruption and audit provisions SHOULD be included in the signed business agreement between Worldpay and the Third Party. If not, an amendment MUST be executed to include such. The signed business agreement MUST be included in the submission.	Provisions Available: The Worldpay Anti-bribery and Anti-Corruption Hub ABAC Clauses for Third-Party Agreements
Third-Party Annual ABAC Certification	The Third Party MUST execute and return this form on an annual basis during the approval period. The ABAC Team and/or MAY waive this requirement if the ABAC Team determines that sufficient documentation of the Third Party's own anti-corruption policies, training, and practices exists. This form MAY be assigned and completed by the Third Party electronically, or completed	Form Available: The Worldpay Anti-bribery and Anti-Corruption Hub Worldpay Third-Party Annual Certification

	manually with the completion recorded in the Reg-U Sparx training system.	
Worldpay Policy Statement on Global Anti-Bribery and Anti-Corruption Prevention	This Policy Statement will be made available to the Third Party in connection with the Third Party Annual ABAC Certification. It can be provided either manually or made available to the Third Party to download when they electronically signs the annual ABAC Certification on the Reg-U system. The Statement is Worldpay' expectations of the Third Party's conduct. Currently, the statement is available in English.	Form Available: The Worldpay Anti-bribery and Anti-Corruption Hub <u>Worldpay ABAC Policy Statement</u>

01.02.03.06 Third-Party Process Exceptions

The Team **MAY** grant exceptions to the requirements for the documentation **REQUIRED** to be submitted pursuant to this Standard. All such exceptions will be documented in writing.

No exceptions **SHALL** be granted for the requirement that all Third Parties subject to this Standard be approved by the relevant regional Managing Director or the equivalent of the relevant business group and the Team .
