



Supersedes Date: April 6, 2022

Statement by President and Chief Executive Officer

Dear Associates,

ADP has a long and proud tradition of conducting business in accordance with the highest ethical standards and in full compliance with both the letter and spirit of all applicable laws. The Code of Business Conduct & Ethics and the Anti-Bribery Policy were developed under the supervision of ADP's Board of Directors to provide clear guidance to all ADP associates and to ensure a consistent approach to business practices throughout ADP's expanding worldwide operations. The current versions of the Code and Anti-Bribery Policy and Frequently Asked Questions for both can be found on the Associate Portal at <https://myadp.adpcorp.com/> by following the links for Our Company / Policies & Guidelines / Ethics, Legal Compliance, or the Quick Link to Compliance and Ethics.

ADP's Board of Directors, and I personally, are fully committed to conducting ADP's business with the highest level of integrity and we expect your strict adherence to the Code of Business Conduct & Ethics, the Anti-Bribery Policy and the law. There is zero tolerance of non-compliance and/or retaliation. Any violations will result in swift progressive discipline, including possible termination of employment from ADP.

I'd like to take this opportunity to remind all leaders in ADP that they have the extra responsibility of setting a clear example by treating associates, clients, prospects, vendors and competitors with honesty and respect, and by always following our policies and the law.

Please read the Code and Anti-Bribery Policy carefully as they include many important provisions. They also provide you with information regarding when and how to report any suspected violations. Your calls and written communications will always be dealt with confidentially and there will never be retaliation when a matter is brought forth in good faith.

Thank you for your commitment to comply unequivocally with the highest standards of integrity and business ethics.

Sincerely,

Maria Black
President and CEO



ADP Anti-Bribery Policy

I. Policy Statement

ADP maintains an Anti-Bribery Policy prohibiting any improper or unethical payment to government officials or a party to a private commercial transaction anywhere in the world by any ADP officer or associate (together, simply "ADP Associates"), or Agent (as defined below) of ADP. This Anti-Bribery Policy is designed to comply with the requirements of the U.S. Foreign Corrupt Practices Act (the "FCPA"), the U.K. Bribery Act 2010 (the "U.K. Bribery Act") and the anti-bribery laws of those other jurisdictions in which we do business. These laws generally prohibit bribes, kickbacks, or illegal payments to influence business transactions and require ADP to maintain accurate books and records and a system of internal controls.

II. Policy Purpose

- **No ADP Associate or Agent, consultant, representative, contractor, or anyone acting on behalf of ADP (collectively "Agent") has the authority to offer, promise, give, or authorize payments of money or anything else of value, whether directly or indirectly, to a government official or a participant in a private commercial transaction to improperly induce that person to affect any act or decision, to do or omit to do any act in violation of their duty, or to secure an improper advantage in a manner that will assist ADP or any of its subsidiaries or divisions, or any of its Associates, agents, or anyone else to obtain or retain business ("Prohibited Payments").**
- **Every ADP associate and agent has the obligation to record accurately and fairly all of their transactions involving any expense of ADP or any other transaction involving the disposal or transfer of ADP assets, including submitting and keeping accurate supporting documentation.**

In addition to direct payments of money, other examples of Prohibited Payments include the following made at the direction, or for the benefit, of a government official or a commercial business partner:

- gifts, or travel, meals, entertainment or other hospitality expenses;
- contributions to any political party, campaign, candidate for office or party official;
- employment, whether paid or unpaid (e.g., internships); or
- charitable contributions and sponsorships.

Facilitating payments are not authorized by this Policy. These are payments of small amounts to a government employee to expedite or secure performance of a routine, non-discretionary governmental action, such as obtaining visas, permits and licenses, police protection or utility services in a foreign country. This Policy does not prohibit payments of official fees, which are standard, published fees available to parties and paid to governmental offices or agencies (rather than directly to government employees) in order to obtain non-discretionary governmental actions, such as legitimate filing fees.



III. Policy Scope

The Anti-Bribery Policy extends to ADP's operations anywhere in the world, including all subsidiaries divisions, or Agents, as well as to any joint venture, consortium or other business enterprise in which ADP is a participant. The Anti-Bribery Policy is applicable to ADP associates and Agents in performing ADP's business, as well as in connection with any corporate and business unit programs, events, campaigns and other initiatives.

A. Penalties

Violations by any ADP associate of anti-bribery laws or this Policy will result in progressive discipline, up to and including possible termination of such associate's employment or an Agent's contract with ADP.

Violations by any ADP associate or agent can also result in severe penalties for both ADP and such individuals. For example, individuals can receive five years of imprisonment and a \$250,000 fine for each violation of the anti-bribery provisions of the FCPA, and 20 years imprisonment and a \$5 million fine for each violation of the record keeping provisions of the FCPA. Under the U.K. Bribery Act, bribery and corruption are punishable for individuals by up to ten years' imprisonment and companies could face an unlimited fine.

The law specifically prohibits a company from reimbursing an officer, director, stockholder, employee, agent, or any other person for fines imposed for violations of the FCPA, so any fines for violations for which you are responsible will be paid from your personal assets. In addition, ADP will cooperate fully with law enforcement authorities in the investigation and prosecution of alleged violations of anti-bribery laws.

B. Gifts, Travel, Entertainment and Other Expenses

Government Officials

This policy prohibits making, authorizing, or offering Prohibited Payments to any person, but special care must be taken when dealing with government officials.

ADP permits ADP logo items (such as ADP logo pen and pencil sets, shirts, hats and other similar items) to be given to government officials as modest gifts in the ordinary course of business, provided that:

- such gifts do not exceed U.S. \$25 in value;
- only one such item per calendar year may be given to any single government official;
- presenting any such gift will be in conformity with the written laws of the country in which the gift has been made; and
- the associate presenting such gift makes an immediate written report to such associate's business unit CFO.

ADP also permits the provision of reasonable travel expenses, meals and entertainment which are legitimately related to tours of ADP's facilities, training in the use of ADP's products and services, or otherwise related

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directly to ADP's promotion of its products and services, provided such travel arrangements, meals and entertainment are not extravagant and otherwise conform to the limitations in this Policy and to the laws and customs (as recognized by the written local law or a published judicial decision) of the country in which the expenditures are incurred.

Before providing, directly or indirectly, any such travel arrangements, meals or entertainment to a government official, you must first obtain written permission from your business unit CFO and from the Anti-Bribery Committee.

It will never be acceptable to offer, authorize, or give any gift or incur any expense in expectation of receiving something in return or if the recipient may believe he or she owes something in return (quid pro quo).

Government officials not only include high-ranking officials who have been elected or appointed but also include every employee or person acting in an official capacity regardless of seniority. Government officials encompass a wide range of people but generally include:

- officers and employees of any government, or a government department, agency, bureau, authority, instrumentality or public international organization;
- persons acting in an official capacity on behalf of a government;
- employees of entities that are owned or controlled by a government, including government owned or government-controlled businesses, also sometimes referred to as state-owned enterprises;
- candidates for political office;
- a member of a royal family;
- a member of a legislative body or their staff
- a member of the judiciary or their staff;
- a political party official, or the political party itself; or
- an employee of a public university or hospital.

The U.S. Department of Justice and the U.S. Securities and Exchange Commission have adopted a very broad interpretation of what constitutes an instrumentality of a foreign government which may include entities that do not appear primarily to serve an obvious government function, and all of whose employees would then be considered governmental officials. For purposes of this Policy, any entity with significant governmental ownership or influence shall be viewed as an instrumentality of a foreign government.

Some international organizations can be considered governmental organizations and their employees and agents are considered governmental officials.

Commercial Partners

Other than for gifts with a value of no more than U.S. \$50 given or received in the normal course of business, neither you nor your relatives may give gifts to, or receive gifts from, ADP's current or prospective clients, vendors or any other commercial partners. Presenting or accepting any other gifts to or from private commercial parties requires prior written approval from your business unit CFO and from the Anti-Bribery Committee.



ADP permits accepting or providing proportionate and reasonable expenditures for travel, meals and entertainment that are legitimately designed to show appreciation to existing business partners, and/or to present products and services to, or establish cordial business relations with existing or prospective business partners, provided that such travel arrangements, meals and entertainment:

- are not excessive and always appropriate to the nature of the business relationship with, and the seniority of, the recipient;
- conform to the laws and customs (as recognized by the written local law or a published judicial decision) of the country in which the expenditures are incurred, as well as the policies, rules or codes of conduct of the recipient;
- do not place the recipient under an obligation or expectation to confer any business advantage in return for such expenditure (quid pro quo), or create an impression that the recipient's independence will be affected; and
- occur only occasionally.

Before providing or accepting, directly or indirectly, any travel arrangements, meals or entertainment which are reasonably valued at more than U.S. \$250 for each recipient, you must first obtain written permission from your business unit CFO and from the Anti-Bribery Committee. Since the level of appropriate expenditures may vary significantly from country to country, CFOs of local business units are authorized to adopt lower expenditure limits for their respective jurisdictions.

It is crucial that entertainment should not be given or received on such a scale that it forms an inducement to enter into a business transaction or arrangement which would not otherwise be undertaken, or to improperly influence such a transaction or arrangement. Nor should entertainment be offered, given, or received if it might adversely impact the business or professional reputation of the giver or the recipient. Moreover, in no event may any gift or hospitality cause any other provision of this Policy or any provision of the Code of Business Conduct & Ethics to be violated or put ADP or you in a position that may cause embarrassment.

Recordkeeping

Any gift, entertainment or hospitality given must be accurately recorded by the associate incurring the expense utilizing ADP's current expense management system(s) and supported by legitimate documents such as invoices or receipts consistent with ADP accounting policies. No expenditure may be made with the express or implied agreement that it is to be used for any purpose other than as described by the records reflecting the expenditure.

C. Third Parties' Compliance with ADP's Anti-Bribery Policy

ADP's obligation of ethical and legal behavior includes and encompasses the activities of ADP's agents, and business partners (including joint venture partners). ADP may be held accountable for the actions of third parties doing business in any market on behalf of ADP, so every associate, Agent and business partner must remain vigilant to ensure such third party's actions are consistent with this Policy. Willful



ignorance of facts or circumstances which make it likely that bribery could be occurring will be a violation of this Policy and may amount to a violation of anti-bribery laws.

Before establishing a relationship with any third party to represent ADP in any marketplace, sufficient due diligence must be performed to determine that the third party's commitment to ethical business practices is consistent with ADP's high standards, this Policy and the ADP Vendor Code of Conduct. Any arrangement with such third party should include proper contractual provisions and monitoring procedures to ensure compliance with anti-bribery laws and consistency with ADP's Anti-Bribery Policy.

Particular care should be taken in any instance where the third party has interactions with government officials in the performance of its services on behalf of ADP. Areas of due diligence inquiry, as well as appropriate contractual provisions to include in any agreement with these third parties, are available [here](#).

D. Red Flags

Among many other situations, the following situations, whether or not involving a government official, could expose ADP and the individuals involved to a risk of a violation of anti-bribery laws and/or the Code of Business Conduct & Ethics and this policy, and must be reported as set forth below:

- Requests or demands for a bribe.
- Requests from a third party for ADP to make payments (or portion of a payment) on behalf of the third party to someone else.
- Requests or suggestions that ADP make a charitable donation to a particular charity as a condition to any legitimate business purpose ADP is pursuing.
- Requests for employment, whether paid or unpaid (such as an internship), either on his or her own behalf or on behalf of another as a condition to any legitimate business purpose ADP is pursuing.
- A person with whom ADP is dealing has a reputation for receiving or giving questionable payments.
- A demand or strong suggestion that a particular local representative should be retained for any purpose or a request by a government official that ADP hire a particular person or contract with a particular company.
- A non-governmental person with whom ADP is dealing has a known family or other significant relationship with government officials.
- A request for an unusual or excessive payment, such as a request for over-invoicing, unusual up-front payments, or a request for payments to be made to a third party (or to a third country), to a foreign bank account, in cash or otherwise untraceable funds.
- A proposed agent or representative has little or no expertise or experience in the area (whether geographic, professional or otherwise) in which it will represent ADP.
- A proposed agent or representative refuses to provide written assurances that he or she will not make any improper payments.
- A proposed agent or representative requests an unusually high commission.
- A proposed agent or representative fails to provide standard or accurate invoices.
- A potential governmental customer requests an unusual credit or rebate with or from ADP in return for its business.

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- Unusual bonuses, success fees, or other amounts paid to agents or representatives of ADP.
- ADP's operations are in, or it is transacting business with a person in, a country perceived to have high levels of corruption. (See Transparency International's annually updated "Corruption Perception Index": <https://www.transparency.org/en/cpi/2021>).

E. Reporting Violations

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow associates. If you are aware of or suspect misconduct, including a violation of any applicable law, you must report it to the appropriate level of management. You may also contact ADP Global Ethics, your local Human Resources team, the Legal Department or the Audit Committee of the Board of Directors (anonymously, if you wish, if allowed by local law):

- Contact the ADP Ethics Helpline by:

Direct phone: 1-973-974-7377 (Accessible from all locations)

Third-Party Helpline Provider, EthicsPoint, a NAVEX company:

Website: www.adp.ethicspoint.com (for web reports)

Toll-Free: A list of toll-free numbers by country with the applicable country code can be found on the Associate Portal at <https://myadp.adpcorp.com/> by following the links for Our Company / Policies & Guidelines / Ethics, Legal Compliance / Reporting Ethical Violations or on ADP's public website at: <https://www.adp.com/about-adp/corporate-social-responsibility/ethics/reporting-an-ethical-concern.aspx>

Email: send an email to adp.ethics.helpline@adp.com

Mail: send a detailed note, with relevant documents, to ADP, Mail Stop #E325, One ADP Boulevard, Roseland, New Jersey 07068; or

- Contact the ADP local Human Resources team where you are based; or
- Contact the ADP Legal Department by phone at 1-973-974-5865 and ask to speak to an attorney designated to handle ethics matters; or
- Contact the Audit Committee of ADP's Board of Directors by phone at 1-973-974-5770; sending a detailed note, with relevant documents, to ADP Board of Directors, Audit Committee, Mail Stop #E405, One ADP Boulevard, Roseland, New Jersey 07068; or sending an email to adp.audit.committee@adp.com.

Any reports that involve the Chief Executive Officer, President, Chief Financial Officer, Chief Administrative Officer, Chief Operating Officer or Chief Legal Officer of Automatic Data Processing, Inc. will be immediately communicated to the Chair of the Board of Directors and the Chair of the Audit Committee.

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Your reports, calls, detailed notes, emails and/or other messages will be dealt with confidentially, unless it is necessary to share such information in order to address the matter appropriately. Regardless, you have the commitment of ADP and of the Audit Committee of ADP's Board of Directors that if you made a report in good faith, you will be protected from retaliation. ADP has a strict anti-retaliation policy. Any person who retaliates against or threatens to retaliate against another for raising a concern or allegation regarding actual or potential misconduct will be subject to disciplinary action, up to and including termination.

Nothing in this Policy or any other ADP policy or agreement prohibits you from providing information to the U.S. Securities and Exchange Commission or any government agency in a manner contemplated by relevant law or regulation.

A failure to report known or suspected wrongdoing in connection with ADP's business of which an ADP associate or agent has knowledge may, by itself, subject that individual to disciplinary action up to and including termination of employment.

F. Administration of Anti-Bribery Policy

The Anti-Bribery Policy will be administered by ADP's Anti-Bribery Committee. The Anti-Bribery Committee will consist of the CFO and the Chief Legal Officer of ADP, or their respective designees. Any violations of the Anti-Bribery Policy will be reported to the Audit Committee of ADP's Board of Directors. The Anti-Bribery Committee will be supported by ADP's Internal Audit, Corporate Finance and Corporate Legal Departments. The process for submitting requests to the Anti-Bribery Committee is available on the Associate Portal at <https://myadp.adpcorp.com/> by following the links for Our Company / Policies & Guidelines / Ethics, Legal Compliance.

G. Further Information

The answers to frequently asked questions are available [here](#). Should you have any other questions about the Anti-Bribery Policy, please contact the ADP Ethics Helpline or Global Compliance at [Global Compliance GRC](#).

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