



# **Anti-bribery & Corruption Policy**

**Version 4.0**

**1/19/2017**

## Contents

Document Statement.....	3
Scope.....	3
1.0 Prohibition on Cash or Cash Equivalent Payments.....	3
2.0 Other Prohibited Payments.....	4
3.0 Penalties for Violations .....	5
4.0 Permitted Payments to Government Officials.....	5
5.0 Permitted Payments to and from Clients and Commercial Partners .....	6
6.0 Permitted Payments Involving Extortion or Duress.....	7
7.0 Charitable Contributions .....	8
8.0 Requests for Approvals of the Anti-Bribery Committee .....	8
9.0 Compliance.....	8
10.0 Recordkeeping Requirements .....	8
11.0 Duty to Cooperate .....	9
12.0 Reporting Violations .....	10
13.0 Administration of this Policy .....	11
14.0 Questions and Further Information .....	11



## Document Statement

CDK Global, Inc. (the “Company”) operates in a wide range of legal and business environments. We must conduct ourselves according to the highest standards of ethical conduct, and avoid even the appearance of impropriety by our directors, officers, and employees. In alignment with laws around the world, Company employees may not promise, offer, give, or authorize, directly or indirectly, a bribe or anything of value to any official, employee, or representative of a government or a government-owned or controlled entity; or to an employee of a client, potential client, or commercial partner in order to improperly influence any act or decision to obtain or retain business, or to secure any improper advantage for the Company.

The Company maintains this Anti-Bribery and Corruption Policy to aid in this commitment to integrity. This Policy contains information intended to prevent corruption and bribery from occurring in the Company’s activities. It explains the requirements and prohibitions that could be applied to the Company’s operations, including (but not limited to) the U.S. Foreign Corrupt Practices Act (the “FCPA”), the U.K. Bribery Act 2010, the Corruption of Foreign Public Officials Act of Canada, and the Criminal Law and the Anti-Unfair Competition Law of the People’s Republic of China.

## Scope

This Policy extends to the Company’s operations anywhere in the world, including its subsidiaries, divisions, and joint ventures or other business enterprises in which the Company is a participant. The Company’s obligation of ethical and legal behavior also applies to the activities of third parties doing business on behalf of the Company.

Before establishing a relationship with any third party to represent the Company in any marketplace where there is a risk of corruption or bribery, sufficient due diligence must be performed to determine that the third party’s commitment to ethical business practices is consistent with the Company’s high standards and this Policy. Any arrangement with such third party should include proper contractual provisions and monitoring procedures to ensure a compliance with the anti-corruption laws and this Policy.

### 1.0 Prohibition on Cash or Cash Equivalent Payments

---

Cash or cash equivalent (such as gift certificates, cash cards or vouchers) payments of any kind, other than documented petty cash and travel-related disbursements, are prohibited. Company checks shall not be written to “cash,” “bearer” or anyone other than the party entitled to payment.

## 2.0 Other Prohibited Payments

---

Under the FCPA and anti-corruption laws of other jurisdictions, it is illegal for any Company employee to bribe a foreign government official. Under these laws and this Policy, the following persons are considered “government officials”:

- Officers and employees of any government, department, agency, bureau, authority, or instrumentality, such as domestic and foreign agencies that issue motor vehicle registrations and titles;
- Persons acting in an official capacity on behalf of a government;
- Employees of entities that are owned or controlled by a government; and
- Candidates for political office.

The U.S. Department of Justice and the Securities and Exchange Commission have adopted a very broad interpretation of what constitutes an instrumentality of a foreign government. For purposes of this Policy, any entity with significant governmental ownership or influence shall be viewed as an instrumentality of a foreign government.

This Policy also prohibits bribery of government officials located in the U.S. and commercial bribery of clients, potential clients, and commercial partners anywhere in the world. It will never be acceptable to offer any gift or incur any expense in expectation of receiving something in return (quid pro quo).

Accordingly, under this Policy:

- No Company employee or agent has the authority to offer payments of money or anything else of value, whether directly or indirectly, to any government official, in the U.S. or elsewhere, to induce that official to affect any act or decision in a manner that will assist the Company to obtain or retain business or other benefit.
- No Company employee or agent has the authority to offer payments of money or anything else of value, whether directly or indirectly, to an employee of a client, potential client, or commercial partner in the U.S. or elsewhere, to induce that person to affect any act or decision in a manner that will assist the Company to obtain or retain business or other benefit.

In addition to direct payments of cash or cash equivalents, prohibited payments could consist of other things given to, or given for the benefit of, a government official or employee of a client, potential client or commercial partner:

- High value gifts, travel, meals, entertainment, or other hospitality expenses;
- Contributions to a political party, campaign or campaign official; or
- Charitable contributions and sponsorships.

Accordingly, these non-monetary payments are prohibited unless specifically permitted under this Policy.

The prohibition on bribes in this Policy extends to nominal payments made to low-level government officials, sometimes referred to as “facilitating payments.”

In addition, the FCPA and other anti-corruption laws treat political parties, campaigns, and candidates as government officials, therefore, no funds or other assets of the Company may be used to make contributions to any political party or candidate, or any independent expenditures on behalf of any political party or candidate, in any country or region, even where allowed by law. Guidelines with respect to political contributions are more fully set out in the CDK Global Code of Business Conduct and Ethics.

### 3.0 Penalties for Violations

---

Violations by any Company employee of the anti-corruption laws can result in severe penalties, including fines and imprisonment. For example, individuals can receive five years of imprisonment and a \$250,000 (USD) fine for each violation of the anti-bribery provisions of the FCPA. Under the UK Bribery Act, bribery and corruption is punishable for individuals by up to ten years imprisonment and companies could face an unlimited fine.

The FCPA specifically prohibits the Company from reimbursing an officer, director, employee, or agent for fines imposed for violations of the FCPA. Any fines for violations for which you are responsible will be paid from your personal assets.

Violations of this Policy will result in corrective action, including possible termination of employment with the Company.

### 4.0 Permitted Payments to Government Officials

---

Token gifts to government officials. The Company permits items of nominal value (such as Company 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 are not intended to induce the recipient to confer any business advantage in return;
- Such gifts do not exceed \$25 (USD) or ¥200 (RMB) in China per person in total cost to CDK, including any tax, shipping and other charges.
- Only two such items per calendar year 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 employee presenting such gift makes an immediate written report to such employee's business unit CFO.

Presenting any gift to a government official in excess of \$25 (USD) or ¥200 (RMB) in China per person in total cost to CDK, including any tax, shipping and other charges, or more than two items per calendar year to any single government official requires the prior written approval from the Anti-Bribery Committee.

Pre-Authorized travel expenses for government officials. The Company may permit reasonable expenditures for travel, meals, and entertainment expenses legitimately related to tours of the Company's facilities, training in the use of the Company's services, or that are otherwise directly related to the Company's promotion of its services. No payments of this type are permitted without the prior, written approval of the business unit CFO and Anti-Bribery Committee. No payments will be made for travel expenses of relatives of any government official.

## 5.0 Permitted Payments to and from Clients and Commercial Partners

---

Business-related gifts. Under this Policy, but subject to the CDK Global Code of Business Conduct and Ethics which shall prevail in all instances, Company employees may give gifts to, and receive gifts from, employees of the Company's current or prospective clients, vendors, or any commercial partners provided that the value of the gift does not exceed \$100 (USD) in total cost, including tax, shipping, and other charges.

Presenting or accepting any gift to or from a client, vendor, or commercial partner in excess of \$100 (USD) in total cost, including tax, shipping, and other charges, requires the prior written approval from the Anti-Bribery Committee.

Business-related entertainment and hospitality expenses. This Policy does not prohibit (i) reasonable expenditures of \$250 (USD) per person (or \$500 (USD) per person if lodging, but not airfare, is involved, and \$1,250 (USD) per person if airfare is involved) or less for travel, meals, and entertainment expenses (but no cash or cash equivalent) legitimately designed to show appreciation to existing clients, to present services to existing or potential clients, or to establish or maintain cordial business relations with clients, potential clients, or commercial partners; or (ii) receipt by Company employees of \$250 (USD) per person (or \$500 (USD) per person if lodging, but not airfare, is involved, \$1,250 (USD) per person if airfare is involved) for travel, meals, and entertainment expenses (but no cash or cash equivalent) or less legitimately designed to show appreciation to the Company as a client, to present services to the Company as an existing or potential clients, or to establish or maintain cordial business relations with the Company; provided that in each of the above cases such expenditures:

- Are not excessive and always appropriate to the nature of business relationship between the giver and 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 hospitality (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, meals or entertainment expenditures reasonably valued in excess of \$250 (USD) per person (or in excess of \$500 (USD) per person if lodging, but not airfare, is involved and \$1,250 (USD) per person if airfare is involved), you must first obtain written permission from your business unit CFO and the Anti-Bribery Committee.

No payments may be made for travel expenses of relatives of any client, prospective client, or commercial partner.

Commercial promotions and sweepstakes. This Policy does not prohibit the expenditure of (i) \$10,000 (USD) or less for promotional items or a sweepstakes or raffle that is made available to attendees at a single tradeshow or other publicity event, or (ii) \$100 (USD) or less per item in other promotional events or sweepstakes or raffles. Before conducting any promotional event, sweepstakes or raffle that involves expenditure exceeding the amounts set forth above, or accepting any promotional, sweepstakes or raffle item exceeding \$100, you must first obtain the written permission from your business unit CFO and the Anti-Bribery Committee.

Any sweepstakes or raffle must be conducted in accordance with local state law. No officer or employee of any government, department, agency, bureau, authority, or instrumentality shall be eligible to participate in any sweepstakes or raffle. The sweepstakes or raffle prize may not be, or include any, cash or cash equivalents.

## 6.0 Permitted Payments Involving Extortion or Duress

---

If your safety, health, or freedom (or that of your family, colleagues or people you are traveling with) is under imminent threat and could be in danger if you do not make a demanded payment, you should make such payment. You may always seek assistance and guidance by contacting the appropriate embassy of the country to which you are a citizen, or contacting the CDK Legal Department by phone at +1 847.485.4707 or by email at [ethics@cdk.com](mailto:ethics@cdk.com), either before you make such a payment (if time permits, and doing so does not put yourself or your family or people who travel with you in danger) or after you make such a payment.

All such payments and the circumstances under which payments are made should be reported promptly and accurately to (i) the Company's Global Security Organization via the appropriate GSO Emergency Access Number set forth on the Company's employee portal; and (ii) the Company's Ethics Hotline by following the instructions in Section XIV of this Policy. You should also accurately record the payment in your travel and expense report.

## 7.0 Charitable Contributions

---

Donations to charitable organizations ordinarily are considered good corporate citizenship. However, donations made to organizations in which a government official possesses a role such as a trustee or a member of its board of directors, or donations made at the request or suggestion of a government official (whether overt or implied), may be considered a payment or benefit to that official under the FCPA and the anti-corruption laws of other jurisdictions.

Accordingly, any Company payment to a charity, U.S. or foreign, requires the prior, written authorization of the Anti-Bribery Committee.

## 8.0 Requests for Approvals of the Anti-Bribery Committee

---

The CDK Anti-Bribery Request Form can be found under "Forms" on the Company's employee portal. The Anti-Bribery Committee shall ordinarily process payment requests required under this Policy within five business days or less. In the event that the needs of clients or other circumstances require immediate processing and review, the employee shall make a request for expedited approval. No company employee may make more than three requests for expedited approval in a calendar year.

## 9.0 Compliance

---

Company employees must be familiar with and perform their duties according to the requirements of this Policy. Company employees who violate this Policy are subject to disciplinary action, up to and including termination of employment. Commercial partners, such as consultants and representatives, that violate this Policy may be subject to the immediate termination of all commercial relationships with the Company.

To ensure that all Company employees are thoroughly familiar with the provisions of this Policy, the FCPA and other applicable anti-corruption laws, the Company shall provide training and resources to Company employees, as appropriate.

## 10.0 Recordkeeping Requirements

---

It is the Company's policy to implement and maintain internal accounting controls based upon sound accounting principles. All accounting entries in the Company's books and records must be timely and accurately recorded and include reasonable detail to fairly reflect its transactions.

These accounting entries and the supporting documentation must be periodically reviewed to identify and correct discrepancies, errors, and omissions.

As described in this Policy, the following transactions require specific authorization and record-keeping:

- Any token gift to any government official;
- Any payment or travel, meals, or entertainment expenses of any government official;
- Any gift received from, or given to, clients, potential clients, and commercial partners with a value in excess of \$100 (USD);
- Any receipt of, or payment of, travel, meals, or entertainment expenditures to or from clients, potential clients, and commercial partners with a value in excess of \$250 (USD) per person (or \$500 (USD) per person if lodging, but not airfare, is involved, \$1,250 (USD) per person if airfare is involved);
- Any expenditure exceeding (i) \$10,000 (USD) for promotional items or a sweepstakes or raffle that is made available to attendees at a single tradeshow or other publicity event, or (ii) \$100 (USD) per item in other promotional events or sweepstakes or raffles, or receipt of any promotional, sweepstakes or raffle item exceeding \$100;
- Any payments made under extortion or duress; and
- Any payment by the Company to a charitable organization.

Records relating to the foregoing transactions must be recorded in accordance with generally accepted accounting principles. The following information relating to these transactions must also be maintained with supporting documentation identifying, as appropriate:

- The amount of the payment or value of the gift or travel, meal, or entertainment expenses;
- The name and position of the Company employee requesting the payment;
- Information identifying the name, location, and business or other affiliation of the recipient of the payment or gift; and
- A description of the Company's services being promoted, the relevant contractual provision if the payment was made pursuant to a contract, or the governmental service for which the facilitating payment was made.

## 11.0 Duty to Cooperate

---

The Company will cooperate fully with law enforcement authorities in the investigation and prosecution of alleged violations of anti-corruption laws.

In addition, at any time, the Company may undertake a detailed review of transactions described in this Policy. It is a violation of this Policy to fail to cooperate in such a review.

## 12.0 Reporting Violations

---

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow employees. The Company strongly encourages employees who have become aware of a possible compliance violation, including accounting or financial irregularities, to report their concern as soon as possible. You have the commitment of the Company and of the Audit Committee that you will be protected from any form of reprisal or retaliation for reporting a violation in good faith. In countries where anonymous reporting is permitted, the Company will not seek to discover the identity of employees, and your calls, detailed notes, emails and other information you provide during an investigation will be kept confidential to the extent possible. All employees are expected to cooperate in the Company's investigation of compliance violations.

Please note that laws in certain countries may limit the types of concerns that can be reported to the Company's Ethics Hotline, whether anonymous reports may be submitted to the Hotline, and other restrictions. For additional information about country-specific requirements, please contact CDK's Chief Ethics Officer at 1-847-485-4039 or [ethics@cdk.com](mailto:ethics@cdk.com).

- Contact the Company's Ethics Hotline through our third-party reporting provider, Convercent:
  - In the United States call 1-800-461-9330 to report the issue with the help of a Convercent call center representative; or
  - Outside the United States, place a collect call to +1-720-514-4400 to report the issue with the help of a call center representative and language interpreter. Additional international dialing instructions can be displayed in your preferred language at [www.cdkgloblethics.com](http://www.cdkgloblethics.com);
  - Report issues online via the Internet at [www.cdkgloblethics.com](http://www.cdkgloblethics.com). Options are available to submit your report anonymously and to display the report form in your preferred language;
- Contact the Audit Committee of the Company's Board of Directors by sending a detailed note, with relevant documents, to: Audit Committee of CDK Global, Inc., 1950 Hassell Road, Hoffman Estates, IL; or
- For general questions, contact the Ethics Office at [ethics@cdk.com](mailto:ethics@cdk.com).

Once your report has been submitted, it will be immediately forwarded to the appropriate individuals within our organization for review. Any reports that involve the Chief Executive Officer, Chief Financial Officer, or General Counsel will be immediately communicated to the Chairman of the Board of Directors and the Chairman of the Audit Committee.



Except where prohibited by law, the intentional failure to report known or suspected violation of this Policy is itself a violation of the CDK Global Code of Business Conduct and Ethics and this Policy and may violate the anti-corruption laws.

## 13.0 Administration of this Policy

---

This Policy will be administered by the Company's Anti-Bribery Committee. The Anti-Bribery Committee will be constituted by the CFO and the General Counsel of the Company, or their respective designees. The Anti-Bribery Committee will report any violations of this Policy to the Audit Committee of the Company's Board of Directors. The Anti-Bribery Committee will be supported by the Company's Audit, Finance, and Legal Departments.

The Anti-Bribery Committee shall review this Policy, at least annually, to determine whether it continues to effectively serve the objectives of the Company. Any proposed changes to the Policy shall be subject to approval by the Board of Directors.

The Anti-Bribery Committee has authority to create guidelines to aid Company employees in meeting the requirements of this Policy. The Anti-Bribery Committee shall regularly review any guidelines, at least annually, and may amend the guidelines to better serve the needs of employees and objectives of the Policy.

## 14.0 Questions and Further Information

---

Should you have any other questions about this Policy, please contact the Ethics Office at [ethics@cdk.com](mailto:ethics@cdk.com).

CDK Global, Inc.  
1950 Hassell Road  
Hoffman Estates, IL 60169  
+1 847.485.4707