Automatic Data Processing, Inc.

ADP Anti-Bribery Policy

Adopted August 2008
Revised November 17, 2009 and
August 9, 2011
Statement by Chief Executive Officer

ADP’s Board of Directors and I expect that all of our officers, associates and agents will always conduct ADP business in accordance with the highest standards of ethical behavior and honesty.

ADP’s continued expansion of operations worldwide provides exciting new business opportunities, while at the same time presenting new challenges to maintaining our commitment to the highest ethical standards.

Among the most significant laws and regulations that govern ADP’s operations are those that prohibit the payment or receipt of money, or things of value, in order to receive a commercial benefit or personal advantage. Every country in which we operate, and those we expect to enter in the future, has laws that make the corruption of its public officials a criminal offense. In addition, many countries in which we operate today or expect to enter in the future have laws that criminalize bribery of customers, vendors or other business partners. Any such behavior, even without a specific law prohibiting it, is a clear violation of ADP’s Code of Business Conduct & Ethics.

This Anti-Bribery Policy was developed at the direction of ADP’s Board of Directors to provide clear guidance to you and to ensure a consistent approach to business practices throughout ADP’s worldwide operations.

Strict adherence to this Anti-Bribery Policy is absolutely necessary for ADP to sustain our World Class Service culture. Violations of this Anti-Bribery Policy not only undermine ADP’s core values and business purpose and potentially subject ADP to penalties, but for any individuals involved, could also mean severe criminal penalties, including jail, and will also result in corrective action, including possible termination of employment from ADP.

Every ADP officer, associate and agent is responsible for carefully reading and understanding the attached Anti-Bribery Policy and to strictly complying with every aspect of its requirements. Your immediate attention to the attached Anti-Bribery Policy is appreciated by ADP’s Board of Directors, and by me personally.

Gary C. Butler

Chief Executive Officer
Statement of Policy

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 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 us to maintain accurate books and records and a system of internal controls. ADP’s Anti-Bribery Policy states:

- No ADP associate or agent has the authority to offer 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 induce that person to affect any act or decision in a manner that will assist ADP or any of its subsidiaries or divisions, or any of its associates or agents, to obtain or retain business.

- 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.

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

- excessive gifts, or travel, meals, entertainment or other hospitality expenses;
- contributions to any political party, campaign or campaign official; or
- charitable contributions and sponsorships.

The Anti-Bribery Policy extends to ADP’s operations anywhere in the world, including all subsidiaries, divisions, agents, consultants or other representatives, as well as to any joint venture or other business enterprise in which ADP is a participant. The Anti-Bribery Policy is applicable to activities of individual ADP associates, as well as corporate and business unit programs, events, campaigns and other initiatives.

Penalties

Violations by any ADP associate of the anti-bribery laws or this Anti-Bribery Policy will result in corrective action, including possible termination of such associate’s employment 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 $100,000 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 is punishable for individuals by up to ten years imprisonment and companies could face an unlimited fine.
The FCPA specifically prohibits a company from reimbursing an officer, director, stockholder, employee, or agent 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, and in accordance with ADP’s general legal compliance policy, ADP will cooperate fully with law enforcement authorities in the investigation and prosecution of alleged violations of anti-bribery laws.

**Permitted Expenses**

**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 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 reasonable expenditures for travel, meals and entertainment expenses legitimately related to tours of ADP’s facilities, training in the use of ADP’s products and services, or otherwise related directly to ADP’s promotion of its products and services, provided such expenditures are not extravagant and otherwise conform to the laws and customs (as recognised 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, meals or entertainment expenditure for a government official, you must first obtain written permission from your business unit CFO, who shall review the proposed expenditure with the Anti-Bribery Committee.

It will never be acceptable to offer any gift or incur any expense in expectation of receiving something in return (quid pro quo).

The following persons are considered “government officials”:

- officers and employees of any 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; 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 Anti-Bribery Policy, any entity with significant governmental ownership or influence shall be viewed as an instrumentality of a foreign government.
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, who shall review the proposed gift with the Anti-Bribery Committee.

ADP permits accepting or incurring proportionate and reasonable expenditures for travel, meals and entertainment expenses legitimately designed to show appreciation to existing business partners, present products and services, or establish cordial business relations, provided that such expenditures:

- are not excessive and always appropriate to the nature of business relationship with the recipient;
- conform to the laws and customs (as recognised 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 effected; and
- occur only occasionally.

Before providing or accepting, directly or indirectly, any travel, meals or entertainment expenditure reasonably valued at U.S. $250 or more per each guest, you must first obtain written permission from your business unit CFO, who shall review the proposed expenditure with 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 hospitality limits for their respective jurisdictions.

It is crucial that entertaining 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. Moreover, in no event may any gift or hospitality cause any other provision of this Anti-Bribery Policy or any provision of the Code of Business Conduct and Ethics to be violated, or put ADP or you in a position that may cause embarrassment.

Recordkeeping

Any gift, entertainment or hospitality given, received or offered will be accurately recorded, and 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.
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, representatives, consultants and business partners (including joint venture partners), as well as any potential acquisition targets. ADP will be held accountable for the actions of third parties doing business in any market on behalf of ADP, so every associate and agent must remain vigilant to ensure such third party’s compliance with this Anti-Bribery Policy. Willful ignorance of facts or circumstances which make it likely that bribery could be occurring will be a violation of this Anti-Bribery Policy and 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 and this Policy. Any arrangement with such third party should include proper contractual provisions and monitoring procedures to ensure a compliance with anti-bribery laws and ADP’s Anti-Bribery Policy. Areas of due diligence inquiry, as well as appropriate contractual provisions to include in any agreement with these third parties, will be made available on https://corpintra4.adpcorp.com/antibriberyQ&A.doc.

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, and need to be reported as set forth below:

- Requests or demands for a bribe.
- Requests or suggestions that ADP make a charitable donation to a particular charity.
- Requests for employment either on his or her own behalf or on behalf of another.
- A person with whom ADP is dealing has a reputation for receiving questionable payments.
- A demand or strong suggestion that a particular local representative should be retained for any purpose.
- 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, unusual commissions, 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 with whom ADP seeks to do business requests an unusually high commission.

• A proposed agent or representative with whom ADP is conducting business fails to provide standard invoices.

• A potential governmental customer requests an unusual credit or rebate with or from ADP in return for its business.

• Unusual bonuses 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”: http://www.transparency.org/policy_research/surveys_indices/cpi )

**Reporting Violations**

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow associates. If you are powerless to stop suspected misconduct or discover it after it has occurred, you must report it to the appropriate level of management at your location.

If you are still concerned after speaking with your local management or feel uncomfortable speaking with them, you must (anonymously, if you wish):

• Contact the ADP Ethics Hotline by phone at (973) 535-7377 or (800) 273-8442; send a detailed note, with relevant documents, to ADP, Mail Stop #325E, One ADP Boulevard, Roseland, New Jersey 07068; or send an email to adp_ethics_hotline@adp.com; or

• Contact Corporate Legal by phone at (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 (973) 974-5770; send a detailed note, with relevant documents, to P.O. Box 34, Roseland, New Jersey 07068; or sending an email to adp_audit_committee@adp.com.

Any reports that involve the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer or General Counsel will be immediately communicated to the Chairman of the Board of Directors and the Chairman of the Audit Committee.

Your calls, detailed notes and/or emails will be dealt with confidentially. You have the commitment of ADP and of the Audit Committee of ADP’s Board of Directors that you will be protected from retaliation.
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 or entity to disciplinary action, including prosecution under the anti-bribery laws of any jurisdiction (including the FCPA).

Administration of Anti-Bribery Policy

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

Further Information

The answers to frequently asked questions will be available at https://corpintra4.adpcorp.com/antibriberyQ&A.doc. Should you have any other questions about the Anti-Bribery Policy, please contact the ADP Ethics Hotline.

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