

WPP Code of Business Conduct – Supplier Version

WPP and its companies operate in many markets and countries throughout the world. In all instances, we respect national laws and any other laws with an international reach, such as the UK Bribery Act, the US Foreign Corrupt Practices Act and the UK Modern Slavery Act, where relevant, and industry codes of conduct. We are committed to acting ethically in all aspects of our business and to maintaining the highest standards of honesty and integrity.

We expect and require all our business partners, including suppliers, to have the same commitment to ethical behaviour and therefore ask you to confirm your agreement with our Code of Business Conduct (in the first column) as amended where necessary for non-WPP entities (in the second column).

We expect all our suppliers to use appropriate systems to facilitate and monitor compliance with these standards and adherence to local and applicable international laws.

We expect our suppliers to demonstrate their commitment to the principles of this code and to have an on-going process of risk management to identify the environmental, health and safety, and labour practices and ethics risks associated with the suppliers’ operations.

Suppliers should encourage staff to report concerns without fear of threat or reprisal. Suppliers should take appropriate action as required.

Suppliers should put in place equivalent standards to this Code for their own Supply Chain.

WPP’s Code	What WPP expects from its suppliers
<i>We, the officers and staff of all companies in the WPP Group (“the Group”), recognise our obligations to all who have a stake in our success including share owners, clients, staff and suppliers.</i>	<i>You confirm that you recognise our obligations and will not act detrimentally to these obligations.</i>
<i>Information about our business shall be communicated clearly and accurately in a non-discriminatory manner and in accordance with local regulations.</i>	<i>You confirm that you will treat information about the WPP Group as described.</i>
<i>We select and promote our people on the basis of their qualifications and merit, without discrimination or concern for race, religion, national origin, colour, sex, sexual orientation, gender identity or expression, age or disability.</i>	<i>You confirm that you have equivalent policies in your organisation.</i>

<i>WPP's Code</i>	<i>What WPP expects from its suppliers</i>
<p><i>We believe that a workplace should be safe and civilised and that employment must be freely chosen; we will not tolerate sexual harassment, discrimination or offensive behaviour of any kind, which includes the persistent demeaning of individuals through words or actions, the display or distribution of offensive material, or the use or possession of weapons on WPP or client premises.</i></p>	<p><i>You confirm that you have equivalent policies in your organisation and for your supply chain, and that you will respect our workplace and people as described.</i></p> <p><i>In particular:</i></p> <ul style="list-style-type: none"> • <i>Employment must be freely chosen; forced or bonded labour or any other form of modern slavery must not be used;</i> • <i>Workers must not be forced to submit passports or government issued identities as a condition of employment;</i> • <i>Child labour is not to be used;</i> • <i>Compensation paid to workers must comply with all applicable wage laws;</i> • <i>Work weeks are not to exceed the maximum set by local law;</i> • <i>There is to be no inhumane treatment of workers including sexual harassment, sexual abuse, corporal punishment, physical coercion or verbal abuse;</i> • <i>WPP expects its suppliers to create and foster safe working conditions for all workers;</i> • <i>Worker exposure to physical hazards must be eliminated wherever possible, or, if not, must be controlled;</i> • <i>Suppliers must have adequate procedures in place to handle emergencies that may affect workers; and</i> • <i>Systems must be in place to manage, track and report occupational injuries and illness.</i>
<p><i>We will not tolerate the use, possession or distribution of illegal drugs, or our people reporting for work under the influence of drugs or alcohol.</i></p>	<p><i>You confirm that you have equivalent policies in your organisation and that you will respect our workplace and people as described.</i></p>
<p><i>We will treat all information relating to the Group's business, or to its clients, as</i></p>	<p><i>You confirm that you agree to our policy in respect of our information.</i></p>

<i>WPP's Code</i>	<i>What WPP expects from its suppliers</i>
<i>confidential. In particular, "insider trading" is expressly prohibited and confidential information must not be used for personal gain.</i>	
<i>We are committed to protecting consumer, client and employee data in accordance with national laws and industry codes.</i>	<i>You confirm that you have equivalent commitments in your organisation that cover all information from and relating to our business and that of our partners in that business.</i>
<i>We will not knowingly create work which contains statements, suggestions or images offensive to general public decency and will give appropriate consideration to the impact of our work on minority segments of the population, whether that minority be by race, religion, national origin, colour, sex, sexual orientation, gender identity or expression, age or disability.</i>	<i>Wherever relevant, you confirm that you have equivalent standards for your work.</i>
<i>We will not undertake work which is intended or designed to mislead, including in relation to social, environmental and human rights issues.</i>	<i>Wherever relevant, you confirm that you have equivalent standards for your work.</i>
<i>We will consider the potential for clients or work to damage the Group's reputation prior to taking them on. This includes reputational damage from association with clients that participate in activities that contribute to the abuse of human rights.</i>	<i>This relates only to members of the WPP Group.</i>
<i>We will not for personal or family gain directly or indirectly engage in any activity which competes with companies within the Group or with our obligations to any such company.</i>	<i>This relates only to members of the WPP Group.</i>
<i>We will not give, offer or accept bribes, whether in cash or otherwise, to or from any third party, including but not restricted to government officials, clients and brokers or their representatives. We will collectively ensure that all staff understand this policy through training, communication and by example.</i>	<i>This applies directly to you.</i>
<i>We will not offer any items of personal inducement to secure business. This is not intended to prohibit appropriate entertainment or the making of occasional gifts of minor value unless the client has a policy which restricts this.</i>	<i>This applies directly to you.</i>

<i>WPP's Code</i>	<i>What WPP expects from its suppliers</i>
<i>We will not accept for our personal benefit goods or services of more than nominal value from suppliers, potential suppliers or other third parties.</i>	<i>This applies directly to you.</i>
<i>We will not have any personal or family conflicts of interest within our businesses or with our suppliers or other third parties with whom we do business.</i>	<i>You should have equivalent policies in your organisation.</i>
<i>No corporate contributions of any kind, including the provision of services or materials for less than the market value, may be made to politicians, political parties or action committees, without the prior written approval of the WPP Board.</i>	<i>You should have your own policy regarding such contributions, together with appropriate authorisation procedures.</i>
<i>We will continue to strive to make a positive contribution to society and the environment by: maintaining high standards of marketing ethics; respecting human rights in our business, supply chain and through our client work; respecting the environment; supporting community organisations; supporting employee development; and managing significant sustainability risks in our supply chain. Our Sustainability Policy and Human Rights Policy Statement provide more detail about our commitments in these areas.</i>	<p><i>You should have equivalent policies in your organisation.</i></p> <p><i>In particular:</i></p> <ul style="list-style-type: none"> • <i>Suppliers must comply with the requirements of the UK's Modern Slavery Act;</i> • <i>Suppliers must obtain all relevant environmental authorisations, including for waste and emissions;</i> • <i>Suppliers must endeavour to prevent pollution by implementing conservation measures in their facilities and processes, by recycling, reusing and substituting materials.</i>

We confirm that we adhere to the WPP Code of Business Conduct as amended for our organisation. If we become aware of any breaches, particularly in respect of bribery or inappropriate gifts or services to or from your organisation or any other third party, or in respect of other matters that could harm WPP's reputation directly or by association, we will inform you immediately.

Name

Position

Organisation

Signature

Date