

## Code of Business Conduct

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The following Code of Business Conduct ("the Code") has been approved by the [Board of Directors of WPP \("attr\(href\)"\):](#)

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, 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;
- Information about our business shall be communicated clearly, and accurately in a non-discriminatory manner and in accordance with local regulations;
- 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;
- 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;
- 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;
- We will treat all information relating to the Group's business, or to its clients, as confidential. In particular, "insider trading" is expressly prohibited and confidential information must not be used for personal gain;
- We are committed to protecting consumer, client and employee data in accordance with national laws and industry codes;
- 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;
- We will not undertake work which is intended or designed to mislead, including in relation to social, environmental and human rights issues;
- 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;
- 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;
- 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;
- 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;
- We will not accept for our personal benefit goods or services of more than nominal value from suppliers, potential suppliers or other third parties;
- 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;
- 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;

- 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 corporate responsibility risks in our supply chain. Our Sustainability Policy and our Human Rights Policy Statement provides more detail about our commitments in these areas.

**Actual or potential conflicts with this Code should be reported promptly to the WPP Company Secretary.**

## **2.2 Complaint procedure**

Any violation of this Code should be reported immediately to the local human resource director or, where this position does not exist, the chief executive officer or other Senior Manager of the Operating Company. The staff member is also encouraged to raise the matter with the WPP Company Secretary. It is especially important that this complaint procedure is properly communicated to all staff.

In the event that a staff member feels unable to speak to any of these people, he or she may call the "Right to Speak" helpline that each operating group has in place. Each operating company is responsible for communicating this helpline to their employees. WPP's Director of Internal Audit or the WPP Company Secretary can also supply the information.

All situations will be treated confidentially and will be promptly investigated and no retaliatory behaviour against staff making bona fide reports will be tolerated. If the result of the investigation indicates that corrective action is called for, such action may include disciplinary measures up to and including termination of the employment of the offender.

## **2.3 Display of the Code of Business Conduct and complaint procedure**

The Code and the complaint procedures should be communicated to all staff and should be posted prominently in each operating company office.

## **2.4 Annual confirmation of compliance**

The Senior Management (as defined earlier in section 1.1 and including, if appropriate, the heads of departments for account handling, creative, production, traffic, media, research, new business, human resources (HR) and any other significant department) at each Operating Company are required to sign an Annual Certificate of Compliance with the Code of Business Conduct and to confirm that they have completed the WPP on-line training modules and ensured that their staff have completed the training, and that their businesses are being operated on a day to day basis in compliance with the Code of Business Conduct.

The WPP Company Secretary must receive a list of all those individuals at the Operating Company who are required to sign the annual certificate of compliance with the Code of Business Conduct by no later than the end of April of each year.

The finance director of the Operating Company is required to collect and forward the signed forms together with details of any exceptions including any outstanding certificates to the Company Secretary's department at WPP by no later than the end of June of each year.

Where circumstances change, which alter the responses given on the certificate, the WPP Company Secretary must be notified without delay.