

Supplier Code of Conduct

1. Our values

1.1 TBWA\Manchester and each of its subsidiaries (hereinafter collectively referred to as "we", "our", "us"), are committed to achieving a standard of excellence in every aspect of our business.

1.2 We always strive to work to the highest professional standards and comply with all laws, rules and regulations relevant to our business. Our corporate responsibility strategy aims to improve the impact of our business on society. We expect the same high standards from those businesses with which we work. A reliable and ethical supply chain is critical for our business. Consequently, we expect members of our supply chain to conduct their business activities ethically and responsibly, with integrity, honesty and transparency and in compliance with all applicable laws, rules and regulations, and, where the provisions of law and this code address the same subject, to apply that provision which affords the greater protection. We require that all members of our supply chain endorse our values by operating in compliance with this Supplier Code of Conduct.

1.3 As a minimum, we expect all of our suppliers to meet the standards and promote the principles outlined in this Supplier Code of Conduct, and we expect all of our suppliers (hereinafter referred to as "you", "your") to hold their own supply chain to the same standards.

This Supplier Code of Conduct is not exhaustive and this code should not be used to prevent companies from exceeding these standards.

2. Principles of Supplier Conduct

2.1 *Anti-Discrimination*

You shall not discriminate against any worker based on age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, colour, nationality, ethnic or national origin, religion or belief, sex, sexual orientation or any other legally protected characteristic, in hiring or other employment practices.

2.2 *Anti-Harassment and abuse*

You shall commit to a workplace free of harassment and abuse and shall not threaten workers with, or subject them to, harsh or inhumane treatment. You shall uphold the human rights of workers and treat your workers with dignity and respect. You shall ensure that workers have a mechanism to report grievances and that your business encourages and facilitates open communication between management and workers.

2.3 *Underage Workers*

You shall ensure that no underage worker is used in the production or distribution of your goods or services. You shall employ only workers who meet the applicable legal minimum working age, except that in no event shall you employ any person who is under the age of 16 even if local law permits otherwise. You shall also comply with all other applicable laws in relation to your workers.

2.4 *Working hours, Wages and Benefits*

You shall set working hours, wages (including but not limited to shift pay and other allowances) and over-time pay in compliance with applicable laws. Your workers shall be paid at least the minimum legal wage or a wage that meets local industry standards, whichever is greater. All deductions from wages should be lawful and with the expressed permission of the employee.

2.5 *Freedom of Association*

You shall freely allow workers lawful rights to associate with others, form and join organisations of their choice, and bargain collectively, without interference, discrimination, retaliation or harassment.

2.6 *Employment Status*

You shall employ workers, with a written contract of employment, who have complied with all relevant immigration regulations and who lawfully live and work in the country in which you operate. You shall ensure that all workers provide satisfactory proof of identity to you and that employment by you of your workers does not breach any laws, rules or regulations.

Your employees should be free to leave their employment after giving reasonable notice and are not required to lodge deposits or payments (in cash or other kind) with their employers.

There should be no forced, bonded or involuntary labour.

2.7 *Health and Safety*

You shall provide and maintain a safe work environment and integrate sound health and safety management practices into your business. You shall have a system for workers to report health and safety incidents without fear of reprisal, as well as a system to investigate, track, and manage such reports, and implement required corrective action. You shall obtain, keep current, and comply with all required health and safety permits, licences and consents.

Suppliers must report to us any breach of the environmental, social or ethical rules set forth in this Supplier Code of Conduct,

2.8 *Whistleblowing*

You shall have clear policies and procedures in place so that workers may report concerns about wrongdoing in their workplace without being victimised or dismissed. You shall also comply with all other applicable laws in relation to whistleblowing.

2.9 *Prevention of Modern Slavery and Human Trafficking*

You shall take reasonable steps to ensure that modern slavery and human trafficking is not taking place in your supply chains or in any part of your business. Within 20 days of request, you shall provide to use a modern slavery and human trafficking report setting out the steps you have taken to ensure that modern slavery and human trafficking is not taking place in any of your supply chains or in any part of your business. This may include, to the extent relevant, information concerning:

- (a) your business structure and supply chain;
- (b) the policies you have adopted to ensure there is no modern slavery, including human trafficking, forced or indentured labour, slavery or servitude, within your business;
- (c) the training and other measures used to ensure appropriate policies and procedures are applied;
- (d) the due diligence and monitoring conducted by your business to understand the relevant risk areas and confirm that no such behaviour is occurring;
- (e) a confirmation that no modern slavery issues have been identified in your business or supply chain in the last year;
- (f) to the extent any potential issues concerning modern slavery (including human trafficking, forced or indentured labour, slavery or servitude) have been identified

within your business, the circumstances surrounding those issues and the steps you have taken to remedy such issues; and/or

- (g) documents evidencing the information provided in relation to the matters set out in this paragraph 2.9.

2.10 Environment

You shall develop, implement and maintain environmentally responsible business practices. You shall implement a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle all of your waste. You shall obtain, keep current and comply with all required environmental permits, licences and consents and comply with any reporting requirements. You shall carry out your operations with care for the environment and comply with all applicable environmental laws and regulations.

2.11 Ethics

You shall always be ethical in every aspect of your business, including relationships, practices, sourcing and operations.

2.12 *Compliance with Law*

Your business activities shall comply with all applicable laws and regulations in the countries and jurisdictions in which you operate.

2.13 *Anti-Bribery*

You shall not engage in corruption, extortion, embezzlement or bribery to obtain an unfair or improper advantage. You shall not provide or receive anything of value to obtain an improper business advantage or favourable treatment or exert undue influence, including offering, giving, asking for or taking any form of potential bribe or kick-back. This prohibition extends to payments and gifts of cash or in kind, made directly or through others. You must not offer any potentially illegal payments to, or receive any potentially illegal payments from, any customer, supplier, their agents, representatives or others. This includes a prohibition on facilitation payments intended to expedite or secure performance of a routine governmental action such as obtaining a visa or customs clearance, even in locations where such activity may not violate local law. You shall abide by all applicable anti-corruption laws and regulations of the countries in which you operate, including the UK Bribery Act 2010 and applicable international anti-corruption conventions.

2.14 *Disclosure of Information*

You shall accurately record information regarding your business activities, employment, health and safety, and environmental practices and shall disclose such information, without falsification or misrepresentation, to all appropriate parties and as required by law. You shall maintain accurate financial books and business records in accordance with all applicable legal and regulatory requirements and accepted accounting practices.

2.15 *Competition and Anti-Trust*

You must comply with all applicable competition laws (sometimes called "antitrust laws"). These laws prohibit formal or informal understandings, agreements or arrangements among competitors that unfairly restrict competition. You must not fix prices, rig bids with your competitors or participate in a cartel. This includes a prohibition on exchanging current, recent or future pricing information with competitors.

2.16 *Intellectual Property Rights*

You shall respect intellectual property rights and shall not knowingly infringe the intellectual property rights of any third party. You shall manage technology and know-how in a manner that protects intellectual property rights.

2.17 *Information Security*

You must comply with applicable data privacy laws and must protect the confidential and proprietary information of others, including personal data, from unauthorised or unlawful processing, access, destruction, use, modification and disclosure, and against accidental loss or destruction, or damage through appropriate technical and organisational measures including physical and electronic security procedures. You are expected to take the necessary information security measures, for both computer systems and portable electronic devices, to protect against malware and unauthorised disclosure of any proprietary information.

2.18 *Management Systems and CSR Responsibilities*

You must maintain sound management systems to identify and mitigate operational risks, and facilitate continuous improvement. You shall develop a company statement affirming your commitment to high standards of social and environmental responsibility, ethical conduct, and continuous improvement. You shall identify a company representative(s) responsible for ensuring implementation and periodic review of your management systems. You shall have a Corporate Social Responsibility (CSR) representative who has the responsibility to manage social and environmental compliance requirements for your business.

2.19 *Risk Assessment and Management*

You shall develop and maintain a process to identify employment and human rights, health and safety, environmental, business ethics, and legal compliance risks associated with your operations, determine the relative significance of each risk, and implement appropriate procedures and controls to minimise the identified risks.

You shall have written standards, performance objectives, targets, and implementation plans, including periodic assessments of performance against those objectives. You shall perform periodic evaluations of your facilities and operations, and the facilities and operations of your subcontractors that provide goods or services to us to ensure compliance with this Supplier Code of Conduct. You shall permit our representative to periodically evaluate your facilities and operations, and those of your subcontractors, to the extent they are providing goods or services to us. You shall maintain appropriate documents and records to ensure regulatory compliance.

2.20 *Subcontracting*

You shall not use subcontractors for the provision of goods or services to us without our prior written consent, and in the event such prior written consent is given by us, you shall require the subcontractor to enter into a written commitment with you to comply with (including without limitation) this Supplier Code of Conduct.

2.21 *Confidentiality*

You shall safeguard our information by keeping it confidential, secure, limiting access, and avoiding discussing or revealing such information in public places. These requirements extend even after the conclusion of your business relationship with us.

3. **Conclusion**

3.1 This Supplier Code of Conduct is intended to promote a culture within our supply chain that complies with not only the letter, but also the spirit, of all applicable laws, rules and regulations.

You should refer to the principles set out in this Supplier Code of Conduct when ethical and compliance issues arise. Each of the principles in this Supplier Code of Conduct is fundamental to how we do business. However, this Supplier Code of Conduct cannot anticipate every possible instance in which an ethical issue may arise, and so it aims to reinforce the ethical and responsible way in which we require you to conduct your business and the integrity, honesty and transparency which is required in your operations.