

2.1 Code

WPP AUNZ and its companies (“the **Group**”) operate primarily in the Australia and New Zealand markets and in some parts of Asia. In all instances, we respect national laws and any other laws with an international reach, such as the UK *Bribery Act* and the US *Foreign Corrupt Practices Act* (which apply to the Group – see Anti-Bribery and Corruption Booklet) the UK Modern Slavery Act (which may apply to Group Companies who carry on part of their business in the UK) and applicable 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 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 should avoid exaggeration, derogatory remarks, legal conclusions or inappropriate characterisations of people and companies;
- 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 strive to ensure that no person’s health or safety is put at risk. We will not tolerate harassment, bullying, 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 Group 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 use corporate property, information or position for personal gain and will refer all business opportunities arising from these to the Group;
- 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; and
- 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.

Actual or potential conflicts with this Code should be reported promptly to the WPP AUNZ Legal Department (“**WPP AUNZ Legal**”).

2.2 Further Guidance

This Code sets out general principles. More guidance on these principles is contained in the WPP AUNZ Policy Book (“the **Policy Book**”) cross references to applicable policies are provided above.

This Code and the Policy Book cannot address all of the situations members of staff, officers or directors may encounter. Members of staff, officers and directors should consider the spirit of this Code and the Book, exercise good judgment and use common sense as to the appropriate course of action. Staff members should contact their supervisor or a member of senior management for guidance. Senior management are encouraged to consult with WPP AUNZ Legal, the Company Secretary or the CEO WPP AUNZ. WPP AUNZ Directors should consult with the Chairperson of the Board. The WPP on-line training modules also provide guidance for many situations.

2.3 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 WPP AUNZ Group Company (“**Group Company**”). The staff member is also encouraged to raise the matter with the WPP AUNZ 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 on 1800 121 889.

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.

2.4 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 Group Company office.

2.5 Annual WPP confirmation of compliance

The senior management at each Group 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.

WPP Global policy requires that the WPP Company Secretary must receive a list of all those individuals at the Group 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 each Group Company is required to collect the signed forms, including confirmation that all employees identified as Senior Management have submitted any exceptions to the Company Secretary's department at WPP by no later than the end of October of each year.

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

2A WPP AUNZ Code of Business Conduct Appendix for Directors and Senior Managers

Dealing with conflicts of interest

This policy applies to the directors of WPP AUNZ and Senior Managers.

“**Senior Manager**” includes all members of the local Board or Management team, any Chairpersons, COOs, CEOs, CFOs, CIOs, Creative Directors, etc, and the heads of all significant departments, whether in WPP AUNZ or WPP AUNZ Group Companies (“the **Group**”).

2A.1 Conflicts of interest and duty

Directors and Senior Managers must be aware of potential conflicts between:

- on the one hand - the interests of the Group (including any Group Company) or their duties to the Group; and
- on the other hand - their personal or external business interests or their duties to any person outside the Group.

Directors and Senior Managers will avoid placing themselves in a position that may lead to an actual or potential conflict of interest or duty or which creates the perception of conflict.

2A.2 Procedure for avoiding or resolving conflicts

Any personal or external business interest that may lead to an actual or potential conflict of interest or duty or the perception of conflict must be fully and frankly referred to:

- in the case of a Senior Manager, the CEO of their Group Company;
- in the case of the CEO or Managing Director of a Group Company, the CEO of WPP AUNZ; and
- in the case of a director of WPP AUNZ the Chairperson of the Board (except for conflicts involving the Chairperson which should be referred to the chair of the Audit and Risk Committee).

Any independent legal advice obtained will be followed in order to avoid or resolve any actual, potential or perceived conflict of interest or duty.

Directors must:

- leave the room when the board considers any matter in which the director has or may have a conflict of interest or duty unless their presence is approved by directors or the Australian Investment and Securities Commission in accordance with the *Corporations Act 2001 (Cth)*; and

- comply with the *Corporations Act 2001 (Cth)* and WPP AUNZ's constitution in relation to the disclosing material personal interests and restrictions on voting by directors.

Non-executive directors must inform the Chairperson of the Board of:

- any existing directorship or other office held by the director in another entity outside the Group; and
- any proposed appointment as a director or senior executive of another entity outside the WPP global group before accepting the appointment.

If a conflict is raised and the person to whom it is referred deems that it commercially sensible for the situation to continue (for example the related party supplier is the best, by an appropriate measure), then the director or Senior Manager must have no involvement with signing contracts or developing terms and conditions, including pricing, and must not be responsible for monies passing to or from the related party. The nature of the relationship must also be disclosed on the Certificate of Compliance with the Code of Business Conduct when next completed by the director or Senior Manager (see paragraph 2.5).