

**The following Code of Business Conduct (“the Code”) has been approved by the Board of Directors of WPP:**

The Group and its companies operate in many different markets and countries throughout the world. In all instances, we respect national laws and industry codes of conduct.

- \* We, the directors and employees of all companies in the WPP Group (“the Group”), recognise our obligations to all who have a stake in our success including shareowners, clients, employees, and suppliers;
- \* Information about our business shall be communicated clearly, and accurately in a nondiscriminatory manner and in accordance with local regulations;
- \* We select and promote employees on the basis of their qualifications and merit, without discrimination or concern for race, religion, national origin, colour, sex, sexual orientation, age or disability;
- \* We believe that a workplace should be safe and civilised; 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 use, possess or distribute illegal drugs. We will not report 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 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, age or disability;
- \* 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 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 Board of WPP and the prior agreement of its shareholders; and
- \* We will comply with all applicable local laws and regulations, and any other laws with an international reach, such as the US Foreign Corrupt Practices Act, where relevant.