

WPP SCANGROUP PLC

CODE OF BUSINESS CONDUCT

	DESIGNATION	SIGNATURE	DATE
Prepared by	Company Secretary		
Reviewed by	Nomination, Governance and Remuneration Committee	DocuSigned by: Beverly Spencer-Obatoyinbo 6296EECA5D64404...	5 February 2024
Approved by	Board	DocuSigned by: RICHARD OMWELA 1D169D9A7E674D7...	8 February 2024

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1. **PREAMBLE**

- 1.1 WPP-Scangroup Plc and its subsidiaries ('the Group') operate in diverse African countries. In all instances, we respect applicable national and other laws with international reach, such as the UK Bribery Act and the US Foreign Corrupt Practices 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.

2. **PURPOSE**

- 2.1 The Code of Business Conduct ('the Code') underpins ethical standards for our people and business and applies to everyone at the Group. It sets out our responsibilities to our people, partners and shareholders to act ethically, legally and with integrity.

3. **APPLICATION**

- 3.1 We, the officers and staff of the Group recognize our obligations to all who have a stake in our success including shareholders, clients, staff and suppliers.
- 3.2 Information about our business shall be communicated clearly and accurately in a non-discriminatory manner and in accordance with local regulations.
- 3.3 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.
- 3.4 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 the Group's or client premises.
- 3.5 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.
- 3.6 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.
- 3.7 We are committed to protecting consumer, client and employee data in accordance with national laws and industry codes.
- 3.8 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.
- 3.9 We will not undertake work which is intended or designed to mislead, including in relation to social, environmental and human rights issues;

- 3.10 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.
- 3.11 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.
- 3.12 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.
- 3.13 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.
- 3.14 We will not accept for our personal benefit goods or services of more than nominal value from suppliers, potential suppliers or other third parties.
- 3.15 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.
- 3.16 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; and
- 3.17 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.
- 3.18 We encourage all our people, partners and shareholders to speak up and report any concerns related to ethical conduct, misconduct or violations of the Code confidentially and without the fear of retaliation through our Group's General Counsel or Right to Speak hotline (which is confidential and allows for anonymity). We do not tolerate the harassment or victimisation of anyone raising concerns or anyone who assists them and will investigate all reports received and track through to a conclusion including any remediation or follow-up action that might be required.

4. REVIEW

- 4.1 The Board of Directors of WPP-Scangroup Plc (the Board) shall have overall responsibility for overseeing the implementation of the Code and ensuring that it is adhered to consistently.
- 4.2 The Board shall periodically review the Code to ensure its continued relevance and effectiveness, taking into account regulations, industry standards and emerging ethical issues.