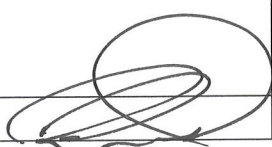


WPP SCANGROUP PLC

CONFLICTS OF INTEREST POLICY

	DESIGNATION	SIGNATURE	DATE
Prepared by	Company Secretary		
Reviewed by	Nominations, Governance and Remuneration Committee		
Approved by	Board		24.08.2023.

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1. PURPOSE AND SCOPE

- 1.1 This policy sets forth the organisational and administrative procedures to identify and prevent or manage actual and potential Conflicts of Interest encountered in the course of business.
- 1.2 This policy applies to all staff of WPP Scangroup Plc and its subsidiaries including directors, trainees, interns, contractors and secondees; and all the members of the Company ("the Relevant Parties")
- 1.3 This policy shall at all times be read and interpreted alongside the applicable WPP Policies including but not limited to the WPP Code of Conduct and Ethics.

2. DEFINITIONS

- 2.1 "Board" means the Board of Directors of WPP Scangroup Plc.
- 2.2 "Company" means WPP Scangroup Plc.
- 2.3 "Conflict of interest" means a situation that has the potential to undermine the impartiality of a person because of the possibility of a clash between the person's self- interest and professional interest or public interest;
- 2.4 "Coincidental Conflict of Interest" means a situation which occurs unexpectedly with regard to a single event (e.g. a transaction, the selection of service provider, etc.) and which can usually be managed with a one-off measure.
- 2.5 "Permanent Conflict of Interest" means a situation where a Conflict of Interest persists and needs to be managed permanently.

3. IDENTIFICATION OF CONFLICTS OF INTEREST

The Company shall identify potential or actual Conflicts of Interest before or when they arise as part of its normal day to day business, taking into account the size and organization of the Company and the nature, scale and complexity of its business. In all its activities, the Company shall act in the best interests of its stakeholders and act honestly, fairly and professionally. The Company shall ensure that all its staff and members have the sufficient skills and awareness of what constitutes a Conflict of Interest and what measures are required when a Conflict of Interest has been identified. In addition, the Company shall ensure that relevant training on Conflicts of Interest is provided on a regular basis.

4. CONFLICT CATEGORIES

Some of the conflict categories where particular conflict raises include but are not limited to the following:

- 4.1 Material Non-Public Information

Conflict arising from the potential use of Material Non-Public Information (MNPI) by a director, employee or such other connected persons for their benefit.

4.2 Dealings between related parties and interests, and client accounts

Conflict arising from transactions between related parties / interest of the Company and client accounts.

4.3 Dealings with affiliates, and related parties and interests

Conflicts in which the Company, acting on the client's behalf, engages with related parties and interests of the Company.

4.4 Dealings with third parties / suppliers that result in financial benefit to related parties and interests

Conflict in which the Company receives financial benefit, in the form of either direct or indirect compensation, from a third party and / or supplier for an agreed arrangement (for example, obtaining services, outsourcing services) which could affect Company's exercise of its best judgement, and therefore potentially may not be in the Company's best interest.

4.5 Conduct

An individual action or decision by a director (for example in managing gifts and entertainment, complaints, personal political activities, or their personal relationships or outside business activities) that may conflict with the interests of the Company. (For more information, please refer to Company's Code of Conduct).

5. **CONFLICTS OF INTEREST WITHIN WPP SCANGROUP PLC**

5.1 Conflicts of Interest relating to the Company's internal organisation can be broadly described as scenarios where a Relevant Party's allows their actual, perceived or potential personal, financial or non-financial interests to affect their objectivity when working for the Company in situations where a Relevant Party's interest may differ from the interests of the Company.

5.2 Below are some examples of practical activities in which a Conflict of Interest may potentially arise:

5.2.1 a Relevant Party (or, where applicable, a family member or close personal relationship) receives a financial or other significant benefit as a result of the Relevant Party's position in the Company that is inappropriate in nature;

5.2.2 a Relevant Party's existing financial or other interest or previous engagement in an activity or relationship with another person, impairs or could impair his or her judgment or objectivity in carrying out his or her duties and responsibilities to the Company;

- 5.2.3 in connection with a transaction or arrangement entered into between the Company and a material shareholder due to the close relationship (personal or professional) between the parties;
- 5.2.4 a Relevant Party in the Company performing or taking part in external engagement, entails a risk that the Relevant Party's ability to perform his/her work at the Company is affected;
- 5.2.5 a Relevant Party Hires, manages, or has an influence on the workload, performance assessment, granting of approvals and / or reward of someone with whom they have a close personal relationship;
- 5.2.6 a Relevant Party accepts or performs a Public Official role, or has a family member or a close personal contact who is a Public Official with the ability to take decisions that could impact Company business;
- 5.2.7 a Relevant Party has any interest in a third party if they, or one of their team, are involved in engaging, monitoring or investigating the third party's performance;
- 5.2.8 a Relevant Party has a close personal interest in the business of competitors or other third parties relevant to the Company. This includes cases where the employee, their family members or a close personal contact work for or provide any services to competitors, clients or to any other third parties relevant to Company's business or hold investments other than in publicly traded pension funds, index linked or tracker funds that represent substantial interests in a competitor, client, State controlled or influenced entity, or any other third party relevant to Company business (5% of the net worth of any of these entities).
- 5.2.9 a Relevant Party has the opportunity to influence the Company, granting business or making administrative and other material decisions in a manner that leads to personal gain or advantage for the Relevant Party or a family member or close personal relationship;
- 5.2.10 a Relevant Party's personal or professional relationship with an external stakeholder (e.g. material suppliers, consultancies or other service providers) impairs or could impair his or her judgment or objectivity in carrying out his or her duties and responsibilities to the Company;
- 5.2.11 a Relevant Party's economic interests (e.g. shares, other ownership rights and memberships, financial holdings and other economic interests in commercial customers, intellectual property rights, membership in a body or ownership of a body or entity with conflicting interests) causes a Conflict of Interest to occur;
- 5.2.12 a Conflict of Interest arises because of a Relevant Party's other employment or previous employment within the recent past (e.g. five years); and

- 5.2.13 a Conflict of Interest arises because of a Relevant Party's political influence or political relationships.

6. **MANAGING CONFLICTS OF INTEREST**

- 6.1 When an actual or potential Conflicts of Interest has been identified, the Company must properly assess and manage the Conflict of Interest to avoid adverse effects on the Company. A materiality assessment shall be carried out, and appropriate mitigating measures shall be actioned if necessary.
- 6.2 Generally, the Company shall apply a principle of independence whereby a Relevant Party may not handle matters on behalf of WPP Scangroup Plc where they or a closely associated person or company may have an interest which conflicts with the interests of the Company.

7. **CONFLICTS OF INTEREST REGISTER¹**

- 7.1 The Company shall identify all circumstances and situations relating to its business activities that may constitute or give rise to an actual or potential Conflict of Interest. All material Conflicts of interests shall be listed in a Conflicts of interest register. The register shall differentiate between Permanent Conflicts of Interest and Coincidental Conflicts of Interest. The Board shall receive on a frequent basis, and at least annually, written reports on situations registered in the Conflicts of Interest Register.
- 7.2 Directors shall be required to make annual declarations of any new Conflicts of Interest or resolutions of existing Conflicts of Interest and shall additionally be required to declare at each Board and Board committee meeting, any Conflicts of Interest that may have arisen or been resolved following the previous meeting.
- 7.3 The Board Conflicts of Interest Register shall be maintained by the Company Secretary.
- 7.4 In addition, all Senior Management² in the Company and its subsidiaries must complete the Annual Certificate of Compliance with the WPP Code of Business Conduct and disclose any potential or actual interests in related party transactions or any exceptions to their ability to comply with the WPP Code of Business Conduct and to confirm that they have completed the WPP online 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 WPP Code of Business Conduct.
- 7.5 The Company Conflicts of Interest Register maintained by the Company HR Director will be shared with the General Counsel and Director, Risk Assessment and Controls.
- 7.6 The Chief Executive Officer and Chief Finance Officer of the Company is required to collect and forward the signed forms together with details of any exceptions including any outstanding certificates to WPP business

¹ Pursuant to Recommendation 2.3.8 of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015.

² Senior Management¹¹ includes all members of the local Board or Management team, any Chairpersons, Chief People Officers, COOs, CEOs, CFOs, CIOs, CTOs, Creative Directors etc. and the heads of all departments, whether in agency or in regional or global offices of the agency.

integrity annually when requested to do so and whenever circumstances change, which alter the responses given on the certificate, WPP business integrity must be notified without delay.

8. SEGREGATION OF DUTIES AND INFORMATION BARRIERS

- 8.1 Where an actual or potential Conflict of Interest arises within the Company, appropriate steps shall be taken by the Board or CEO to ensure that the Conflict of Interest does not affect the interests of the Company.
- 8.2 The Board or CEO shall put in place Information Barriers and other measures to enable the Company to carry out business without being influenced by information which may give rise to an actual or potential Conflict of Interest. These arrangements shall include, physical separation, technical separation (i.e. limited access to IT-system and filed information), separate organisational structures and reporting and authorisation lines and frameworks, procedures and internal controls.

9. REMUNERATION

Remuneration arrangements in the Company shall not give rise to conflicts of interests. The remuneration of an employee or function shall not be directly linked to the performance of another employee or function that is engaging in activities where a potential conflict can arise between these activities.

10. OUTSOURCING

Outsourcing its business never releases the Company from accountability. The Company shall have in place risk-based systems and controls to ensure that and assess whether vendors and contractors and sub-contractors meet the requirements of legislation regarding identification and managing of Conflicts of Interest.

11. THE BOARD AND THE EXECUTIVE MANAGEMENT

- 11.1 The Board and members of the Executive Management must be aware that Conflicts of Interest to which they are exposed can have an impact on their independence, and consequently must pay special attention to any perceived, potential or actual Conflicts of Interest that may impede their ability to take objective and impartial decisions that aim to fulfil the best interests of WPP Scangroup Plc.
- 11.2 The Board and members of the Executive Management must generally act in the best interest of the Company and must ensure that business decisions are unaffected by potential or actual Conflicts of Interest in order to ensure that appropriate business decisions are made. The Board and members of the Executive Management must therefore proactively identify Conflicts of Interest resulting from their position and openly disclose such a potential or actual Conflict of Interest as soon as the issue arises. In particular, this means refraining from any action that might be detrimental to the Company.
- 11.3 The initial and ongoing assessment of suitability of members of the Board and members of the Executive Management of the Company is done continuously and is a function charged to the internal audit department and ultimately the Board Committee on Audit, Risk and Compliance. Within the suitability

assessment process also actual, potential and perceived conflicts of interests are identified, assessed and in case material conflicts of interests are found, adequate preventive or mitigating measures are decided on and required disclosures are made with the approval of the Company's Head of Legal to the supervisory authorities.

- 11.4 Members of the Board shall not hold directorships in institutions that are in competition with the Company.

12. **EXTERNAL ENGAGEMENTS**

- 12.1 Employees may take part in external engagements, provided that a prior approval for the engagement is received in accordance with this policy. External engagements that might negatively affect the Relevant Party's work duties or the Company in general are not allowed regardless of if they are performed in the role of an Employee, private individual or in any other role.

12.2 Secondary employment

Employees must obtain approval from their immediate superior before taking on secondary employment. The immediate superior should consult the Company's Head of Legal prior to making decisions on this.

12.3 External board directorships

External directorships in other companies, such as non-profit organizations, associations or family-owned companies must be reviewed and approved on a case-by-case basis by both the manager and the Company's Head of Legal before Employees may engage in them. The employee is responsible for notifying their manager in case a potential or actual conflict of interest arises after the approval has been granted for the external engagement. The manager shall initiate a review of the external engagement and consult the Company's Head of Legal in the review. The review shall include the manager's decision on appropriate measures adopted to prevent or manage the conflict of interest.

Details of non-WPP related directorships held by directors of the Company and its subsidiaries must be provided in the annual year-end reporting pack. Prior approval must be obtained from the Company's CFO before accepting any such appointments and, when, in the reasonable opinion of the Company's CFO, an existing appointment gives rise to a conflict of interest, such appointment or office will be resigned.

13. **REPORTING**

- 13.1 Actual and potential Conflicts of Interest or changed circumstances regarding actual and potential Conflicts of Interest, must be immediately reported to the Company's Head of Legal.
- 13.2 Consultants or other persons with a temporary assignment for the Company shall report actual and potential Conflicts of Interest to the manager in the Company that is responsible for the assignment.

14. **REVIEW**

This policy shall be reviewed and assessed on a biennial basis.

15. **RELATED DOCUMENTS**

WPP Board Charter

WPP Scangroup Plc Board Code of Conduct

WPP Scangroup Plc Whistleblowing Policy

APPENDIX 1 – ANNUAL DECLARATION FORM**ANNUAL DECLARATION BY DIRECTORS AS AT 31 DECEMBER 20XX****A) INDEPENDENCE DECLARATION**

No.	Criteria	Yes /No
1.	Have you been employed by WPP Scangroup Plc or any of its subsidiaries in any executive capacity in the last two (2) years?	
2.	Are you associated as an adviser or consultant to WPP Scangroup Plc or a member of the senior management or a significant customer or supplier of WPP Scangroup Plc or with a not-for-profit entity that receives significant contributions from WPP Scangroup Plc or within the last five (5) years, or have you had any business relationship WPP Scangroup Plc (other than service as a director) for which WPP Scangroup Plc has been required to make disclosure?	
3.	Do you have a personal service contract(s) with WPP Scangroup Plc or a member of WPP Scangroup Plc senior management?	
4.	Are you employed by a public listed company at which an executive officer of WPP Scangroup Plc serves as a director?	
5.	Are you a member of the immediate family of any person described above?	
6.	Have you had any of the relationships described above with any affiliate of WPP Scangroup Plc?	
7.	Please indicate if there has been any event that has changed your independence over the last one year.	

B) CONFLICT OF INTEREST DECLARATION

A conflict of interest is conduct, transaction or relationship that presents or might conflict with a Board member's obligations owed to WPP Scangroup Plc and the Board member's personal, business or other interests.

Board members have a fiduciary duty to conduct themselves without conflict to the interests of WPP Scangroup Plc. In their capacity as Board Members, they subordinate personal, individual business, third-party, and other interests to the welfare and best interests of WPP Scangroup Plc.

All actual and potential conflicts of interests shall be disclosed by Board Members:-

- Through the annual disclosure form and/or whenever a conflict arises.
- At each meeting of the Board of Directors.

Declaration of Conflict of Interest

I confirm as follows:-

(Please tick the appropriate box)

☐

I am not aware that I have any conflict of interest with respect to any existing matters or proposed transactions in WPP Scangroup Plc. I will notify the Chairman of the meeting should I become aware of any conflicts.

☐

I am aware that I have conflicts of interest with respect to existing matters or proposed transactions in WPP Scangroup Plc and hereby notify the Chairman as below:-

Disclosure of Actual or Potential Conflicts of Interest *(if any):-*

C) OTHER DIRECTORSHIPS

Please list below the Companies/organizations in which you hold the position of a Director:

Name of Company	Indicate Director or Chairman	Indicate Private or Listed

*If you have more companies please attach list to this declaration

SHAREHOLDING

1. Please list below the Companies/Organizations in which you own shares:

Name of Company	Number of Shares owned	Percentage (%) of Shareholding
1.		
2.		
3.		
4.		

*If you have more companies please attach list to this declaration

DECLARATION

1. I confirm that the above information is accurate to the best of my information and knowledge.
2. I confirm that I have read the Board Charter, Code of Conduct for Directors, and the Insider Dealing Policy (altogether referred to hereinafter as 'the Charter') and agree to comply fully with the Charter at all times during my service as an WPP Scangroup Plc Board Member. If at any time following the submission of this acknowledgement I become aware of any actual or potential conflicts of interest, I will notify the Company Secretary or the Board Chairman in writing.

NAME: _____

SIGNATURE: _____

DATE: _____