

STANDARD POLICY & PROCEDURE SP&P 382 – Supplier Code of Conduct

1. Our Commitment (Policy Summary)

IPG understands that suppliers are independent entities, but the business practices and actions of a supplier may significantly impact and/or reflect upon us, our reputation and our brands, which is one of our most important assets. Because of this, IPG expects all suppliers and their employees, agents and subcontractors (their representatives) to adhere to the IPG Code of Conduct while they are conducting business with and/or on behalf of IPG. All suppliers should educate their representatives to ensure they understand and comply with the Code.

As in effect from time to time, the Code of Conduct is maintained on our public website at www.interpublic.com and, to the extent reasonably appropriate to the circumstances under which a supplier and their representatives are engaged, is incorporated into this Supplier Code of Conduct by this reference for all purposes.

2. Scope

It is essential that the employees of The Interpublic Group of Companies, Inc. (“IPG” or the “Company”) conduct themselves at all times with integrity and in full compliance with the laws and regulations that govern our global business activities. To that end, IPG has established a set of company standards of business practices and regulatory compliance that are set out in a Code of Conduct which applies to all IPG employees, directors and officers. The Code of Conduct is an extension of our values and reflects our commitment to ethical business practices and regulatory compliance.

IPG expects that its suppliers will share and embrace the letter and spirit of our commitment to integrity. By "supplier" we mean any firm or individual that provides a product or service to IPG or indirectly to any of its clients.

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3. Legal and Regulatory Compliance Practices

All IPG suppliers and their representatives shall conduct their business activities in full compliance with the applicable laws and regulations of their respective countries while conducting business with and/or on behalf of the Company. In addition to any specific obligations under the supplier's agreement with the Company, all suppliers shall, without limitation:

- Comply with the anti-corruption laws of the countries in which it does business, including the United States Foreign Corrupt Practices Act, the UK Anti-Bribery Act, and not make any illegal direct or indirect payments or promises of payments to government officials for the purpose of inducing the individual to misuse his or her position to obtain or retain business.
- Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.
- Comply with all applicable environmental laws and regulations regarding hazardous materials, air emissions, waste and wastewater discharges, including the manufacture, transportation, storage, disposal and release to the environment of such materials.
- Comply with all applicable laws prohibiting slavery, servitude or the use of forced or compulsory labor and human or labor trafficking.
- Be honest, direct and truthful in discussions with regulatory agency representatives and government officials.

4. Business Practices

IPG suppliers and their representatives shall conduct their business interactions and activities with integrity and in accordance with their obligations under their specific agreements with the Company. In addition to those obligations, all of our suppliers shall, without limitation:

- Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy.
- Create, retain and dispose of business records in full compliance with all applicable legal and regulatory requirements.

- Protect and responsibly use both the physical and intellectual assets of IPG, including its property, data and equipment when authorized by the Company to use such assets.
- Use IPG provided information technology and systems (including email) only for authorized Company business-related purposes. IPG strictly prohibits suppliers and their representatives from using Company-provided technology and systems to create, access, store, print, solicit or send any material that is intimidating, harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate and/or send any false, derogatory or malicious communications using Company-provided information assets and systems.
- Comply with the intellectual property ownership rights of IPG and others including but not limited to copyrights, patents, trademarks and trade secrets. Use software, hardware and content only in accordance with their associated license or terms of use.
- Speak to the press on IPG's behalf only if supplier and/or representative is expressly authorized in writing to do so by one of the Company communications professionals.
- Use good judgment, discretion and moderation when offering gifts or entertainment to IPG employees. In doing so, the supplier and or its representatives will refrain from giving Company employees an individual gift or a combination of gifts, or providing any entertainment, that would violate the IPG Code of Conduct. In any event, no supplier may ever offer a bribe, kickback, bartering arrangement for goods or services and/or any other incentive to a Company employee in order to obtain or retain IPG business.
- Avoid the appearance of or actual improprieties or conflicts of interests. Suppliers or their representatives shall not deal directly with any IPG employee whose spouse, domestic partner or other family member or relative holds a significant financial interest in the supplier. Dealing directly in the course of negotiating the supplier agreement or performing the supplier's obligations with a spouse, domestic partner or other family member or relative who is employed by IPG is also prohibited.
- Avoid insider trading by buying or selling IPG stock when in possession of information about IPG that is not available to the investing public and that could influence an investor's decision to buy or sell stock.
- Maintain insurance and provide evidence of such insurance, as requested, with the policies and at the levels required by the Company.

5. Employment Practices

IPG expects its suppliers to share its commitment to human rights and equal opportunity in the workplace. IPG suppliers shall conduct their employment practices in full compliance with all applicable laws and regulations, and shall, without limitation:

- Cooperate with IPG's commitment to a workforce free of harassment and unlawful discrimination. While we recognize and respect cultural differences, we believe that supplier companies should not engage in discrimination in hiring, compensation, access to training, promotion, termination or retirement based on race, caste, national origin, religion, age, disability, gender, marital status, sexual orientation, union membership, political affiliation or any other category protected by applicable law.
- Provide a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations and practices. Adequate steps shall be taken to minimize the causes of hazards inherent in the working environment. While on an IPG owned, leased or managed property, suppliers shall comply with all rules and regulations concerning the operation of the property and the interaction with other individuals with access to the property, whether IPG, its clients, or other suppliers, employees or guests.
- Prohibit the use, possession, distribution and sale of illegal drugs while on IPG owned, leased or managed property.
- Use only voluntary labor. The use of forced labor whether in the form of indentured labor, bonded labor, prison labor, or any other behavior constituting slavery or servitude by a Company supplier or its subcontractors is prohibited and engaging in or the use of human or labor trafficking by a Company Supplier or its subcontractors is prohibited.
- Workers should not be required to lodge "deposits" or their identity papers with their employer and are free to leave their employer after reasonable notice without penalty.
- Comply with all local minimum working age laws and requirements and not utilize child labor. Employees shall not be under the legal minimum working age of the respective region or shall not be less than 16 years of age (whichever is higher). We only support the development of legitimate

workplace apprenticeship programs for the educational benefit of younger people and will not do business with those who abuse such systems.

- Not engage in physical discipline or abuse. Physical abuse or discipline, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation is prohibited.
- Pay living wages under humane conditions. All workers shall be provided with clear, written information about their employment conditions with respect to wages before they enter employment and as needed throughout their term of employment. Deductions from wages as a disciplinary measure shall not be permitted nor shall any deductions from wages not provided for by national law be permitted without the express permission of the worker concerned. All disciplinary measures should be recorded. Wages and benefits paid for a standard working week meet, at a minimum, national legal standards.
- Not require workers to work more than the maximum hours of daily labor set by local laws; ensure that overtime is paid in accordance with local laws and regulations.
- Keep employee records in accordance with local and national regulations.

6. Sustainability

IPG expects its suppliers to share the same social responsibility of growing business in a sustainable fashion. At IPG, we believe that environmental stewardship and local business development are of utmost importance, and we constantly seek new ways to fulfill our responsibilities to the environment.

- Adopt an environmentally friendly policy and share our commitment to sustainability. Comply with all applicable environmental laws and regulations.

7. Supplier Diversity Practices

IPG expects its suppliers to share its commitment to supplier diversity. IPG suppliers shall implement supplier diversity programs that provide opportunities for minority and women-owned suppliers.

- Cooperate with IPG's commitment to encourage and recognize joint ventures and subcontracting of work between majority suppliers and minority-owned and women-owned suppliers.

8. Compliance with the IPG Code of Conduct

It is the responsibility of the supplier to ensure that its representatives understand and comply with the IPG Code of Conduct and to inform its IPG contact (or a member of Company management) if any situation develops that causes the supplier to operate in violation of the code set forth in this document. IPG suppliers are expected to self-monitor their compliance with this Supplier Code of Conduct. In addition to any other rights IPG may have under its agreement with supplier, IPG may request the immediate removal of any representative who behaves in a manner that is unlawful or inconsistent with this Code or any Company policy. IPG retains the rights to audit suppliers at its sole discretion.

9. Reporting of Questionable Behavior or Possible Violations

If you wish to report a questionable behavior or possible violation of this Supplier Code of Conduct, IPG has a variety of resources available to assist you. You are encouraged to work with your primary Company contact in resolving a business practice or compliance concern. However, IPG recognizes that there may be times when this is not possible or appropriate. In such instances, please contact any of the following:

- The Interpublic Alertline at: 1-800-828-0896. The Alertline is maintained by an independent service provider, is available at all hours of the day and night and has representatives who speak all major languages. Reports made to the Alertline are sent to the Company's Legal and Risk Departments for further investigation.
- Send a letter to the Interpublic's General Counsel and at: 909 Third Avenue, New York, New York 10022.

IPG will not tolerate any retribution or retaliation taken against any individual who has in good faith sought out advice or has reported questionable behavior or a possible violation.

10. Document Control

Date Modified	Modified By	Description of Change
10/5/2016	IPG Legal	Added language in reference to the UK Modern Slavery Act