



# CODE OF BUSINESS CONDUCT

—  
Committed to Integrity

**OMNICOM**

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# UNDERSTANDING OUR CODE

Integrity starts here, with our Code of Business Conduct. It's the expression of our commitment to upholding the highest ethical standards

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## ITS PURPOSE

Omnicom's success doesn't just come from our talent, our creativity or the work we do. Our success also comes from the way we work and the way we interact with others – with a solid commitment to integrity. That's something our employees demonstrate every day. But our business can get complicated – just like the many laws, regulations and standards each of us must uphold. We understand there's no way you can know the right thing to do in every situation. That's why we have our Code of Business Conduct. The Code spells out what we value, what we believe and the policies that Omnicom expects us all to uphold. It can also improve your awareness of the laws and regulations that apply to our business and assist you in complying. While no written policy can replace thoughtful behavior, the Code is intended to help you recognize areas of ethical risk and provide guidance on key topics.

### THE CODE APPLIES TO...

Everyone who works on Omnicom's behalf must follow the Code. That includes employees, both full and part-time, at every level, in every location around the world. It also includes everyone else who represents Omnicom, from contractors to our Board of Directors. Even our business partners are expected to uphold our high standards.

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## HOW TO USE IT

Try to avoid the temptation to read the Code once and file it away. It's a tool you should refer to often. Think of it as your go-to reference guide for working with integrity.

In so many situations, the Code can help you:

- Act ethically, fairly and honestly
- Uphold our policies
- Protect the good name of Omnicom and our agencies
- Know what's expected of you
- Make good decisions
- Comply with laws, regulations and standards that apply to us
- Find help when you have questions

# OUR RESPONSIBILITIES

Each of us shares the responsibility to:

- **FOLLOW OUR CODE AND OUR POLICIES**

Get to know the Code and Omnicom and your agency's policies and how they apply to your job.

- **UPHOLD THE LAW**

Understand how various laws apply to our business in the countries where we operate. Watch for any activity that violates them.

- **SHOW INTEGRITY & RESPECT**

Make professional and ethical choices and understand that you represent Omnicom and its agencies to the world.

- **BE CURIOUS**

If anything about our Code, our policies, or a specific situation is unclear, ask for guidance before you act.

- **SPEAK UP**

Stay alert for any activity that could harm Omnicom, our agencies, any of our employees, our clients or our reputation. Let us know about any concerns.

## WHAT ABOUT VIOLATIONS?

Omnicom takes any violations of our Code, our policies or the law seriously. If you break any of these, you could face disciplinary action, including possible termination of employment. That's why it's important to familiarize yourself with the Code, our policies and the laws that apply wherever we do business. Keep in mind that in situations where local customs or practices conflict with our Code or the law, we follow the law and our Code.

## YOUR RIGHT TO SPEAK

We understand that you have rights as an employee, and nothing in this Code or in any of our policies is intended to limit those rights under the law. For example, you have the right to speak publicly about matters of public concern or to participate in certain activities related to the terms and conditions of your employment (including discussions about wages, hours, working conditions, health hazards and safety issues).

Managers have additional responsibilities under the Code:

- **MODEL INTEGRITY**

Be a good example to others. Always uphold our high standards and our Code, in your words and actions.

- **GUIDE OTHERS**

Answer employee questions and encourage them to refer to the Code often.

- **HAVE AN OPEN DOOR**

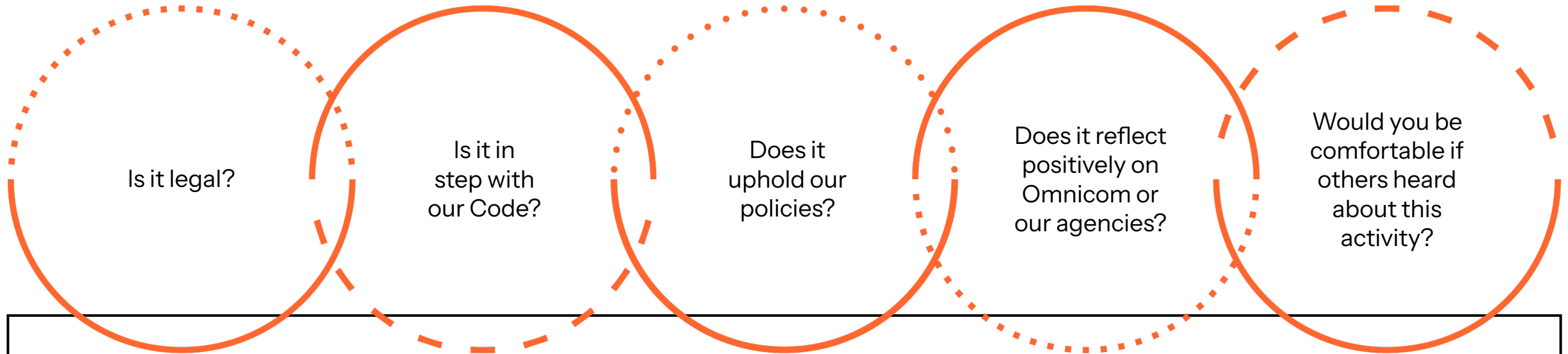
Make sure employees feel comfortable coming to you with questions or concerns. Make time for them and help them resolve issues quickly.

- **WATCH FOR RETALIATION**

Protect employees who share concerns by watching for any retaliation against them. Report it if you see it.

## DECIDING WHAT'S RIGHT

We know situations can come up when you're not sure of the right thing to do. If this ever happens, ask yourself:



Did you answer **“yes”** to all of these questions? If so, the action is probably acceptable. But even one **“no”** or **“maybe”** answer is a sign to stop and seek help. When you're not sure, it's always best to ask for guidance before you act.

# SEEKING GUIDANCE AND RAISING CONCERNS

So, what if something doesn't seem right to you at work? If you've seen or heard about some activity that could violate the Code, the law or our policies (including accounting or auditing policy violations), we encourage you to ask questions and share your concerns. Speaking up is always the right thing to do – even if you have doubts about whether or not a violation has occurred. It helps us identify potentially harmful situations and address them quickly and appropriately.

## HOW CAN I RAISE CONCERNS?

**Talk to:**

- Your supervisor or any senior manager
- The financial manager for your agency or network
- The legal department of your agency or network
- [Omnicom's Legal Department](#)

**Or contact the Internal Control Line.**

This option is available to you if you feel uncomfortable speaking up in person, need to escalate the issue, or if you simply prefer to remain anonymous. Report your concerns:

**By phone:**

Inside the US – 1 (800) 306-7508  
Outside the US – 1 (212) 415-3364

*This service is available 24/7 and allows you remain anonymous, where permitted by local law. If you have any questions about your anonymity, please contact the Omnicom Legal Department. Translation services are also available.*

**By mail:**

Omnicom Group Inc.  
437 Madison Avenue  
New York, New York 10022  
Attention: General Counsel

## WHAT HAPPENS NEXT?

No matter which method you choose to raise a concern, we respond promptly. After reviewing the circumstances involved, we will investigate it, if appropriate. We take every report seriously and will treat it confidentially, to the extent possible and allowed by law. Keep in mind that every employee has a responsibility to cooperate with investigations into reported misconduct.

## WHAT ABOUT RETALIATION?

It's important to us that you feel comfortable sharing your concerns. We do not tolerate retaliation of any kind against anyone who reports suspected violations or participates in an investigation. As long as you report honestly and in good faith, you will not be disciplined or suffer retaliation – even if your concern can't be substantiated.



# CREATING A POSITIVE WORK ENVIRONMENT

Every employee is a unique and valued member of Omnicom and our agencies. As such, we protect and support each other, creating a workplace where everyone can thrive and succeed.

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# FAIRNESS AND RESPECT/PREVENTING HARASSMENT

We believe everyone deserves a welcoming and positive workplace.

Our employees stand together as a unified team, working collaboratively and supporting each other every day. That spirit of mutual support helps us do amazing work and create solutions for our clients.

**SHOW RESPECT.** Our workplace must never be an unwelcoming or hostile place for anyone. Each of us impacts our work environment – positively or negatively. Be aware of your impact and be a positive force by treating coworkers, clients, business partners and anyone else you encounter fairly and with respect.

**PREVENT HARASSMENT.** Any behavior that either disrupts someone's work or creates a hostile or offensive working environment on the basis of his/her sex, race, religion, sexual orientation, gender identity and/or expression, national origin, age, disability, pregnancy, marital status or other status protected by applicable law violates our policy, and has no place in our business. It can take a variety of forms and could be verbal, physical or visual in nature. Harassment could include aggressive or intimidating behavior, bullying, physical or emotional abuse, racial slurs, ethnic jokes or sharing offensive messages or images.

## IN BRIEF

Did you know, harassment and discrimination aren't always intentional? It's possible to offend or discriminate against someone without intending to. So be aware of your own actions and how they impact others.



# FAIRNESS AND RESPECT/PREVENTING HARASSMENT

**WATCH FOR SEXUAL HARASSMENT.** While it is not possible to list all of the circumstances that may constitute sexual harassment, the following are some examples of conduct which, if unwelcome, will not be tolerated:

- Sexual advances
- Requests for sexual favors
- Inappropriate physical contact or other acts of a sexual nature
- Sexual epithets, slurs, jokes, written or oral references to sexual conduct
- Displaying sexually suggestive objects
- Discussing one's sexual activities or experiences

Sexual harassment is particularly harmful when submitting to it is perceived as a condition of employment or advancement or where it negatively impacts a person's work performance and creates an intimidating, hostile or offensive work environment. Stay alert for this behavior in your own conduct and in others.

**OTHER HARASSMENT.** As noted above, Omnicom prohibits harassment of employees on the basis of sex, race, religion, sexual orientation, gender identity and/or expression, national origin, age, disability, pregnancy, marital status or other status protected by applicable law. Unlawful harassment is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of a protected characteristic, and that creates an intimidating, hostile or offensive working environment, unreasonably interferes with an individual's

work performance or otherwise adversely affects an individual's employment opportunity.

Although not possible to list all examples of such prohibited harassment, the following are some examples:

- Epithets
- Slurs
- Negative stereotyping
- Threatening, intimidating or hostile acts that relate to a protected characteristic
- Written or graphic material that denigrates or shows hostility toward an individual or group because of a protected characteristic and that is placed on walls, bulletin boards or elsewhere on the agency's premises, or circulated in the workplace on paper or electronically

# FAIRNESS AND RESPECT/PREVENTING HARASSMENT

**SHARE YOUR CONCERNS.** Ignoring harassing or discriminating behavior is not an option. We need to know about such activity immediately. Any employee, including all supervisors and managers, who has been subjected to harassment or has reason to suspect harassment is occurring, must report such conduct to his/her manager, the agency's Human Resources Department, the legal department of your agency or network or Omnicom's Legal Department. Please refer to your agency's employee handbook for more details on the individuals within your agency who have been designated to receive such complaints.

We take allegations of harassment very seriously. We will respond promptly to complaints of

harassment by conducting an investigation and, where it is determined that inappropriate conduct has occurred, we will act promptly to eliminate the conduct and impose corrective action as necessary.

**NON-RETALIATION.** We will not tolerate any form of retaliation against an individual who has complained about harassment, nor will we retaliate against individuals for cooperating with an investigation of a harassment complaint. Any employee who believes that he or she has been subjected to retaliation should notify his/her manager, the agency's Human Resources Department, the legal department of your agency or network or [Omnicom's Legal Department](#)

## Q&A

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- Q:** A colleague of mine keeps brushing up against me in the office and touching my back when we're talking. I try to pull away, but it keeps happening. Maybe I'm just imagining things. Or should I say something about this? I don't want to get him in trouble.
- 
- A:** If you feel uncomfortable, you shouldn't ignore this situation. Say something to your colleague. If you feel you can't, then speak up about it to a supervisor or contact your local Human Resources representative.

# NON-DISCRIMINATION

We value each individual and work to preserve their dignity and worth.

## Q&A



**Q:** I was recently reassigned to a job with fewer responsibilities. Maybe it's because I'm recently married and am trying to start a family. I'm not sure if this is discrimination or not. Should I speak up or ignore this situation?



**A:** Don't ignore this situation. It may not be easy, but you should speak up if you're ever concerned about some aspect of your employment. Talk to your supervisor or your local Human Resources representative.

Our work is based on teamwork, with a spirit of equality and cooperation and a commitment to equal employment opportunities. We never discriminate, and we won't tolerate unfair treatment.

**REMAIN UNBIASED.** Remember, we are an equal opportunity employer, so we keep discrimination out of our business. If you're involved in making employment decisions, base them only on relevant considerations, like an individual's performance, skills and qualifications. That includes decisions about:

- Interviewing or hiring
- Advancement
- Compensation
- Training
- Discipline or termination

**SUPPORT EACH OTHER.** We believe every individual should have an opportunity to succeed and thrive, and we're counting on you to help make that happen. Encourage your coworkers to do their

## IN BRIEF

Never base decisions on characteristics like sex, race, religion, sexual orientation, gender identity and/or expression, national origin, age, disability, pregnancy, marital status or other status protected by applicable law.



best and celebrate their achievements. Help us uphold our commitment to providing opportunities for everyone at Omnicom and our agencies to develop their talents and advance in their careers.

**STAND UP FOR FAIRNESS.** You can help ensure that the decisions we make about hiring, evaluations, advancement, discipline or terminations are fair and respectful. If you suspect discrimination of any kind in any decision or aspect of employment, share your concerns with your supervisor or local Human Resources representative. Being aware of this activity helps us ensure that each person has a chance to succeed.

# DIVERSITY AND INCLUSION

We embrace our diversity, which unites us and gives us strength.

## Q&A



**Q:** I'm working on a project, and I'm looking for some fresh ideas. A colleague has offered to help, but I'd rather wait until a different colleague is available – someone I work with often. Is that okay?



**A:** Automatically choosing a person you're more comfortable working with could indicate that you're letting unconscious bias affect your decision-making. A better option would be to accept the help of the colleague who offered first – someone with a fresh perspective.

At Omnicom, we are proud of the inclusive and diverse community we have built. It makes us a stronger, more competitive company. Each of us has a responsibility to support that community by respecting the varied backgrounds and cultures of others and practicing fairness in every decision and interaction.

**PROMOTE AN INCLUSIVE CULTURE.** No matter where we work in the world, remember that shared values unite us. Together, we strive to create an inclusive environment that encourages diversity of thought, culture, experience and perspectives. That diversity enables us to solve problems creatively and deliver extraordinary solutions for our clients.

### INNOVATE THROUGH DIVERSITY.

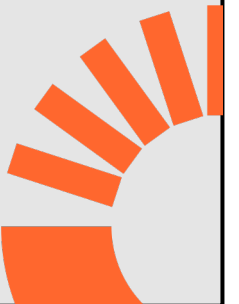
Work consciously to avoid unconscious bias and eliminate barriers. Organize and utilize our resources in a way that taps into our diverse culture. Invite new thoughts and perspectives into your work and on team projects, including diversity of age, gender, gender identity and/or expression, race, national or ethnic origin, religion, language, political beliefs, sexual orientation and physical ability.

**RESPECT THE DIVERSITY OF STAKEHOLDERS AND THIRD PARTIES.** When we talk about inclusiveness, we're talking about more than our employee base. We work with a diverse array of clients, stakeholders and third parties, and it's critical that those relationships are mutually respectful. Use care in your dealings with these individuals or entities, promoting fairness in every interaction.

## IN BRIEF

By promoting an inclusive culture, we seek to:

- Attract and retain diverse talent
- Accommodate individual needs and cultures
- Create opportunities
- Adapt to change in our world



# WORKPLACE SAFETY

We understand that a safe workplace is a successful one for everyone.

## Q&A



**Q:** A coworker has expressed to me his anger with his supervisor. He mentioned wanting to hurt her. He's probably just frustrated. Should I say something about this or wait to see if he talks about it again?



**A:** Don't ignore this behavior. Your coworker might only be venting his frustrations, but we cannot tolerate threats of violence in our workplace. Talk to your supervisor or another member of senior management.

We are committed to providing safe working conditions for all of our employees, but each of us must help maintain them. It's all about staying alert and following our safety requirements to protect ourselves and our facilities.

**WORK FREE OF DRUGS AND ALCOHOL.** Being under the influence of alcohol or drugs while working puts everyone's safety and productivity at risk. When you come to work, make sure you're in good condition to do your job. Don't try to work if your judgment or abilities are impaired – even by legal or prescription drugs.

**FOLLOW OUR SAFETY PRACTICES.** Always stay alert and follow the health, safety and security policies and procedures at your location. Don't take risks or engage in behavior that puts yourself or others in danger.

**KEEP VIOLENCE OUT.** If someone's behavior becomes threatening or intimidating, report it to your supervisor or the Human Resources Department right away. Try to resolve conflicts calmly – without bullying, threatening or harming anyone or their property. Weapons are not permitted in

Omnicom facilities, so let us know immediately if you become aware of a weapon at work.

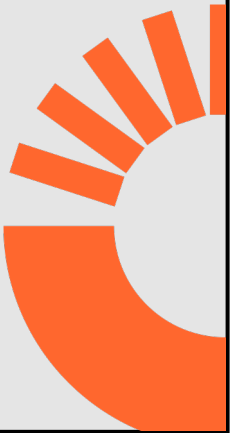
**REPORT ACCIDENTS AND RISKS.** If you or someone else is injured, we need to know right away. Report any accident, injury or unsafe condition to your supervisor or the Human Resources Department so we can respond.

## IN BRIEF

Would you know what to report?

Let us know about:

- Threats
- Property damage
- Environmental hazards
- Broken equipment
- Unsafe work practices or conditions
- Weapons in the workplace





# SAFEGUARDING OUR RESOURCES

Our resources, which distinguish us from our competition, form the very foundation of our business. It's up to us to protect them.

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# COMPANY ASSETS

We protect what's ours, being good stewards of our resources.

## IN BRIEF

Speak up to [Omnicom's Legal Department](#) about any incidents of theft, loss, damage or security breaches.

Omnicom and our agencies provide us with all of the tools we need to do our jobs. From the equipment and software we use each day to our buildings and materials – these are the resources that allow us to channel our creativity, grow, and produce great work for our clients.

## WHAT SHOULD I PROTECT?

Our assets take various forms. They could be either physical assets that you can see or less tangible assets. They can include:

- **Physical Property:** Like our facilities, equipment, cash and other financial assets, along with office supplies, hardware, tools and materials.
- **Intangible Property:** Like our information technology, email, and voicemail.
- **Personally Identifiable Information (PII):** Personal information about our employees, contractors, clients and consumers.
- **Intellectual Property (IP):** Like our names, logos, trademarks, patents, creative ideas and copyrights. It also includes anything you create or design while employed at your Omnicom agency.

**BE RESPONSIBLE.** Care for the resources entrusted to you. Protect them from theft, misuse or loss.

**FOLLOW SECURITY PROCEDURES.** Know our security policies and follow them carefully, including use of equipment and the physical security of our facilities. Only use physical assets for business purposes and never remove them from the office without proper permission.

**SAFEGUARD INTELLECTUAL PROPERTY.** Secure assets like laptops, tablets and other devices physically and electronically to prevent theft or unauthorized disclosure of information. Never discuss proprietary or confidential information with anyone outside of your agency.

**FOLLOW OUR IT POLICIES.** Always follow our computer and network security procedures. That includes never installing unauthorized software onto a device, copying or transferring software licensed to us or sharing your ID or user password.

# CONFIDENTIAL INFORMATION

We recognize our obligation to protect confidential information entrusted to us.

## Q&A



**Q:** I work in the Creative Department, and I'm aware that my agency is currently developing a campaign for a client's new product. Is it okay to tell a friend about it?



**A:** No. While it might seem harmless, you shouldn't share that information with anyone unless you are authorized. Information like this is proprietary and must be protected from disclosure.

Creativity and innovation form the heart of our business. We work very hard to create the communications and strategies that are uniquely ours. We protect this information to maintain our competitive advantage as well as our reputation.

**BE PROTECTIVE.** If confidential or nonpublic information is disclosed, it can help our competitors while harming our clients, Omnicom and our agencies. If your job exposes you to this information, help keep it secure.

## HOW DO I KNOW WHAT'S CONFIDENTIAL?

Confidential information includes any nonpublic information about Omnicom or our agencies and certain information about our clients or business partners that you may have access to through your job. It could include financial information about our:

- **Business:** Marketing strategies, business plans, product or service development.
- **Finances:** Pricing, proposals, forecasts, or product or service costs.
- **Operations:** Leadership changes or strategies for mergers and acquisitions.
- **Clients:** Project details, systems, processes, transactions or financials.
- **Partners:** Pricing or contract terms.

## HOW DO I PROTECT IT?

**WORK WITH CARE.** Access only the information you need to do your job. Never share confidential information belonging to Omnicom or your agency, clients or partners with anyone inside or outside of your agency, unless they are authorized and need the information to do their job. If you are unsure of whether or not information is confidential or if it can be shared, ask your supervisor for guidance.

**COMMUNICATE CAREFULLY.** Use caution when communicating on social media or in public to make sure that you don't disclose confidential business information. Even sharing this information with friends and family or in public places like restaurants, elevators or on public transportation can put this information at risk of potential disclosure and misuse.

## IN BRIEF

Your duty to protect our confidential information doesn't end, even if you leave your agency.



# DATA PRIVACY

We protect the privacy of our employees, clients and partners.

Our relationships with clients and business partners are based on trust. They trust us to handle our partnership with care, along with the sensitive information they share with us, including the personal information they provide. The same applies to our employees, clients and partners and the personal information they provide.

## IN BRIEF

Even inadvertently disclosing personal or private information can expose you, Omnicom and your agency to legal liability and penalties.

**KEEP IT PERSONAL.** Help us respect individual privacy. If you collect or work with personal information of any kind as a part of your job, use it only for business reasons. Handle it carefully and follow the data privacy and protection laws wherever we do business.

## WHAT SHOULD I PROTECT?

Protect any information that could identify an individual, such as:

- Email addresses
- Telephone numbers
- Financial information
- Medical information
- Credit card information
- Names of family members
- Social Security numbers
- Home addresses

**HONOR OUR RELATIONSHIPS.** Respect clients and partners. They expect us to uphold our confidentiality agreements and to respect their privacy. Help us keep our promises by complying with all privacy notices and agreements to prevent the disclosure of any personal information.

## Q&A

**Q:** I have access to the personal information of our clients for my job. A colleague has asked for several clients' email addresses to communicate about a charity she is involved in. Should I share them with her?

**A:** No. You may not casually share private client information. Let your colleague know she needs proper authorization to use this information.

**PROTECT EACH OTHER.** Treat your coworkers' private information like your own, never disclosing it to any unauthorized individual or handling it carelessly. If you work with this information for your job or just come across it, handle it carefully and in line with the law.

**FIND OUT MORE**

[Privacy Shield Policy](#)



# ESTABLISHING & MAINTAINING TRUST

We know we must earn the trust placed in us. Our success and our reputation depend on it, so we strive to always do what’s right.

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# CONFLICTS OF INTEREST

We never use our professional position for personal gain.

At Omnicom, our work is all about collaboration. Our teamwork connects us to each other and our agencies. For that reason, all of our business decisions should be objective. We should never allow our personal interests to affect our judgment.

## UNDERSTAND CONFLICTS OF INTEREST.

If a situation comes up, like a personal relationship, outside employment, financial investment or some other opportunity, and it could affect your decision-making, that is a possible conflict of interest. A conflict of interest may also arise when you or a member of your family receives improper personal benefits because of your position at your agency. It's critical for you to be aware of conflicts and avoid them. Even the appearance of a conflict can harm Omnicom and our agencies.

## IN BRIEF

Sometimes a situation may not begin as a conflict, but one may develop, like when a friendship or relationship develops with a client or business partner. If this happens, disclose the relationship.



# CONFLICTS OF INTEREST

## WHAT DOES A CONFLICT LOOK LIKE?

It's not always easy to recognize a potential conflict of interest. They take many different forms, but there are certain situations that lead most often to conflicts:

- **Outside Employment:** Accepting a second job or consulting opportunity that interferes with your full-time commitment to your job.
- **Personal Relationships:** Having your relative or friend enter into a business relationship with your agency. You may not hire or supervise a family member or friend without disclosing the relationship and obtaining approval. The same applies to businesses owned by friends or family you may not conduct business with these organizations without approval.
- **Personal Investments:** Investing in any non-publicly traded company that does business with Omnicom or your agency, competes with us, or wants to do business with us, is a potential conflict. That includes investing in our competitors, vendors or any other business partners.
- **Business Opportunities:** Discovering an opportunity through your position and taking it for your own personal gain is a conflict, as is taking opportunities discovered by using resources, relationships or information learned while employed by your agency.
- **Certain Service to Other Organizations:** Full-time employees are required to seek authorization from your network's general counsel before: (1) providing paid services to any non-Omnicom company; or (2) receiving compensation for serving as a board member for any organization. Approval is not required for unpaid services to non-profit organizations.

## Q&A

- 
- Q:** My brother recently got a new job with one of our business partners. Since I'm not involved in managing this partner or contracting with them, do I have to let someone know about it?
- 
- A:** A situation like this probably isn't a conflict of interest since you don't work closely with them. But you should still notify your supervisor about the relationship in case a time comes when you may work directly with this partner or to avoid an appearance of impropriety on your part.

**LET US KNOW ABOUT CONFLICTS.** If you become aware of any situation that could lead to a conflict of interest, disclose it immediately. Even if you're not sure if a situation is a true conflict, talk to your supervisor or any senior manager so we can address the situation and avoid a conflict.

# GIFTS, ENTERTAINMENT, AND HOSPITALITY

We build relationships based on honesty and integrity – never on inappropriate favors.

## Q&A

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**Q:** A vendor invited me to go with him to a major sports event. Shortly before the game, he told me he couldn't attend, and he offered me both tickets. May I accept the tickets and bring my spouse?
- 

**A:** No, not in this situation. If the vendor had actually attended the game with you, it would have been acceptable entertainment. But since the tickets are more than nominal in value and he won't be joining you, you may not accept them without approval.

Exchanging gifts and providing entertainment is a long-standing business tradition. While it does demonstrate goodwill between partners, it can also be used to influence others. An offer or favor that does this has gone too far.

**CONSIDER OFFERS CAREFULLY.** We depend on you to use good judgment when working with business partners. Never allow a gift or favor to influence your business decisions, and don't attempt to influence others. Violations of our gifts policy are serious and could result in disciplinary action, including termination. But we

## IS A GIFT EVER APPROPRIATE?

| Yes, when it's...       | No, when it's...                                 |
|-------------------------|--------------------------------------------------|
| Given occasionally      | Obligating you to take some action               |
| Legal and appropriate   | Illegal or against our policies                  |
| Nominal in value        | Given in exchange for awarding specific business |
| Customary               | Cash, a loan or cash equivalent                  |
| Approved by your agency | Expensive or extravagant                         |

## IN BRIEF

If you are offered something, ask yourself, "Would I be comfortable with the CEO of my agency finding out?" If the answer is "no", it's inappropriate and should be refused.

realize it can be hard to tell the difference between an acceptable business courtesy and something inappropriate.

**USE EXTRA CARE WITH GOVERNMENT OFFICIALS.** The rules are more stringent in these cases. If you're dealing with a government official, never offer, promise or give the official anything of value. It could give the impression that you're trying to gain an improper advantage or urge the official to do something improper. Please keep in mind that it might not be obvious who is a government official (e.g., an employee of a government-run hospital, bank, public utility or media network). If you are at all uncertain, please ask your supervisor or a senior manager.

# SELECTING THIRD PARTIES

Our third-party business partners must share our commitment to high standards.

Our relationships with vendors, suppliers and other third parties are a key component of our business. We nurture these relationships, and never take them for granted. Our focus is working collaboratively to build mutual trust and respect with all third parties.

**CHOOSE ETHICAL PARTNERS.** If you are involved in selecting third-party business partners, look for organizations that will share our high ethical standards. Choose third parties ethically and objectively, without personal bias.

**ACT WITH INTEGRITY.** Tread third parties honestly and fairly. In your interactions with them,

avoid even the appearance of anything improper, like conflicts of interest, inappropriate gifts, entertainment or favors.

**STAY ALERT.** Monitor third-party performance to make sure they are upholding our Code and the laws that apply to our businesses. Help them represent your agency with integrity by setting high expectations and communicating our Code and, when necessary, our policies.

**SPEAK UP.** If you become aware of potential violations committed by a third party working with us or on our behalf, speak up. If you're unsure about a specific situation, ask for guidance.

## Q&A

- 
- Q:** I have a friend who works for one of our competitors who has worked with a vendor that we're considering using. She said this vendor was supposedly involved in a bribery incident. Should I be concerned?
- 
- A:** Yes, you should, and you should report this to your supervisor so the agency can do more research. Bribery is a serious Code violation and can be a violation of law.

## IN BRIEF

When choosing a third-party business partner, base your decision on:

- Business needs
  - Price
  - Services offered
  - Quality
- 

# HONEST AND ACCURATE RECORDS

We believe in preserving the integrity of our books and records.

## Q&A



**Q:** I recently became aware of a possible accounting irregularity. But because it's by someone higher up, I figure she probably knows best, so I'm hesitant to report it. Should I report it?



**A:** Yes. Even someone higher up could make a mistake or be involved in misconduct. It's vitally important that you report your concerns to the Internal Control Line immediately to prevent further irregularities.

Omnicom's success and our reputation depend on our ability to maintain accurate books and records. We are a public company, and our books and records must always correctly represent our business and our financial position. They must remain clear, accurate and timely so we can make responsible business decisions, forecasts and filings.

**BE CAREFUL AND HONEST.** Any time you handle a business or financial record of Omnicom or our agencies, focus on honesty and accuracy. Assign costs correctly and consistently and never falsify or make misleading reports or entries in our business or financial records. Remember, Omnicom prohibits unrecorded or "off-the-books" funds, assets or liabilities, and special billing or payment procedures that suggest tax evasion.

**STAY ALERT AND SPEAK UP.** Stay alert for warning signs of potential bribery, fraud or money laundering activity in our records, such as false entries, misleading statements or significant omissions. Don't ignore any concerns. Contact [Omnicom's Legal Department](#) immediately.

**MANAGE RECORDS RESPONSIBLY.** An important part of financial integrity is good records management, from the creation of records to their storage, maintenance and disposal. Follow our policies regarding retaining, storing and disposing of records. Never destroy a record with a legal hold or preservation requirement.

## WHAT ARE BUSINESS OR FINANCIAL RECORDS?

They can include:

- Expense reports
- Client or vendor invoices
- Purchase orders
- Payroll records
- Employee timesheets
- Benefit claims
- Client or vendor contracts

# RESPONSIBLE COMMUNICATIONS

We protect our reputation through consistent, reliable communications.

Communication today is instant and freely exchanged, including communication about Omnicom and our agencies. We can't control all communication, but we can work to ensure that messages about Omnicom and our agencies are accurate and consistent. That's why we only allow authorized individuals to speak to the public on our behalf.

**UNDERSTAND THE IMPACT OF WORDS.**  
Having authorized individuals speak for us prevents messages from being misunderstood. Even comments that are meant to be positive or helpful could inadvertently:

- Misinform clients, investors or the public
- Disclose confidential information or intellectual property
- Promise something that we can't fulfill
- Violate our Code or our policies
- Harm our reputation

**REFER INQUIRIES.** If you receive an inquiry about Omnicom or your agency, don't attempt to respond yourself, unless you are authorized. Instead, refer it to the right resources:

| Requests from...              | Refer to...                                                                                  |
|-------------------------------|----------------------------------------------------------------------------------------------|
| Media                         | Head of Communications at your respective agency or <a href="#">Corporate Communications</a> |
| Shareholders                  | <a href="#">Investor Relations</a>                                                           |
| Legal or government officials | <a href="#">Omnicom's Legal Department</a>                                                   |

# RESPONSIBLE COMMUNICATIONS

We protect our reputation through consistent, reliable communications.

## IN BRIEF

Remember that you represent your agency even when you leave the office. Never communicate something publicly or on social media that you would not want your agency leadership to know about.

**SEEK APPROVAL.** If you have been asked to make a speech, write an article or communicate with a member of the media or publicly in any other way to a broad audience, make sure you obtain approval from senior management at your agency before you accept.

**TAKE CARE ON SOCIAL MEDIA.** If you communicate about Omnicom or your agency on social media, state that you are an employee of your agency (and, if relevant, that you work for an Omnicom agency), and your views are your own – you don't speak for Omnicom or your agency. Make your postings constructive, honest and helpful. Never share confidential information or violate our policies. Keep in mind, this policy is not intended to interfere with your right to speak out publicly about matters of public concern or your engagement in activities related to the terms and conditions of your employment.

## Q&A

-  **Q:** I am involved with a charity, and I'm organizing a fundraising event. Is it okay to identify myself as an employee of my agency? I think it would reflect positively on my agency and help us raise funds.
-  **A:** Unless you obtain permission, you shouldn't use your position or Omnicom's or your agency's name in this way – even to promote a charitable cause.



# COMPLYING WITH INDUSTRY LAWS & REGULATIONS

We win business honestly and ethically, based on the value of our services – never by using unfair or unlawful practices.

|                                                             |    |
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| Insider Trading                                             | 29 |
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| Export Controls, Import Controls,<br>Boycotts and Sanctions | 32 |
| Money Laundering                                            | 33 |

# FAIR COMPETITION

We believe success should be earned through open and honest competition.

## Q&A



**Q:** While at a conference a competitor discussed a new company entering the market and suggested that we can “crush the new competition together.” Is this harmless business-speak, or could it be anti-competitive?



**A:** Expressions like this may sound harmless, but they could point to intent and motive in an antitrust investigation. Use care with your own language and avoid conversations that involve terms like this.

At Omnicom, we take immense pride in our work, and we’re happy to compete in the marketplace. We know it’s our creativity and expertise that brings us success. It never comes from unfair or anti-competitive tactics.

**KNOW THE LAW.** Help support healthy competition by getting to know the competition laws that apply to our businesses. These laws exist in different forms around the world, but they all call on us to act honestly and use good judgment in our interactions with competitors, clients and business partners.

**ACT ETHICALLY WITH COMPETITORS.** If your job requires you to attend industry meetings and events, you will likely be interacting with our competitors. In your conversations, avoid any discussion of competitive issues like contract terms, bids or prices. Even the appearance of an improper agreement or understanding between competitors can lead to lengthy and costly government investigations.

## WHAT SHOULD I AVOID?

Never engage in or discuss the following topics with any competitor:

- **Fixing** prices or terms of sale for our services
- **Rigging** bids by agreeing not to bid or fixing the outcome of bids
- **Determining** what services to offer
- **Dividing** markets, clients or territories
- **Preventing** another competitor from entering the market

## GATHER COMPETITIVE INFORMATION

**WITH CARE.** When conducting research on our competitors, be fair. Only use publicly available information. Turn down any information that was improperly obtained, like confidential information shared by a client, an ex-employee or any other party.

# INSIDER TRADING

We protect nonpublic information, never using it for personal gain.

When buying or selling securities, we all try to make informed decisions. But if those decisions are ever influenced by material nonpublic or “inside” information about a company, that is insider trading and it’s against the law. Get to know insider trading laws and follow them whenever you buy or sell a company’s securities.

## IN BRIEF

**When can I trade?** Unless you have been told otherwise, once inside information is released to the public, like through a government filing, press release or other official communication, then you may use it to buy or sell securities.



**KEEP INSIDE INFORMATION SECURE.** As an employee of an Omnicom agency, you may become aware of material nonpublic information about Omnicom or one of our clients or business partners. Or you might learn of something nonpublic through a friend or relative. In either case, you become an “insider,” and you may not trade in, or advise others to trade in, stock or securities based on material information the public doesn’t yet know.

## WHAT IS MATERIAL?

Material information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell or hold the securities in question.

## WHAT DOES NONPUBLIC INFORMATION INCLUDE?

- Undisclosed financial information
- New or developing products or services
- Marketing strategies
- Major leadership changes
- Potential business deals
- Information on customers or business partners
- Potential mergers or acquisitions
- Impending legal action or investigations

**DON’T SHARE “TIPS.”** The same rules apply to sharing inside information with someone else. It doesn’t matter if you don’t trade based on the information – if you share it with someone else, even family or friends, you are violating securities law. Avoid even the appearance of any improper tipping.

## Q&A

- Q:** I often talk to my father about work and the latest news at work. I don’t believe he would trade based on any information I mention. Would it be okay to tell him about a business deal we’re working on?
- A:** Even though this is a trusted family member, and you’re confident that he won’t trade on this information, you still shouldn’t share it with him. He might mention it to someone who would make a trade.

# BRIBES AND IMPROPER PAYMENTS

We won't allow anything improper to influence decision-making.

Whenever bribery and corruption occur, the damage can be severe – unfair competition, eroded trust and harm to business and communities alike. Help us keep this behavior out of Omnicom and our agencies by following anti-bribery and anti-corruption laws and never offering or accepting any type of bribe or kickback.

**KNOW THE LAW.** Laws related to bribery and corruption differ from country to country. Get to know the laws that apply to us in the country where you work, including the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act of 2010 and other local laws. Some laws may be less strict than others, so when in doubt, ask questions. The consequences of violating these laws can be severe – for you, Omnicom and our agencies. If you're aware of someone offering or accepting a bribe, let Omnicom's Legal Department know right away.

## IN BRIEF

Never use your own funds or a third party to make an inappropriate offer.



## WHAT DOES A BRIBE LOOK LIKE?

A bribe can be anything of value given to gain preferential treatment. It could be:

- Cash
- Gift cards or certificates
- Special discounts
- Gifts or favors
- Entertainment
- Gifts of stock
- Charitable or political contributions
- Personal travel expenses

# BRIBES AND IMPROPER PAYMENTS

**INTERACT CAREFULLY.** Acts of bribery often occur when working with third parties, so use caution when negotiating with these parties. Make sure any transactions are honest and accurate, and you never offer or accept anything of value to gain an improper advantage. That rule applies even if a local law or custom allows a certain type of offer or payment.

**USE EXTRA CARE WITH GOVERNMENT OFFICIALS.** The rules about government officials are even more strict. If you offer anything of value to a government employee or comply with their request for an expediting or facilitating payment, you could be violating anti-corruption laws. These “grease” payments are presented as a way to speed up routine government actions, but no matter what local law says, we don’t pay them.

Once again, it might not be obvious who is a government official. If you are at all uncertain, please ask your supervisor or a senior manager.

## Q&A

- 
- Q:** I have become aware of a business partner agreeing to pay a facilitation payment that I know we’re not permitted to pay. Since this is a third party and not an Omnicom agency, should I be concerned?
- 
- A:** Yes, you should. We could be held responsible for the actions of anyone who works on our behalf. Don’t ignore this activity – speak up about it immediately to [Omnicom’s Legal Department](#).

# EXPORT CONTROLS, IMPORT CONTROLS, BOYCOTTS, AND SANCTIONS

We are citizens of the world and respect the laws governing international trade.

## IN BRIEF

International trade laws include:

- Economic sanctions
- Anti-money laundering
- FCPA (U.S. Foreign Corrupt Practices Act)
- UK Bribery Act
- Anti-bribery
- Anti-terrorist financing
- Import laws
- Trade compliance laws
- Export controls

Because we do business in multiple countries around the world, a variety of export and international trade laws apply to our business. Get to know these laws and follow them in every international transaction to avoid inappropriate or illegal deals.

**WORK ONLY WITH ETHICAL PARTNERS.** When choosing business partners, make sure we don't do business with any sanctioned or restricted entities. Research each partner to verify their commitment to high ethical standards and ensure that they do not appear on lists of restricted parties maintained by various governments, including the U.S. Speak up if you have concerns about possible violations.

**DOCUMENT PROPERLY.** Ensure that imports or exports are classified in advance and include proper labeling, documentation, licensing and approvals. Also ensure that paperwork is accurate and complete, the destination and final use are confirmed, no facilitation fees are being paid and no embargoed countries are involved. Laws change periodically, so keep up with any new requirements.

## FIND OUT MORE

[US Office of Foreign Asset Control Sanction Control Policy](#)

**AVOID BOYCOTTS.** As a U.S.-based company, Omnicom and our agencies do not participate in a boycott of any country, unless the boycott is formally approved by the U.S. government. If you receive a request to comply with a foreign boycott, contact [Omnicom's Legal Department](#) to determine the right course of action.

## Q&A

- Q:** A transaction I'm working on involves more than one country and potentially implicates export/import controls. Which country's laws do I follow?
- A:** The laws of multiple countries may apply in this situation. Check to make sure you're complying and get help from [Omnicom's Legal Department](#) if the situation is too complicated.

# MONEY LAUNDERING

We take all actions necessary to prevent illegally generated funds from moving through Omnicom and our agencies.

## Q&A



**Q:** An invoice from a foreign business partner shows an unusual transfer of funds from a different country – not where the business partner does business. Should I be suspicious?



**A:** Yes, unusual transfers of funds like this or large payments in cash are warning signs of potential money laundering. Report any concerns to your supervisor or [Omnicom's Legal Department](#).

Money laundering is a serious crime that happens when funds are generated through criminal activity like tax evasion, drug trafficking or terrorist activity, but the source of funds is hidden through a legal business. Help us eliminate any opportunities criminals have to use us for such activity.

## WHO COMMITS MONEY LAUNDERING?

Money laundering is a practice often used by:

- Terrorist organizations
- Tax evaders
- Drug smugglers or anyone who receives money through illegal activities.

**PAY ATTENTION.** Money laundering can happen when people don't watch the flow of funds in their company. Without realizing it, you could facilitate money laundering or other financial crimes by allowing our systems to be manipulated. Use good judgment and stay alert in all dealings with clients and third parties. Speak up about anything suspicious.

## IN BRIEF

Watch for the warning signs...

- Invoices paid with **cash** or money orders
- Payments in a different **currency** than shown on the invoice
- Delivery of goods to a **different country** from place of payment
- Payments made by an uninvolved **third party**
- **Over-payment** of invoices
- Suspicious **fund transfers**



## MAKE GOOD DEALS WITH GOOD PARTNERS.

Make sure you know who you're doing business with. Only work with clients and partners who run legitimate businesses and use funds from legitimate sources. If your work involves receiving or handling funds, follow our policies and procedures regarding acceptable forms of payment.

6.0



# BEING GOOD GLOBAL NEIGHBORS

We look beyond ourselves and our daily work, taking meaningful action to protect our environment and benefit people and communities around the world.

|                             |    |
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# OUR ENVIRONMENTAL FOOTPRINT

We care for our planet, staying aware of and minimizing our environmental impact.

Preserving and protecting the environment isn't someone else's responsibility. It's one that each of us must share. You can help us make a positive impact on our environment by striving to exceed environmental protection requirements in our workplaces around the world.

**BE PROACTIVE.** We operate in many different countries, but no matter where we work, we actively look for ways to work smart, work clean and be more efficient. We count on you to comply with environmental laws, regulations and requirements of our clients. Handle and store any hazardous materials carefully and support our conservation

efforts by recycling, re-using and reducing your use of water, energy and other resources whenever you can.

**BE AWARE.** Watch for potential environmental hazards. Don't ignore harmful situations, such as inappropriate waste disposal, spills or release of pollutants – report them immediately. Set a good example. Through your own actions, show others, including our business partners, that we are serious about protecting our environment. Encourage others to be responsible and follow environmental laws.

## IN BRIEF

Small steps get big results...



You can make a difference in your everyday actions, like:

- Supporting our conservation efforts by recycling and re-using resources
- Reducing your use of water, energy, and other resources whenever you can
- Handling and storing hazardous materials carefully

# HUMAN RIGHTS

We strive to positively impact the lives of people around the world.

## IN BRIEF

How can I choose a business partner that respects human rights?

Choose a partner that:

- Has no history of human rights abuses, harassment or discrimination
- Follows employment laws, including those that regulate pay and working hours or conditions
- Provides a safe and healthy workplace for employees

Everything we do must be done with respect for individuals' basic human rights, and we must seek to prevent our business activities from impeding those rights. Help us uphold the laws that prohibit harmful activity like forced or compulsory labor, child labor or human trafficking, including (where applicable) the UK Modern Slavery Act.

**UNDERSTAND THE BASICS.** Human rights violations occur around the world, so it's important that we respect human rights wherever we do business. Help us play our part in ensuring that people enjoy basic rights, which include:

- Fair and legal pay
- Freedom of choice to work or not work
- Safe working conditions
- Reasonable and legal work hours
- Freedom of opinion and expression
- Freedom of association and collective bargaining

## **ASSESS AND MONITOR BUSINESS PARTNERS.**

We expect our business partners to share our commitment to individual rights. Before you work with any business partner, they should be assessed so that you are reasonably certain that their actions are in line with the law and that they treat all workers with dignity and with respect for their basic human rights.

**SPEAK OUT AGAINST ABUSES.** If you see or suspect human rights violations either by an employee of an Omnicom agency or any of our business partners, [share your concerns](#).

# COMMUNITY INVOLVEMENT

We actively support our communities and engage with the issues that matter to us.

Our goal is to be active members of our communities rather than bystanders. We encourage you to get involved. Whether it's through volunteering, fundraising or organizing, you can help shape our communities for the better.

**Connect With Care.** Across our organization our employees donate their time, talents and creative energy to a variety of non-profit organizations. If you choose to participate in charitable or community activities as an employee of Omnicom or one of our agencies, make sure your activity is voluntary, lawful and follows our policies. For example, Omnicom prohibits the philanthropic support (financial or in-kind) to non-religious

organizations that discriminate in the provision of services unlawfully or in a manner inconsistent with Omnicom's policies on the basis of sex, race, religion, sexual orientation, gender identity and/or expression, national origin, age, disability, pregnancy, marital status, or other status protected by applicable law.

**AVOID SPEAKING ON OUR BEHALF.** While you are volunteering or supporting a charitable cause, remember not to speak on behalf of Omnicom or our agencies without proper approval. In any communications or social media postings, make it clear that your opinions are your own, and that you don't speak for your agency or Omnicom.

## IN BRIEF

**Get involved!** Different Omnicom agencies get involved in a variety of community activities. Watch for announcements at your location for volunteer opportunities near you.



## Q&A



**Q:** I often volunteer on my own for a local non-profit, and I would love for my agency to offer its financial support for this group. What can I do?



**A:** Before you make any kind of pledge on your agency's behalf, talk to your manager. While we support community organizations in a variety of ways, you must first obtain proper approval for any financial support.

# POLITICAL ACTIVITIES

We believe individuals have the power to make a difference in their communities.

## Q&A



**Q:** I am volunteering for a local political candidate, and I need a quiet place to make phone calls to encourage people to vote. Is it okay to use my office phone if I make the calls after work hours?



**A:** No. It isn't just the work hours that matter here. Your volunteer activities must be done using your own resources as well as your own time, so make the calls outside of the office, using your own phone.

It's important to us that all of our employees feel free and encouraged to participate in the political process by supporting political causes and candidates of their choice. If you choose to support a candidate or cause, give your support voluntarily and use your own resources.

**VOLUNTEER RESPONSIBLY.** Keep your personal political activities legal and separate from your work with your agency. Always use your own:

- **Time:** Don't allow volunteer work to interfere with your job.
- **Funds:** We generally do not support any particular candidate or party and will not reimburse you for any donations you give.
- **Resources:** Never use your agency time or resources (like printers, copiers or phones) to support your volunteer work.

**ONLY SPEAK FOR YOURSELF.** If you are working for a political cause or candidate, don't make any announcements or take any actions in Omnicom's or your agency's name unless you are authorized. Any statements or comments you make must be identified as your own views, and not those of Omnicom or your agency.

## IN BRIEF

Keep in mind, we reserve our right to lobby on behalf of issues that affect our agencies and operations, but only in compliance with the law. Your job will not be affected by your personal political views, your willingness to volunteer or your choice of political activities or contributions.



# POLICY WAIVERS

For Executive Officers or Directors of Omnicom, any waivers of the Code must be approved by the Board of Directors or the Governance Committee of the Board. We cannot foresee circumstances in which such a waiver would be granted.





# FINAL THOUGHTS

Thank you for taking the time to read Omnicom's Code of Business Conduct. Keep the Code in mind and let it guide you in your daily work.

We're counting on you to live our commitment to excellence and integrity in every decision and interaction by using the Code to guide your actions. Don't think for a minute that your actions don't matter. In every situation, your actions

reflect on Omnicom and our agencies. They matter to us and to our clients, who deserve only the best from each of us.

If you have questions about the Code or can't find the answers you need, please don't hesitate to ask. We also welcome your feedback about the Code or any Omnicom policies.

# HELPFUL RESOURCES

Omnicom has a variety of tools to help you seek guidance and share concerns.

| ISSUES OR CONCERNS                                                                                   | CONTACT                                                                                                                                                                                                             |
|------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| To report misconduct or other ethical concerns                                                       | Omnicom Legal Department ( <a href="mailto:Legal@OmnicomGroup.com">Legal@OmnicomGroup.com</a> )<br>or<br>Internal Control Line<br>1 (800) 306-7508<br>1 (212) 415-3664 (if calling from outside the United States). |
| To ask questions about the Code or any Omnicom policy                                                | Omnicom Legal Department ( <a href="mailto:Legal@OmnicomGroup.com">Legal@OmnicomGroup.com</a> )                                                                                                                     |
| To report environmental or safety concerns                                                           | Omnicom Legal Department ( <a href="mailto:Legal@OmnicomGroup.com">Legal@OmnicomGroup.com</a> )<br>or<br>Internal Control Line<br>1 (800) 306-7508<br>1 (212) 415-3664 (if calling from outside the United States). |
| For assistance with questions about the work environment and employment                              | Your agency’s Human Resources Department                                                                                                                                                                            |
| For legal questions, concerns and government inquiries                                               | Omnicom Legal Department ( <a href="mailto:Legal@OmnicomGroup.com">Legal@OmnicomGroup.com</a> )                                                                                                                     |
| For inquiries from shareholders or financial analysts                                                | Investor Relations ( <a href="mailto:IR@OmnicomGroup.com">IR@OmnicomGroup.com</a> )                                                                                                                                 |
| Before making speeches, writing articles or distributing communication intended for a broad audience | Senior management at your agency                                                                                                                                                                                    |

**OMNICOM**