

## PURPOSE

To provide a consistent, cost-effective, integrated solution for the sourcing and procurement of products and services required to conduct business on behalf of Omnicom Group Inc. and its agencies and subsidiaries (“Omnicom” or the “Company”). The objective of this policy is to ensure that the Company follows best in class purchasing practices and procedures and leverages its purchasing volume.

## SCOPE

- This Policy applies to all Omnicom offices, and all agency offices, domestic and international.
- This policy applies to the purchase of all products or services, whether for the use of the Company (“non-billable procurement”) or for the benefit of and billable to clients (“billable procurement”).

## POLICY

This Policy is intended to guide decision-making, promote consistent and ethical practices, and align our sourcing activities with our business objectives.

### Strategic Sourcing

- The Strategic Sourcing team at Omnicom Group Inc. (“Strategic Sourcing”) serves as the coordinator of strategic sourcing and procurement services and supplier contract administration for the Company, in accordance with this Policy.

### Vendor Onboarding

- All new suppliers (other than media vendors) are required to be onboarded through SAP Ariba where SAP Ariba has been deployed.
- Whether a supplier is onboarded through SAP Ariba or otherwise, the employee(s) requesting such supplier (each, a “Requestor”) and all other employees involved in engaging such supplier must comply with this Policy.

### Omnicom Affiliates and Other Preferred Suppliers

- Omnicom and its agencies shall purchase products and services from Omnicom Affiliates or from Preferred Suppliers (as such terms are defined in Section 1.1 below), absent compelling business reasons to the contrary; provided that such purchases must always be made in compliance with applicable terms of this Policy and applicable client contracts. See Section 1.1 below.

### Bidding Requirements

- Each agency shall incorporate competitive bidding as an integral part of its procurement process, in accordance with Section 1.2 below.

## Risk Due Diligence and Third-Party Risk Management (TPRM)

- Each agency, before engaging in third party agreements, must confirm the authenticity of the third party by validating the information supplied by the third party against an independent source.
- A risk-based assessment of new third-party suppliers is also required. (See Section 1.3, below).
- Certain suppliers may require additional due diligence, internal approvals and/or specific contractual requirements, such as suppliers who interact with government officials on our behalf (in accordance with our anti-corruption policies) or suppliers who store, process, or otherwise impact Omnicom or client data or who provide technology products or services (in accordance with the Omnicom Technology Group's Supplier Relationship Policy or other relevant policies governing privacy and security assessments).

## Contracts and Purchase Orders

- Transactions with suppliers should be properly documented through a contract and/or purchase order, and certain contracts must be reviewed by Strategic Sourcing, as described in Section 1.4 below.

## PROCEDURES

### 1.1 Preferred Suppliers

“**Omicom Affiliates**” are suppliers who are subsidiaries of Omnicom Group Inc.

“**Preferred Suppliers**” are suppliers who are favored over others due to their reliability, quality, compliance, competitive pricing and/or ability to meet Omnicom's specific needs, and who have entered into a Master Services Agreement or other negotiated agreement with Omnicom. All agreements with Preferred Suppliers shall be reviewed and approved by the CPO or designee except those relating to suppliers providing banking, accounting, tax, legal, insurance, real estate leases and employee benefits services.

Preferred Suppliers will be identified as such in SAP Ariba and/or the Strategic Sourcing SharePoint site.

We must first source goods and services from an Omnicom Affiliate or Preferred Supplier, if there is an Omnicom Affiliate or Preferred Supplier who provides the relevant goods or services; provided that when engaging such suppliers we must always comply with the terms of this Policy and any applicable client contract or valid client directive. See Section 1.2 below and the Omnicom Billable Procurement Policy.

However, if there are no Omnicom Affiliates or Preferred Suppliers who can adequately provide the goods and services required or if there is a compelling business reason to engage an alternative supplier, then an alternative supplier may be engaged. If requested by Strategic Sourcing, Requestors should involve the Strategic Sourcing team in the process of appointing the alternative supplier. The process of appointing such alternative supplier must comply with all other requirements of this Policy, including the competitive bidding requirements set forth in Section 1.2. below.

### 1.2 Competitive Bidding

Competitive bidding is the process of inviting multiple-qualified suppliers to submit proposals for goods or services to achieve the best value for the Company and its

clients, as applicable. This policy establishes different bidding requirements and processes for Billable Procurement and Non-Billable Procurement, as detailed below.

## 1.2.1 Competitive Bidding for Billable Procurement

When purchasing goods and services on behalf of clients, we must comply with the relevant client contract and any other Company policies and guidelines relating to competitive bidding for billable procurement (such as the Omnicom Production Bidding Guidelines for Affiliates).

## 1.2.2 Competitive Bidding for Non-Billable Procurement

The following bidding requirements apply to purchases of goods and services if the expense will not be billed to a client (Non-Billable Procurement).

### BIDDING REQUIREMENT

Competitive bidding is required for non-billable transactions above the values (Spend Ranges) specified in the table below and is encouraged for all non-billable spending below such values.

The following thresholds define the minimum sourcing requirements for goods and services purchased across Omnicom for Non-Billable spend. The “Spend Range” identified below includes the total estimated value of a transaction or project, including renewals and extensions. The use of preferred suppliers should be used where available.

SPEND RANGE (USD OR LOCAL EQUIVALENT)	MINIMUM REQUIREMENT	RESPONSIBLE PARTY	PROCESS GUIDANCE
Up to \$25,000	At least 1 written quote	Business / Budget Owner	
\$25,001 – \$100,000	Minimum of 2 competitive bids	Business (Strategic Sourcing support as needed)	Obtain comparable quotes and document selection
\$100,001 – \$250,000	Minimum of 3 competitive bids	Business (Strategic Sourcing support as needed)	Obtain comparable quotes and document selection
\$250,000 and above	Minimum of 3 competitive bids	Strategic Sourcing led with Requestor Support	Strategic Sourcing required with cross-functional evaluation, value analysis, and leadership sign-off

### EXCEPTIONS

The foregoing bidding requirements do not apply to the following transactions:

- Purchases made with Preferred Suppliers in accordance with an Omnicom Agreement.
- Purchases made through Omnicom Affiliates.
- Purchases of the following services: banking, accounting, tax, legal, insurance, real estate leases, and employee benefits.
- Scenarios set forth in the table below; provided that such exceptions have been approved by the CPO. In reviewing such exception requests, the CPO may require the requestor to submit documentation to support such request (see examples below).

SCENARIO TYPE	EXAMPLE / TYPICAL USE CASE	SUPPORTING DOCUMENTATION WHICH MAY BE REQUIRED
<b>Proprietary Solution</b>	Supplier owns unique IP, software, or technology critical to operations or client delivery.	Technical justification and evidence of IP ownership or exclusivity.
<b>Integration or Compatibility Requirement</b>	Existing systems or infrastructure require continuity with a specific supplier or solution.	Proof of compatibility dependency and cost/effort to transition.
<b>Specialized Expertise or Talent</b>	Supplier provides specialized creative or technical expertise not available elsewhere.	Credentials, case studies, or benchmarking showing lack of alternatives.
<b>Emergency or Continuity Situation</b>	Urgent need to maintain operations or prevent client impact (e.g., business continuity event).	Incident report and post-event justification.
<b>Pilot or Innovation Engagement</b>	Short-term engagement to test emerging or innovative solutions.	Clear scope, duration, and evaluation plan with Strategic Sourcing oversight.

### 1.2.3 Additional Requirements

The following additional requirements apply to all bidding, whether for Billable Procurement or Non-Billable Procurement.

- Evidence should be retained of each of the bids, or any price negotiations with the suppliers.
- All business cases and approvals regarding exceptions to the competitive bidding process should be documented and maintained by the agency for audit purposes.

NOTE: Should you have questions regarding whether the scope of your scenario is an exception and/or require assistance in building a business case to receive approval for a noted exception, contact the Strategic Sourcing team.

### 1.3 Risk Due Diligence / Third Party Risk Management (TPRM)

In the course of engaging any supplier, the Company must validate and conduct appropriate risk-based due diligence on such suppliers. Suppliers who are deemed to be “high risk” (with respect to compliance, corruption, modern slavery, privacy,

information security or any other risk) may be subject to additional scrutiny, additional approvals and, if such risk cannot be sufficiently mitigated, such suppliers may be rejected or blocked. Additional details are provided in our policies governing vendor validation, anti-corruption, and Omnicom Technology Group’s Supplier Relationship Policy and any other policies regarding privacy and security assessments.

### 1.4 NDAs, Contracts and Purchase Orders

This Policy requires that Suppliers (whether Billable or Non-Billable) agree to appropriate documentation, as described below.

## 1.4.1 Non-Disclosure Agreements (“NDAs”)

- Suppliers must agree to an NDA as part of the onboarding process in SAP Ariba.
- In addition, an NDA must be executed prior to sharing any non-public, confidential, or client information with supplier.
- Only NDA templates approved by the Legal team may be used (or other NDA which has been reviewed and approved by the Legal team).
- Executed NDAs must be stored in the centralized contract repository.

## 1.4.2 Contracts and Purchase Orders

All purchases must be supported by one of the following, prior to the purchase:

- An approved contract between the agency and the supplier, or
- An approved purchase order executed in advance of contracting for products or services (and approver is someone other than Requestor).

Suppliers’ invoices will be paid only after one of the following is documented and in place:

- An approved contract is in full force and effect between agency and supplier and an authorized person has documented acknowledgment of receipt of products or services in writing, or
- An invoice which matches the purchase order has been approved by an authorized person acknowledging in writing receipt of the products or services.

## 1.4.3 Approval Authority

All transactions with vendors must be reviewed and approved by employees who have the appropriate level of authority under Omnicom’s Delegation of Authority Policy, and any other applicable policies.

In addition, in the event that a payment to a supplier will be \$100,000 or more, or the anticipated cumulative payments to a supplier will be \$500,000 or more in a year, then all contracts, agreements, or similar documentation involving such supplier must be reviewed and approved by the CPO prior to execution. CPO review/approval of such documentation is not required with respect to:

- Purchases made in accordance with an Omnicom Agreement.
- Purchases made through other Omnicom entities.
- Agreements with suppliers for the following services: banking, accounting, tax, legal, insurance, real estate leases and employee benefits.

All business cases and approvals regarding exceptions to the contract and agreement process should be documented and maintained by the agency for audit purposes.

**NOTE:** Should you have questions regarding whether the scope of your scenario is an exception and/ or require assistance in building a business case to receive approval for a noted exception, contact the Chief Procurement Officer.

## 1.5 IT-Related Suppliers

Before procuring technology products or services, particularly those that may store, process, or otherwise impact Omnicom or client data (e.g., cloud, software-as-a-service, etc.), we must comply with Omnicom Technology Group’s Supplier Relationship Policy.

## 1.6 Supplier Code of Conduct

Omnicom expects all suppliers and their employees, agents and subcontractors (their representatives) to adhere to the Supplier Code of Conduct while they are conducting business with and/or on behalf of Omnicom. All suppliers should educate their representatives and ensure they understand and comply with the code.

## 1.7 Supplier Performance and Monitoring

Strategic Sourcing and employees who oversee the Company's or agency's relationship with a supplier should assess and monitor such supplier's performance and adherence to contractual obligations.

Such employees should proactively raise any supplier performance concerns to Strategic Sourcing in a timely manner and, as appropriate, play an active role in helping address performance issues in collaboration with Strategic Sourcing making a good faith effort to support issue resolution.

- Strategic Sourcing can take corrective actions with the supplier based on the supplier performance evaluation results. Any corrective actions taken should be documented.
- Strategic Sourcing should share supplier performance outcomes as part of category business reviews and participate in supplier performance reviews.
- Underperformance of suppliers may result in suppliers being removed from being active and blocked from future use.

## DOCUMENT CONTROL

DATE MODIFIED	MODIFIED BY	DESCRIPTION OF CHANGE
11/10/2025		
01/08/2026		