

Contractor Code of Conduct

Dentsu international is committed to the highest standards of integrity, ethics and responsible business practices and expects the same of all our contractors.

Working with contractors enables dentsu international ("dentsu") and our subsidiary companies to meet the changing needs of our clients, customers, and business globally.

This Contractor Code of Conduct ("Code") details our expectations of the contractors that we work with. We require all consultants, contingent workers, and contractors (individually "Contractor" and collectively, "Contractors") doing business with dentsu to attest to their adherence to the minimum standards set out in this Code when delivering their services.

Nothing herein is intended to conflict with any agreement between a Contractor and dentsu. In the event of any such conflict, the relevant provision of the relevant agreement shall prevail.

Required Contractor Documents

All Contractors will be required to complete:

- Non-Disclosure Agreement ("NDA")
- Confirmation that the contractor will attest to this Code; and
- A contractor agreement.

All need to be in place before any Contractor start working with and on behalf of dentsu.

Compliance with Laws, Rules, Regulations, training and policies

All Contractors must comply with their contractor agreement, and all laws, rules, and government regulations applicable to them personally and to the dentsu company or subsidiary where they are contracted to provide services. Dentsu's Code of Conduct, internal policies, contractor and contingent worker training requirements and procedures in force at the time must also be complied with. Copies of this will be provided by HR or the appropriate hiring manager.

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Workplace behaviour

Conduct of contractors engaged to provide services on dentsu premises, working from home for dentsu or for dentsu whilst based on client premises or travelling on behalf of dentsu or conducting business on behalf of dentsu abroad are expected to be commensurate with that expected of dentsu employees and specifically must not engage in misconduct or inappropriate behaviour, including any form of discrimination, harassment or violence.

Alcohol consumption at work functions or with colleagues is controlled and responsible, and dentsu does not allow the use of drugs that are unlawful or that might impact work duties in an impermissible matter.

Health & Safety

Contractors engaged to provide services on dentsu premises or for dentsu while based on client premises, are expected to contribute to a safe workplace and must comply with all safety standards in force at the premises of their assignment and report any unsafe working conditions or practices to their local facilities team and dentsu engagement contact.

Conflict of Interests and Related Parties

Any existing or potential interests, including joint assets, external positions or personal relationships involving any Contractor who is involved in initiating or supporting work for dentsu, or one of dentsu's clients or suppliers either directly or through an immediate relative, must be declared to either the contractor's line manager, HR and Ethics & Compliance Team.

Contractors must disclose all situations where, during their assignment, they may be engaged to provide services to or by dentsu employees who are members of the Contractor's family, friends, or others with whom they have a close personal relationship.

Contractors must not engage in any activities that could present a conflict of interest relating to dentsu employees. Any pre-existing potential or actual conflict of interest between the Contractor and any employee of dentsu must be reported immediately to compliance@dentsu.com so that it can be reviewed, and further advice provided by Ethics & Compliance.

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Anti-Bribery and Corruption

All Contractors must comply with dentsu's Anti Bribery & Corruption policy and all anti-bribery and corruption laws.

Contractors must not engage in bribes, kickbacks, fraud, theft, or other corrupt practices and must comply with all ethical standards and applicable law in the jurisdiction of their assignment.

Data Protection & Security

Contractors must abide by all dentsu data protection and data security policies and guidelines together with applicable law to ensure the protection of personal data and confidential business data belonging to dentsu or other third parties.

Privacy

Contractors must not use, disclose, or retain any personally identifiable information relating to dentsu's employees, clients, business partners or suppliers, unless strictly required in the performance of the contracting assignment.

Gifts & Hospitality (G&H)

Contractors may not provide or receive business gifts or hospitality (this includes meals, services, presents, entertainment, or anything similar of any value), unless it is of a lawful and limited nature in the ordinary course of performing their assignment and prior written approval is received from the Contractor's dentsu engagement contact.

This includes gifts and hospitality given to or received from dentsu clients, business partners or suppliers. For clarity:

- Avoid providing or receiving any G&H when pitching, negotiating, or contracting.
- Obtain written approval from the dentsu engagement contact prior to taking any gifts or hospitality activity.

G&H given or received by third parties on dentsu's behalf must also follow the same reporting and pre-approval process.

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Charitable Donations

Charitable donations made by or on behalf of dentsu must be legitimate in purpose, and not intended to induce improper performance on the part of another or seek or retain a business advantage. Financial and in-kind charitable donations made by or on behalf of dentsu must be pre-approved and disclosed regardless of value. Any form of political donations on behalf of dentsu is not permitted.

Confidentiality

Contractors must adhere to specific confidentiality terms agreed as part of their assignment and in line with their NDA or contractor agreement. Contractors must presume that all information made available to them from dentsu is confidential and may not be disclosed externally. This includes non-public information relating to dentsu business, internal working processes, pricing information, strategies, tools, IT systems, employees, clients, suppliers, and business partners.

Contractors must also respect any confidentiality restrictions imposed on dentsu by third parties, such as clients or suppliers, when this relates to their assignment.

Press and Media

Contractors are not permitted to speak to the press or media on behalf of dentsu. Only designated spokespersons can speak on behalf of dentsu, to ensure that public announcements are appropriate. Any media enquires must be directed to globalpress@dentsu.com.

Intellectual Property

Contractors must ensure that they respect the intellectual property rights of dentsu and third parties and may not use any intellectual property such as software, photos, video, documents, drawings, or designs which are unlicensed or do not have dentsu's permission for use in relation to their assignment. Contractors may further not appropriate, corrupt, destroy, misuse, or transfer any intellectual property materials belonging to dentsu or its clients or suppliers.

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Company resources

To the extent that Contractors are required to utilise dentsu assets, resources, data or equipment, including dentsu's computers, telephones and information technology systems (collectively, "Assets"), such use must be solely for dentsu's business purposes and must be consistent with the Contractor's contractor agreement, dentsu policies and this Code.

Contractors may not harm, compromise or destroy any Assets, use Assets in violation of the law, or offer Assets to third parties for any purpose. For reasons of safety, supervision, and security, dentsu may, in accordance with applicable law, access and inspect the Contractor's use of all Assets, at any time and without notice.

Reporting Violations

Contractors are expected to report any conduct that they believe in good faith to be inconsistent with this Code or with any law, rule, regulation, or dentsu international policy.

Reporting may also be done via the confidential and anonymous whistleblowing "Speak Up" hotline, details of which can be obtained from the Contractor's agreement or from notice boards in dentsu's premises.

There are a number of ways to raise such matters, including with line managers, members of our Human Resources, Legal, or Ethics & Compliance teams, or by using the external Speak Up hotline.

All reports pursuant to this Code can be made to both their dentsu engagement contact and to compliance@dentsu.com.

We have a fair and consistent process to investigate incidents or concerns, which ensures that all relevant information is appropriately considered.

Violation of the standards described in this Code may result in disciplinary action, up to and including termination of employment.