

HAVIAS

CODE OF ETHICS

Havas is a leading global advertising and communications services group, Havas has special responsibilities due to its influence on society and how the latter evolves over time.

Since 2009, Havas implemented a Corporate Social Responsibility policy that is coordinated at group level. Commitments to progress were made, goals were set and progress towards these goals is now measured every year.

Ethics is the foundation of this Corporate Social Responsibility approach and the basis on which the group conducts its business.

Havas has had a code of ethics since 2003, but updated this code in 2010 to align it with new expectations on the part of its stakeholders and to put its ethical principles at the service of its Corporate Social Responsibility.

Havas signed the Global Compact back in 2003 and continues to assert its commitment to the 10 main principles defined by the United Nations with regard to human rights, labour law, the environment and the fight against corruption.

All employees should be guided in their day-to-day work by the values and principles set forth in this Code of Ethics, irrespective of their profession, level of responsibility or geographical region.

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OUR PRINCIPLES

1. OUR PRINCIPLES

This code of ethics is based on the following principles with which all employees must comply at all times :

Compliance with laws and regulations

This is the minimum expected of group employees irrespective of the area in which they work (commercial, social, financial, stock market regulations, rules specific to the communications sector) and whatever the scope of application of these laws and regulations (international, national or local) or region in which they work.

Honesty and integrity in conducting business

Employees' commercial practices, behaviour and relations must be guided by legal and ethical standards. All forms of corruption, whether active or passive, are strictly forbidden.

Secret payments, whether direct or indirect, and gifts of a value exceeding commonly accepted practices are strictly forbidden. It is even forbidden for an employee to accept a valuable gift of any kind in the performance of his or her duties within the group.

Compliance with ethics rules in force in the communications sector

Over and beyond laws and regulations relating to communications, employees must have up-to-date knowledge of and abide by amendments to ethical rules and practices made by regulatory authorities at local, national and supranational levels.

Respect for other people

Dealings with fellow employees and with

representatives of stakeholders must, at all times, be based on respect for other peoples' dignity and rights.

Defence of the group's interests in all circumstances, when using proprietary assets, resources or information, and in the event of conflict of interest.

Employees are responsible for preserving group assets or resources entrusted to them and shall strictly confine use of the aforesaid to the performance of their duties. Confidential information concerning group activities shall not be used or disclosed without authorisation from senior management.

Employees must avoid all situations and activities liable to lead to a conflict of interest with the group. "Conflict of interest" exists when an individual's private interests interfere, may potentially interfere or seem to interfere in one way or another with the interests of Havas. There may be a conflict of interests when the activities or relations of a company employee or officer jeopardize his or her ability to take impartial decisions in the group's best interests.

Transparency and relevance of information provided

As a communications consultancy group, Havas and its employees must be exemplary in terms of the accuracy and relevance of information provided to its stakeholders.

Protection of the environment

Our internal practices and purchasing must be guided by protection of the environment and the intention to reduce out impact on the environment.

Our international references in the field of ethics are the following:

- The United Nations' Declaration of Human Rights and the European Convention on Human Rights
- The International Labour Organisation's different conventions, in particular conventions 29, 105, 138, 182 (child labour and forced labour), 155 (occupational safety and health), 111 (discrimination), 100 (compensation), 87 and 98 (trade union rights, freedom of association and employees' right to organize themselves, collective bargaining rights),
- The OECD's guiding principles for multinational companies,
- The UN convention on children's rights,
- The ICC code (International Chamber of Commerce)

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OUR RESPONSABILITIES
TO STAKEHOLDERS

2. OUR RESPONSIBILITIES TO STAKEHOLDERS

In addition to these principles, the group is aware of its responsibilities to the following:

A. Governments and authorities regulating communications

All employees must abide by the laws, regulations and other rules in force in the cities, states and countries in which they work. Compliance with the letter and the spirit of the law is a prerequisite of our ethics policy.

Havas and its employees must also conduct themselves impeccably with the authorities and must abide by the regulations in force in the field of lobbying or attempts to influence government representatives.

In addition to laws and regulations, the group's employees must comply with all local or supra-national rules of ethics in force in the communications sector. The references in this area are:

- IAA position statements (International Advertising Association).
- Consolidated code of advertising, communications and marketing practices (International Chamber of Commerce).
- Code of ethics (European Association of Communication Agencies).
- All rules and codes of ethics enforced by local regulatory authorities (e.g. ARPP in France, ISA in the UK), whether these authorities are sectoral, thematic or relating to a specific communication media.

For this purpose, in all group agencies, managers have a duty to inform all their employees about the content of and amendments to laws and ethical rules generally in force and, more particularly, in our sector of activity.

B. Employees

As a group of advertising agencies, Havas considers its employees (and in the broader sense, all people working on its behalf) to be its main asset.

All employees must receive the information required to enable them to clearly identify and

understand the framework of the assignment entrusted to them and their level of responsibility.

In addition to the principles of compliance with human rights and strict enforcement of locally applicable social law, the group has a duty to provide its employees with decent and motivating working conditions. Likewise, employees must ensure that their behaviour is not detrimental to the quality of the working environment for fellow employees.

The group is actively opposed to all forms of harassment and intimidation.

More generally, the group is aware of its responsibilities with regard to the living conditions of its employees and endeavours to provide them and their families with a good quality of social protection irrespective of the public system of social protection in force locally.

The group encourages social dialogue and the exercise of trade union rights.

The group promotes employability and individual career development through training and formalised career management policies open to all.

The group attaches particular importance to the principle of equal opportunities and fairness in terms of compensation, actively opposes all forms of discrimination and is resolutely committed to the promotion of diversity.

C. Clients

The group owes its clients professionalism, relevance and impartiality in its capacity as communications consultants.

Relations with clients shall be based on integrity, loyalty and mutual trust.

Bribes, secret commission and all other forms of illegal payment, whether made directly or indirectly, to any representative of a client or prospect with a view to being awarded a contract are strictly forbidden.

Havas and its employees must be irreproachable

as regards the confidentiality of information entrusted to them by clients and prospects.

The group must advise its clients of the existence of any legal or reputational risk arising in connection with communications it arranges on their behalf. It is for this reason that all Havas employees must be regularly kept informed about the legal and ethics frameworks in force with regard to client communications issues.

More generally, the group has undertaken to integrate all the skill sets required to help its clients move to more ethical and responsible means of communication.

D. Suppliers

The Havas group works with numerous sub-contractors, especially in the production of communication campaigns.

The decision to select a supplier of goods or a provider of services must be based on criteria including quality and cost but also on environmental, social, and human rights aspects. These decisions are taken, when necessary, after a transparent and fair competition between the tendering parties.

In all dealings with suppliers, group employees must be in compliance with laws and regulations, particularly with regard to corruption.

Employees, and members of their families, must refrain from accepting valuable gifts from suppliers (whether in the form of money, commercial discount, invitations or preferential treatment as a personal favour).

Gifts may only be accepted or given if they are of little value and only after authorisation has been obtained from the employee's superior.

Employees should be fully aware of the fact that any gift or benefit proposed as a personal favour by a supplier may be a source of conflict of interest.

The group requires that its suppliers share its ethical principles, particularly in relation to the environment, social issues, human rights, the

fight against forced labour and child labour.

When the group films children during the production of an advertising campaign, it takes great care to ensure their well-being and to compensate them appropriately (over and beyond the requirements and provisions of international conventions and local regulations).

E. Competitors

The group attaches importance to open competition. All employees must act in a commercially fair way and must strictly abide by the competition laws, the anti-trust and anti-monopoly laws of all countries, states and places in which the group is established.

The group considers it is important to help the sector progress and to work in partnership with its competitors, particularly within professional organisations.

F. Shareholders and financial markets

The group's duty to its shareholders is to optimise the economic value created, both in terms of capital growth and in terms of investment profitability, and to use its resources irreproachably.

Havas applies the principles of responsible corporate governance and transparency of its management at all levels.

It also has the duty to provide its shareholders and the financial markets with accurate and timely information that is a true reflection of its situation.

Under financial markets law, employees and company officers are forbidden from trading in shares of Havas or a client company when they are in possession of sensitive or important information concerning the company. Likewise, this type of information may not be disclosed to a member of the family, friend or to any other person. Failure to comply with these rules may be deemed insider trading and the group may even be held liable. Legal proceedings may be filed against offenders.

G. A society of citizens and consumers

The group is aware of its influence and of its responsibility to civil society which is the direct or indirect target of its advertising communications.

The group has a duty to communicate in an honest, ethical and responsible manner. In addition to the regulations and codes of ethics in force, Havas has set forth the principles of responsible communications and has set its employees the task of accompanying its clients in this direction.

Responsible communications :

- require attention to all stakeholders' concerns prior to communicating, and particular attention to groups at whom the communications are aimed;
- are based on ethical principles regarding the means and methods used and the information sent out ;
- are designed to minimize their impact on the environment and on social and society issues. Particular care must be taken with this last point, especially to the values and representations they convey;
- can play an active part in devising a new model of communications that is more conducive to sustainable development.

H. The environment

As part of its CSR policy, Havas has undertaken to reduce its impact on the environment:

- the direct impact of its operations, where it has goals regarding the reduction of its greenhouse gas emission and waste volumes;
- its indirect impact on the environment as a result of its communication campaigns which are designed on an eco-friendly basis.

(For further information, see the section in the CSR part of the Havasgroup.com website)

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*APPLICATION OF THE CODE
OF ETHICS*

3. APPLICATION OF THE CODE OF ETHICS

A. To whom does this code apply?

This Code of Ethics applies to all subsidiaries of the Havas group of which at least 50% of the capital is held by the parent company.

It applies to all salaried employees but also to freelancers, temporary employees and sub-contractors acting on behalf of one of the group's companies.

B. How is the code circulated?

This code of ethics has been notified to all the agencies within the group.

As part of the induction process, all new Havas recruits receive a copy of the Code of Ethics.

It is also available on the group's intranet and in the group's Procedures Guide.

C. The particular responsibilities of managers

Managers have a duty to inform employees about the ethics contained in this code and to ensure proper application of and compliance with the code.

They must also conduct themselves in an exemplary manner and, as such, their behaviour should be irreproachable.

Managers must also promptly notify any serious breach of the code to Havas SA, the holding company.

D. Consequences of failure to comply with the Code

A breach of the code may give rise to sanctions including dismissal of the employee or even legal proceedings in the event of a violation causing grievous prejudice to Havas (whether in legal, financial or reputational terms).

E. How to report a breach of the code

Employees who witness or believe, in good faith, that they have knowledge of a case of grievous breach of this code, can report any such non-compliance to their superiors, or, should they feel the aforesaid solution is not possible or satisfactory in terms of follow-up, they can write to:

HAVAS

Secrétariat Général du Groupe HAVAS

Attention of

Mr. Michel DOBKINE 29-30 Quai de Dion Bouton

92817 Puteaux Cedex

Alternatively, an e-mail can be sent to the following address: compliance@havas.com

Details on how to report a case of non-compliance are explained in the Ethics Alert Procedure contained in the Havas group's Procedures Guide.

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HAVAS