

Conduct of Business

Young & Rubicam Brands and each of its units worldwide enjoy a reputation for conducting their business with the highest degree of honesty and integrity. Each of us has responsibility for protecting this invaluable reputation. To help us meet that responsibility, the following piece sets forth the Company's basic policies regarding business conduct. These policies are applicable to your own conduct and to the conduct of every other employee of the Company in every part of the world. While the following guidelines are not intended to cover every situation that arises in our business relationships, we must demand total compliance to the policies set forth. Our actions, in whatever we do, must accord with preserving the integrity of the business. In summary, we have one overriding policy to maintain the highest ethical standards in the conduct of our business. All activities must comply with all applicable laws and regulations. Our commitment as a company and as individuals must be to act with fairness, honesty, and integrity in all our business dealings. To carry out that policy, certain activities are prohibited. These are detailed on the following pages.

1. Making any payment by or on behalf of the Company to any official, employee, or agent of any government other than as required by law.
2. Making any payment by or on behalf of the Company to any political party, political organization, or candidate for political office, except as permitted by law and approved by the Board of Directors of the Company or one of its divisions.
3. Making any payment to any party for the purpose of obtaining unlawful or unethical preferential treatment for the Company or a client of the Company,
4. Making any payment to any supplier, consultant, agent, or any other party that does not represent fair and reasonable consideration for products or services actually supplied.
5. Making any false or artificial entry or failing to make an entry where required in the books or records of the Company for any reason including, for example, the establishment or maintenance of any fund, bank account, or other asset of the Company that is undisclosed, unrecorded, or inaccurately described in the books and records of the Company and the making or receipt of any payment, the purpose of which is not accurately described in the Company's books and records.
6. Disclosing any confidential information concerning the Company or its clients to unauthorized parties or soliciting the disclosure of any confidential information.

Situations that could create "conflicts of interest" are of special relevance to an agency. A conflict of interest arises when an employee becomes involved in any business or other activity which may conflict with the best interest of the Company or in any way interfere with that employee's ability to carry out completely his or her responsibilities. It is especially necessary that there be no confusion regarding these

situations since an advertising agency, unlike most other businesses, generally acts in a representative and fiduciary capacity on behalf of its clients and not on its own behalf. It is not possible to list every situation that might involve a conflict of interest. The following are examples of activities that might constitute a conflict:

1. Having any financial interest in, holding any position with, or receiving compensation or any loan from any party that competes with the Company or any of its clients or any party that does business or seeks to do business with the Company or any of its clients, (this is not intended to restrict normal personal investments of less than 1 per cent of any class of security in a publicly traded company or bona fide loans from a bank, finance company, insurance company, or other established lending institution.)
2. Accepting anything of value from any party that competes with the Company or any of its clients or any party that does business or seeks to do business with the Company or any of its clients other than a gift or service having a value of less than \$25 or an occasional meal or refreshment.
3. Using the Company's premises or work time to carry on any business activity other than that of the Company unless such activity is specifically approved by the Chief Executive Officer of your office or unit.
4. Accepting travel or travel expenses from anyone other than the Company or a client of the Company. For example, it is not unusual for media organizations to invite people to attend or participate in meetings, presentations, conventions or other events and to provide to or pay for travel and related expenses. Unless there are legitimate business reasons involved, you should not participate in such activities. If there are valid business reasons for participating, the Company should pay for the travel and related expenses. Exceptions might be considered, where for example, many agencies in your market were invited to send a representative to a work-related or educational meeting. In any event, your acceptance of outside paid travel or your supervisor prior to acceptance must approve travel expenses.

How to Deal with the Press

If you get a call from someone from the press, meaning newspapers, magazines (trade or consumer), radio, television, or any other news service, refer the call directly to your local PR manager in your region or the head of your local office. You should not answer any questions until you've heard back from him. If a client requests your participation in an interview, you should also notify your local/regional PR Manager as well as your department head. This is a simple, essential policy with no exceptions. It will help keep us in the limelight and out of trouble.

Respecting Our Client's Confidence

A great deal of the work going on at our Company is highly confidential and you may either be involved in it or exposed to it. Please do not discuss our business on the outside; in restaurants or even with close friends. You would be surprised at how many

ideas developed at one company turn up in another. This, of course, doesn't mean you shouldn't talk about your job and your associates. We expect you to. But your good sense will tell you what should be discussed...and what should not. While we're on this subject, we'd like to make another point. We do not accept advertising ideas from the outside. This can lead to all sorts of legal difficulties. If you do receive any outsider suggestions for an advertisement or an advertising campaign, please immediately disregard them.