

Company Number: 687406

## **McCann-Erickson Healthcare UK Limited**

(the "Company")

Minutes of a Meeting of the Board of Directors  
held by telephone on 2019

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<b>Present:</b>	Nicholas Bartlett	- in the chair
	Charles Buckwell	
	John Cahill	

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### **1. OPEN**

The Chairman noted that a quorum was present and declared the meeting open.

### **2. PURPOSE OF THE MEETING**

It was noted that the meeting had been convened to consider and if thought fit approve the Company's Modern Slavery Act Statement for the financial year ending 31 December 2018 ("**Modern Slavery Act Statement**") in accordance with section 54 of the Modern Slavery Act 2015.

### **3. DIRECTORS DUTIES AND DECLARATIONS OF INTEREST**

The directors were reminded that they needed to comply with their duties to the Company, including the duties set out in section 171-177 of the Companies Act 2006. These included a duty to declare interests in proposed transactions and arrangements with the Company and a separate and independent statutory obligation to declare interests in existing transactions and arrangements with the Company.

Each director was also reminded that he also needed to comply with his/her duty to avoid a situation in which he/she has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, unless authorised either by directors independent of the conflict, as permitted by the Companies Act 2006 or in one of the other ways permitted by the legislation.

Each of the Directors present declared the nature of his/her interest in the business of the meeting (if any) for the purposes of section 117 of the Companies Act 2006 and no director at the meeting was for any reason disqualified from voting or forming part of the said quorum.

### **4. APPROVAL OF THE TRANSACTION**


4.1 There was produced to the Meeting a form of the Modern Slavery Act Statement confirming the steps that the Interpublic Group has taken during the financial year to ensure that slavery and human trafficking is not taking place in any of its supply chains or in any part of its own business.

- 4.2 Each director was reminded of the background to the Modern Slavery Act and referred in particular to the guidance issued by the UK Government entitled Transparency in Supply Chains: A Practical Guide available at [www.gov.uk/governmentpublications/transparency-in-supply-chains-a-practical-guide](http://www.gov.uk/governmentpublications/transparency-in-supply-chains-a-practical-guide)
- 4.3 It was noted that as part of the Interpublic Group in the United Kingdom the Company considered it appropriate to publish the Modern Slavery Act Statement regardless of whether or not the Company itself met the criteria in Section 54 of the Modern Slavery Act of a turnover in the financial year ending 31 December 2017 of £36 million or more. It was noted that the Company had issued statements starting in respect of the 2016 financial year and it would now adopt an updated Modern Slavery Act Statement in respect of financial year 2018 noting that no instances of modern slavery have been identified in the business in that year.
- 4.4 Each director was reminded of the Interpublic Group policies and procedures (the “IPG Policies”), in particular, the Interpublic Supplier Code of Conduct SP&P 382 (accessible at [www.interpublic.com](http://www.interpublic.com) ) and that the IPG policies prohibit slavery and human trafficking in the business and its supply chain.
- 4.5 Each director was reminded that in considering whether the Company should approve the Modern Slavery Act Statement, he/she needed to comply with his/her general duties to the Company. These included a duty to act in the way he/she considered, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard (amongst other matters) to:
- 4.5.1 the likely consequences of any decision in the long term;
  - 4.5.2 the interests of the Company's employees;
  - 4.5.3 the need to foster the Company's business relationships with suppliers, customers and others;
  - 4.5.4 the impact of the Company's operations on the community and the environment;
  - 4.5.5 the desirability of the Company maintaining a reputation for high standards of business conduct; and
  - 4.5.6 the need to act fairly as between the members of the Company.
- 4.6 After due and careful consideration of the Modern Slavery Act Statement, the government guidance and the IPG Policies, IT WAS RESOLVED THAT:
- 4.6.1 adopting the Modern Slavery Act Statement would promote the success of the Company for the benefit of its members as a whole, having regard (amongst other matters) to the factors set out in section 172 of the Companies Act 2006;
  - 4.6.2 the Modern Slavery Act Statement in the form produced to the Meeting be approved;

- 4.6.3 any director be authorised on behalf of the Company to sign the Modern Slavery Act Statement;
- 4.6.4 the Modern Slavery Act Statement be published on the Company's website (or group website if applicable) which would include a link to the Modern Slavery Act Statement in a prominent place on the website;
- 4.6.5 if the Company does not have its own website, the Modern Slavery Act Statement be kept by the Company Secretary and a copy be provided to anyone who makes a request for one within 30 days of the Company receiving such a request (Section 54(8) of the Modern Slavery Act 2015); and
- 4.6.6 the 2017 Statement would be removed from the website but the Company Secretary shall retain a copy of the 2017 Statement which would be provided to anyone who makes a request for a copy as soon as practicable.

**5. CLOSE**

There being no further business, the Chairman declared the meeting closed.

  
Chairman

## **Modern Slavery Act Statement**

The Company is part of the Interpublic Group (“IPG”). IPG is committed to corporate governance and lawful and ethical behaviour is of paramount importance and critical to its continued success. The IPG Code of Conduct and the IPG Supplier Code of Conduct require all IPG employees to operate with integrity and transparency in all interactions with clients and other partners and places similar obligations upon its suppliers.

IPG is fully supportive of the laws introduced within the United Kingdom through the Modern Slavery Act 2015 to combat slavery, forced or compulsory labour and the trafficking of persons for any purpose (“**Slavery and Human Trafficking**”).

This statement is made in respect of the Company's financial year ending 31 December 2018 and is made in accordance with Section 54 of the Modern Slavery Act and outlines the steps that IPG takes and intends to take to protect its business against all forms of Slavery and Human Trafficking.

Copies of statements made by the Company in respect of previous financial years are made available on request to the Company Secretary.

### **Business and Structure**

IPG is one of the world's largest organisations of advertising and marketing services companies. Its ultimate parent company, The Interpublic Group of Companies, Inc., is listed on the New York Stock Exchange.

As a global organisation, IPG's suppliers worldwide include, without limitation, production and design companies, IT and communications services, including software and hardware suppliers, property, office cleaning, office supplies and equipment and facilities management services, including energy suppliers, waste management services, couriers, transportation services, such as road transportation, airlines and train companies, merchandise suppliers, and hospitality service suppliers including hotel conference or venue providers, catering suppliers, professional services such as auditors, actuaries, tax advisors, legal advisors, insurers, banks and talent and recruitment agencies.

### **Relevant Policies**

Doing business in an ethical and responsible manner is already enshrined within IPG's policies and procedures and in particular, those referred to below help to ensure that Slavery and Human Trafficking do not occur within IPG or its supply chains. These policies are available on IPG's public website [www.interpublic.com](http://www.interpublic.com).

- IPG Code of Conduct
- IPG Supplier Code of Conduct
- Global Sourcing and Procurement and Third Party Supplier Due Diligence Guidelines
- Anti-Corruption Policy
- Sustainability Policy
- Interpublic Alert Line

IPG requires all its suppliers, employees, agents and subcontractors to adhere to the IPG Supplier Code of Conduct while doing business with or on behalf of IPG. The IPG Supplier Code of Conduct specifically requires use of voluntary labour and prohibits slavery, servitude

or the use of forced or compulsory labour and human or labour trafficking and requires all suppliers to comply with applicable laws.

The Interpublic Alert Line, allows employees or other concerned parties (including prospective and current suppliers and clients) to raise concerns about any business conduct without fear of reprisal or retribution.

Compliance is supported by a robust Internal Audit function which regularly conducts audits of all areas of our business and works closely with the internal Legal Department to ensure compliance with all applicable laws and regulations.


**Risk Assessment**

IPG companies in the United Kingdom have legal obligations under the Modern Slavery Act 2015. In addition, globally the IPG Supplier Code of Conduct requires use of voluntary labour only and prohibits Slavery and Human Trafficking. IPG communicates the policy to relevant management and employees worldwide.

IPG sources its suppliers in a responsible manner under Global Sourcing and Procurement and Third Party Supplier Due Diligence Guidelines and fully expects and requires its suppliers to operate in full compliance with all applicable laws. A failure by a supplier to comply with applicable laws (including as they relate to Slavery and Human Trafficking) would be a justifiable reason for such relationship to be terminated.

Given the nature of our business, IPG does not consider that there is a significant risk of Slavery and Human Trafficking within its supply chain or its own business and no instances of Slavery and Human Trafficking have been identified by IPG.

IPG continues to build upon its robust compliance culture and seeks to maintain its high standards. As part of its ongoing efforts to insure there is no Slavery or Human Trafficking in its supply chain it intends to identify improvements by reviewing its supplier engagement policies, contractual approaches and due diligence processes to continually monitor the risk of Slavery and Human Trafficking.

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Director

Dated  5 December 2019