

Anti bribery Code of Conduct

Chères équipes de france.tv studio,

Ensemble, nous partageons l'exigence d'agir en entreprise responsable ; c'est pourquoi nous nous sommes engagés depuis plusieurs années maintenant à respecter les normes de conduite éthique les plus strictes telles que détaillées dans la Charte éthique.

En complément de la Charte éthique et afin de répondre aux impératifs légaux (loi Sapin 2), le présent Code de conduite anti-corruption a plus particulièrement pour objectif de détailler les pratiques à adopter afin de lutter contre la corruption et toute atteinte à la probité.

En agissant ainsi, nous consolidons notre réputation, assurons notre pérennité et notre développement. Cela incite nos clients, nos partenaires, nos fournisseurs et nous toutes et tous, à nous faire confiance en travaillant ensemble.

La méconnaissance ou le non-respect de ces règles font porter des risques financiers et de réputation majeurs pour notre entreprise et, au-delà, pour l'ensemble du Groupe France Télévisions, mais aussi des risques de sanctions pour les collaborateurs défaillants.

C'est pourquoi nous nous devons tous de rester vigilants, de respecter et faire respecter au quotidien ce Code anti-corruption et ses procédures complémentaires.

Nous vous remercions de prendre connaissance des principes décrits dans ce document afin d'être en mesure de les appliquer.

Il est de la responsabilité de chacun de donner vie au Code de conduite anti-corruption de france.tv studio et de contribuer au succès de notre démarche éthique.

En cas de doute, n'hésitez pas à prendre conseil auprès de votre manager ou Responsable Conformité qui soumettront à la Direction tout arbitrage éventuel.

Mai 2022

Arnaud Lesaunier
Président

Laurence Schwob
Directrice Générale Déléguée

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Introduction

Why is there a need for a Code of Conduct?

France.tv studio undertakes to operate its business fairly, honourably and with complete integrity, in accordance with its Ethics Policy.

It shall comply with the law on transparency, anti-bribery and economic modernisation (Law No 2016-1691 of 9 December 2016), referred to as the Sapin II Law. That law aims to combat, inter alia, the phenomena of bribery and influence peddling and requires the implementation of an anti-bribery programme. This Code of Conduct is in line with that initiative.

What does the Code of Conduct include?

It describes the fundamental values and principles observed by france.tv studio in relation to anti-bribery and influence peddling. It emphasises that france.tv studio and its employees are responsible for complying with legal obligations and for avoiding any practices that are not consistent with the principles defined or that could adversely affect the reputation of france.tv studio.

What is bribery?

Bribery is traditionally defined as the use of reprehensible means to influence a person's decision-making or to cause that person to breach their obligations. There are two forms of bribery:

Active bribery

Any undue advantage offered or promised in order to induce a third party, directly or through an intermediary, to perform, delay, expedite, improve, or not perform an action within their remit or which is facilitated by their position.

Passive bribery

Any undue advantage sought or accepted from a third party relating to the performance, delayed performance or non-performance of an action within their remit or which is facilitated by their position.

What is influence peddling?

The performance of any action (invitation, donation, gift, promise or any advantage of any kind) intended to undermine the objectivity or transparency of a decision-making process for the direct or indirect benefit of france.tv studio and/or its partners.

Who does this Code apply to?

It applies to all employees, irrespective of their management level and employment status, in all countries where france.tv studio operates, in accordance with international standards and local laws and regulations. Compliance with the company's values and ethical principles will allow all employees to carry out their roles more effectively and will maintain the image and reputation of france.tv studio and the France Télévisions group.

It is intended to guide and assist employees in making ethical decisions in everyday situations where anti-bribery guidelines may be helpful. It also reiterates the importance of compliance with the Ethics Policy by all employees of france.tv studio. In the event of breach of the principles in this Code of Conduct, the company's disciplinary measures shall apply. It should be remembered that bribery is a criminal offence (the relevant penalties are mentioned at the end of the document).

How should the Code of Conduct be used?

It should be at hand and regularly consulted in order to gain a better understanding of france.tv studio's expectations in terms of the prevention of bribery. It should help every employee to remain vigilant in situations encountered in their day-to-day activities and to know how to deal with potentially risky situations.

In case of doubt, all employees can consult their managers or one of france.tv studio's expert departments (Department of social dialogue and quality or the Compliance Manager) or of the France Télévisions group (particularly the Ethics and Professional Conduct Department) for clarification, should any difficulties arise in interpreting or applying the company's values and principles.

Remember

We have **zero tolerance** of all forms of bribery and influence peddling, whether active or passive or by employees or stakeholders of france.tv studio.

Any action that may be regarded, directly or indirectly, as bribery is strictly prohibited and may result in disciplinary measures as well as criminal penalties for the company and the employee.

Any payment or acceptance of illicit monies is prohibited.

france.tv studio has identified 5 situations that could present risks of bribery in its business and against which everyone must remain vigilant, namely:



Prevention of conflicts of interest



Gifts, invitations and trips



Partnerships



Facilitation payments



Relationships with business partners

A doubt, a question ?

You can make contact with the Compliance Manager: conformite.ftvs@francetv.fr

Prevention of conflicts of interest

For more details, refer to the conflict of interest guide: V:\FTVS\ETHIQUE & CONFORMITE\Liens d'intérêts

A conflict-of-interest situation arises when your personal interests, or the interests of your friends or family, interfere with or give the impression of interfering with your ability to carry out your duties impartially in the interests of France Télévisions ("apparent conflict of interest").

You must therefore report any conflict of interest (or apparent conflict of interest). The risk can then be assessed and any necessary measures can be implemented, where appropriate, to prevent such a conflict from arising.

What is a conflict of interest?

A conflict of interest arises when as a result of their duties, an employee is (or appears to be) in a position that may influence a decision (e.g. a recruitment decision, a contract award, etc.), from which that employee could derive a personal advantage or which could benefit other individuals associated with that employee, such as friends or relatives.

A conflict of interest leading to a biased decision may constitute bribery.

Below are some example conflict-of-interest situations. Where an employee:

- holds interests, directly or through an intermediary, in a competitor, likely to undermine their independence, or is likely to be due to their activity, in a business relationship with one of the group entities;
- accepts a gift, invitation or advantage, that is not merely symbolic, which could make the employee feel indebted towards the person that gave it to them;
- has a close personal relationship with another group employee or job applicant and is involved in their assessment, selection or supervision;
- engages in an external activity or assignment that may influence their decisions or judgment with regard to their professional responsibilities for the group;
- is involved in a procurement procedure involving a company with which that employee is associated, directly or through one of their friends or relatives.

For example...

A family member or one of my friends is working in the same department as me. What should I do?

You must report it so that everything can be done to ensure that any assessments are carried out by a third party.

One of my friends or relatives runs a company that the group may use as a supplier or service provider. Is it prohibited to sign an agreement with that company?

No, but you must report the connection to your line manager and you must not be involved in the procurement procedure in any way.

I am working on a project for a programme that is in the selection or development phase. One of my family members is involved in that project. What should I do?

I shall report it to my line manager and I will not approve that project without my manager's express consent.

Remember

Any potential conflict of interest must be identified and reported to your line manager and/or to the Department of social dialogue and quality.

If you have any doubt or question, you can contact the Department of social dialogue and quality or the Compliance manager.

Gifts, invitations and trips

For more details, refer to the complete procedure: V:\FTVS\ETHIQUE & CONFORMITE\Cadeaux et Invitations

(Also refer to the internal procedure on expense reports: V:\FTVS\ETHIQUE & CONFORMITE\Notes de frais)

Occasionally, to encourage a good business relationship, we may give or receive invitations or gifts as part of our day-to-day activities. However, such practices could constitute or be deemed to be bribery if they do not comply with the rules and principles defined by france.tv studio.

Definitions

The term "**Gift**" is used herein to refer to any form of payment, gratuity, advantage, present or service that may be offered or received.

The term "**Invitation**" is used herein to refer to any form of social event, entertainment (sporting or cultural event, holiday, etc.), travel, accommodation or meal that may be offered or received.

Operating procedures

france.tv studio has implemented procedures in accordance with its general guidelines and provides employees with approval thresholds and accounting record requirements.

General guidelines

All gifts or invitations received or offered, directly or indirectly, must:

- be in accordance with the law and any applicable procedures, in particular [the gifts and invitations procedure specified by the company \(which shall strictly define the terms authorising the offer or receipt of gifts or invitations\)](#).
- be given on behalf of the company.
- be approved by the line management.

Note

All gifts and invitations offered, directly or indirectly, must be duly documented and specifically recorded in the accounts of france.tv studio. They must be in accordance with the rules set out in internal procedures for business expenses (e.g. for lunch invitations, any supporting documents must indicate the guests' names, positions and the relevant company).

For example...

I have been invited to an international trade fair by a producer (or a technical or IT service provider). Am I permitted to accept this invitation?

No, as this is clearly a high-value invitation, you cannot accept it because it may influence or could appear to influence your judgment in future decision-making. If your line manager deems it necessary for you to attend the trade fair, your costs will be covered by france.tv studio.

France Télévisions wishes to acquire the rights to a new programme concept. The rights holder, who is based in another country and with whom you are in contact, clearly states that he is a massive tennis fan, that as far as he is aware, France Télévisions covers the Roland Garros tournament every year, and that he would really appreciate being invited to this week-long event. Can I invite him?

No, your contact person is asking you to commit active bribery.

Facilitation payments

For more details, refer to the practical guide on facilitation payments : V:\FTVS\ETHIQUE & CONFORMITE\Paiements facilitation

Facilitation payments are prohibited within the France Télévisions Group insofar that they are deemed to be bribery by the main anti-bribery laws.

Definitions

Facilitation payments involve paying small amounts to public officials in order to ensure or expedite routine administrative procedures or formalities falling under the responsibility of a public official. However, france.tv studio must follow normal legal procedures, without paying any compensation.

Facilitation payments can also be construed as indirect bribery if such payments are made by a partner on behalf of france.tv studio.

What is expected of me

If you are asked to make a payment on behalf of the company, you should always pay careful attention to the reasons for the payment and check whether the amount requested is proportionate to the goods or services supplied.

You should always ask for a receipt stating the reason for the payment.

In case of a request for a facilitation payment by a public official, you must tell that official that you are required to inform your line manager of the request, specifying the name of the person making the request.

Inform your line manager or the Compliance Manager if such request is made.

For example...

A france.tv studio employee wishes to film in a public location. To facilitate this process, can he offer a small sum of money to a public official?

No, this is a facilitation payment and france.tv studio prohibits all facilitation payments.

Accounting records and traceability

Refer to the internal procedure on expenses claims: V:\FTVS\ETHIQUE & CONFORMITE\Notes de frais

General guidelines

france.tv studio must keep financial records and put in place appropriate internal controls to justify payments to partners.

All employees should ensure that all claims for reimbursement for partner invitations, gifts and expenses comply with our policies on expenses and specifically include the reason for the expense.

All accounts, invoices, memoranda, and other documents and records relating to partner relationships, such as customers, suppliers and business contacts, must be strictly filed and maintained accurately and in full.

No accounting record should be "off the books" to facilitate or conceal illicit payments.

Partnerships

france.tv studio may take part in partnership initiatives. Such initiatives should not be used to obtain an undue advantage in return. This risk is accentuated when the events or shows covered by the partnership involve politicians or public officials.

Definitions

A Partnership is generally defined as the provision of something of value (goods, services or money) to cover all or some of the cost of the initiatives of an organisation, person or event, in exchange for tangible commercial benefits associated with those initiatives or a favourable corporate image for the sponsor.

All partnerships are systematically formalised through contracts.

General guidelines

The direct or indirect financing of projects, foundations and educational, social, environmental, charitable, humanitarian and sports associations, in the form of partnerships or donations, is permitted subject to fulfilment of the following conditions:

- compliance with local laws;
- compliance with internal procedures, including the performance of an appropriate assessment of the selected partner (refer to management of relationships with business partners) prior to approval of the contractual commitment at the appropriate management level;
- transparency regarding pertinence, circumstances and accounting procedures;
- documentation of the partnership agreement (e.g. activity reports);
- formal contract document, including anti-bribery clauses;
- reasonable and appropriate amounts, taking into account the beneficiary and the purpose of the initiative.

Note

france.tv studio group shall not make any contribution towards any political activities or parties.

For example...

A charity in which I am personally involved asks me whether France Télévisions could provide filming equipment free of charge to support its cause. Can I say yes?

france.tv studio can support your public interest initiatives if they are in line with the company's strategy. You must speak to your manager who will look at whether the project is in line with the strategy of france.tv studio. However, you must not, under any circumstances, commit france.tv studio directly, or use or lend equipment without permission.

Relationships with business partners

Refer to the third party assessment procedure: V:\FTVS\EVALUATIONS TIERS

In business partner relationships, france.tv studio may be held liable for offences by third parties acting on its behalf.

Extreme vigilance is therefore required before entering into contracts with such partners and an assessment procedure should be implemented prior to entering into any contract with a third party. We aim to ensure that our partners act in accordance with applicable laws and regulations, in particular on anti-bribery.

Dealing with high-risk partners

In programme- and non-programme-related activities, any employees entering into contracts with business partners must remain vigilant so as to detect any partners who are non-compliant with our principles on integrity in advance. This avoids any business relationship that could cause us legal difficulties. **In particular, there must be increased vigilance when such partners are likely to act in our name.**

Our suppliers and subcontractors affect our image and reputation; it is therefore essential that they share and apply the rules and principles of france.tv studio, particularly on the prevention of bribery.

The level of assessment to be carried out prior to entering into a contract with a partner depends on their risk profile. Adequate knowledge of the partner or intermediary must be acquired to enable france.tv studio to assess the risk of bribery of that proposed partner or intermediary.

In all cases, subject to specific rules applicable to public contracts:

- A procedure for assessing customers, first-tier suppliers and intermediaries must be implemented prior to entering into any commitment, focusing on those at risk of non-compliance with anti-bribery principles.
- The business relationship must be formalised through a contract containing appropriate clauses on anti-bribery. Those clauses must:
 - inform the contractor that the company has an ethics policy as well as anti-bribery rules of conduct;
 - encourage the contractor to comply with those anti-bribery rules as set out in the Ethics Policy available on the company's website.
- The partner's remuneration must be reasonable and proportionate to the services provided.
- Services rendered must be duly documented and approved before any payment is made to the partner.

For example...

You are asked to set up a production agreement for a drama. The producer tells you that if you want Mr Durand to direct the programme, the signing of a development contract for a game project recently presented by his son could facilitate his agreement to direct the drama. Can I agree to this?

No. You must point out to the producer that this could be seen as bribing the director to attain his agreement to direct the drama and inform him that france.tv studio has adopted rules on anti-bribery, which he ought to be aware of.

You must inform your manager of the situation.

You receive an interesting project from a producer who has recently been found guilty of an offence reported in the media. How do you respond?

Prior to entering into a relationship with that producer, you must inform your manager and carry out a careful and documented assessment of the producer's situation. Whether a business relationship should be entered into with that partner should be studied on that basis. The decision will aim to preserve the interests and reputation of france.tv studio.

Risks

Any violation of the principles in this Code shall render the employee liable to the disciplinary measures stipulated in the company's internal regulations.

Severe penalties are also stipulated by the Sapin 2 Law and by international laws with extraterritorial scope.

For you, as an individual, the penalties are up to 10 years' imprisonment and a fine of 1 million euros, loss of civil rights and a ban on practising the relevant activity for 5 years or more.

For the company, the penalties may be a fine of up to 30% of its total revenue and up to ten times the amount of the advantages derived from the offence, market exclusion, a ban on france.tv studio raising funds (loan, etc.) and serious damage to its reputation.

Whistleblowing

*Refer to the whistleblowing procedure of France Télévisions
(V:\FTVS\ETHIQUE & CONFORMITE\Alerte éthique)*

All employees must be able to:

- recognise actions that are in breach or may be perceived to be in breach of the law and this Anti-Bribery Code of Conduct;
- avoid breaching the law and this Anti-Bribery Code of Conduct;
- report potential breaches so that France Télévisions can investigate and, if necessary, rectify such actions.

If an employee witnesses an action or suspects that an action is about to be, or has been, committed in breach of the laws, regulations or principles set out in this Anti-Bribery Code of Conduct, they can report such conduct via the whistleblowing procedure available on france.tv studio's website.

France Télévisions and france.tv studio will investigate all alleged offences and france.tv studio will implement the corrective and disciplinary measures deemed reasonably necessary so as to protect france.tv studio, its employees and its representatives.

Protection of whistleblowers

If a whistleblower acts selflessly and in good faith, france.tv studio warrants that they shall not be subject to any disciplinary measures or reprisals of any kind. This shall be the case even if the accusations subsequently prove to be inaccurate or if no further action is taken following the accusations.

In the event of malicious accusations or accusations made in bad faith, the whistleblower shall be liable to disciplinary measures or legal action.

Contact person

Any concerns may be reported to the France Télévisions contact person:

- via the platform at the following address: <https://francetvstudio.fr/nos-engagements/>
- or directly on the group's website: <https://www.francetelevisions.fr/groupe/nos-engagements>