



Anti-Bribery & Corruption Policy

Doing business with integrity and transparency

November 2024

Banijay is the largest European studio and independent player in the global content and live experience landscape, and with this scale comes huge responsibility... While the quality of our productions and events globally is a given, we feel strongly this quality in approach should be applied to how we do business and make decisions. Nurturing an environment of trust and honesty, compliant with applicable laws and regulations, as well as with the principles and rules set out in our own thorough the Anti-Bribery & Corruption Policy is key for us all.

Informing the business practices of our top management worldwide, these guidelines are intended to underpin the actions of every employee across our 23-territory-strong footprint, and failure to comply will result in disciplinary action. Banijay has a *zero-tolerance attitude to corruption and influence peddling, so we ask that you explore this document in detail and in its entirety. We all have a personal responsibility on this journey and by following the advice and aligning with the values and principles laid out, we can all make a difference in maintaining our fantastic reputation around the world.*

Marco Bassetti, CEO

Scope



Policy Objectives

This Anti-Bribery and Corruption Policy (*hereinafter* "**Policy**") guarantees Banijay's **compliance with anti-corruption laws** and **regulations** across its footprint.

The document sets out the **principles** and **rules** that all our employees and stakeholders must respect in the course of their activities wherever they are in the world. It is applicable to the extent permitted by law in each of the territories where Banijay operates, and while local rules and regulations may vary, it is the responsibility of the **local team** to **ensure** that OpCos, their employees and management **teams comply** accordingly.

This Policy must **guide** your **behavior** in all circumstances when acting **within** or **on behalf** of **Banijay** (*hereinafter* "**Banijay**").

To whom the Policy applies?

This Policy applies in all circumstances and without exception to all:



Executives of Banijay and its subsidiaries



Banijay employees, whatever their function, hierarchical level or status



Temporary entertainment workers, including consultants and freelancers



All current and potential Banijay stakeholders: service providers, suppliers, subcontractors, broadcasters, intermediaries, clients, etc.

Failure to comply with applicable anti-corruption rules could have serious business, financial, legal and reputational consequences for Banijay. Therefore, everyone must ensure those within their oversight comply with the Policy.

What is Corruption?



Corruption occurs when a person working in the public sector (**public bribery**) or the private sector (**private bribery**), seeks or accepts an advantage (goods, services, money, travel, gifts, free services, discounted rates, recruitment without adhering to standard procedures, etc.) from a third party in return for performing or refraining from performing activities within the scope of their duties. In these instances, both the briber and the bribe-taker are guilty of corruption.

Banijay adopts a **zero-tolerance** policy towards any behavior that goes against law and regulations, and specifically, any act of corruption or influence peddling.

Example/case study

*You contact the Programme Director of a TV channel to offer him the opportunity to commission a new show you are currently shooting in Thailand. He tells you he would be delighted to consider your proposal if you invite him to spend a week in Thailand – at Banijay's expense - so he can visit the shoot and enjoy the stay. **Could giving a potential client this vacation benefit be considered corruption?***

Yes, providing a client with a vacation constitutes an advantage. An outside observer could consider this advantage is intended to secure future contracts with this third party, which could be qualified as active bribery. In this case, you must formally refuse the proposal. If you have any doubts about the integrity of a client's request, please contact your local legal or compliance team or the central compliance team at compliance@banijay.com.



What is Influence Peddling?



Influence peddling involves fulfilling requests from a **public official** or making, directly or indirectly, offers, promises, donations, gifts, or any kind of advantages to someone, either for themselves or for others, in order to exploit or because they have exploited their real or supposed influence to secure recognition, job, contracts, or any other favourable decisions from a public authority or administration. This is a **criminal offense** punishable by imprisonment and a fine.

Banijay does not allow any form of influence peddling.

Example/case study

*At MIPCOM you talk to another producer about your difficulty in obtaining permission from an administrative authority to film in a national park. They tell you they know the regional public official charged with issuing such authorisations and that they can support your request in exchange for a financial incentive. **Could favourably responding to this offer be qualified as influence peddling?***

Yes, this is influence peddling, whether the producer's influence on the public official issuing the authorisations is genuine or not. In this case, you must formally refuse the proposal. Please do not hesitate to contact your local legal or compliance team or the central compliance team at compliance@banijay.com if you have any questions about the fight against corruption and influence peddling.



Gifts & Hospitality



We know the exchange of business **gifts**¹ or **hospitality**² can be an occasional act of courtesy in the context of a business relationship. However, such gifts and hospitality must never be used to influence a decision or get an advantage.

To ensure gifts and hospitality are appropriate you have to consider:

- ✓ The value (is it reasonable?)
- ✓ Who gives or receives
- ✓ Whether they have the authority or ability to make or influence a decision
- ✓ Frequency and timing
- ✓ The type of gift or hospitality, and if it might be seen improper or an attempt to influence
- ✓ The relationship between the person receiving and the person giving

1. Gifts refer to all forms of personal favors, services, gifts, advantages, benefits, etc.

2. Hospitality refers to any invitation to a restaurant or any other event (artistic/sporting/cultural event/travel event, etc.)

What is forbidden:

- ✓ Cash gifts, cash equivalents or gifts that can easily be converted to cash
- ✓ Gifts/hospitality outside the professional context
- ✓ Gifts/hospitality intended to affect the impartiality of the beneficiary's decision
- ✓ Gifts/hospitality offered in a period close to the awarding of a contract or the renewal of a business relationship

Thresholds for giving or receiving gifts and hospitality vary by country. Please ensure to verify these thresholds with your **local HR** or **legal team**, or contact the **central compliance** team at compliance@banijay.com for further guidance.

Example/case study

*A set designer hears about your next big show. They invite you to dinner at a gourmet restaurant to share their ideas on decoration and convince you to choose them for the job. **Does this invitation comply with the Banijay's Anti-Bribery and Corruption Policy?***

The period preceding the conclusion of a contract is a critical time in the business relationship. Gifts and hospitality must be modest/reasonable, ensuring they don't raise concerns about the integrity of the individuals involved. You must check menu prices to ensure they are reasonable and compliant with local policies and rules. If you have any doubts about the integrity of a gift or hospitality, contact your local legal or HR team or the central compliance team at compliance@banijay.com.



Facilitation Payments



A facilitation payment is an unofficial, low-value payment made to secure or accelerate the performance of routine, non-discretionary administrative acts (e.g. obtaining an administrative authorisation, permit, etc.).

Facilitation payments are strictly forbidden as they are considered corruption.

If, in the course of your duties, a public official asks you for a facilitation payment, you must:

- ✓ Refuse and explain that such practice is not acceptable.
- ✓ Talk about what happened to your local legal or compliance team or the central compliance team.

Example/case study

*You travel abroad to produce a live event. When you arrive, the Customs Officer tells you that all your technical equipment (lighting, intercom system, etc.) is being held at customs and asks you to pay him the equivalent of 30 euros in cash to get the equipment back. **Does making this payment comply with Banijay's Anti-Corruption Policy?***

No. This is a facilitation payment, which can be qualified as corruption. The negligible nature of the amount paid, and the legality of the initial process are not mitigating circumstances. You must refuse and report the matter to your local legal or compliance team or central compliance team.



Sponsorship & Charitable Contributions



Sponsorships and charitable contributions can be cash or in-kind (goods and services). Sponsorships have a marketing purpose, which means promoting Banijay or its brands, at an event or in an advertisement. Charitable contributions are made to a charity, association or individual to help without expecting any reward.

Banijay is committed to having a positive impact on society through this type of action. However, we must ensure these actions are not misused to conceal the granting of an advantage. Charitable contributions or sponsorships on behalf of Banijay or its brands, must never be made with the intent of obtaining a contract or a favorable decision.

Rules to observe:

- ✓ Sponsorships and charitable contributions must be **pre-approved**. Please, contact the **central compliance team** at **compliance@banijay.com** to obtain approval.
- ✓ It is **forbidden** to grant sponsorships or charitable contributions **in the context of a commercial or financial negotiation** involving the beneficiary or one of their relatives, or to **get a present** or future **favorable decision**.
- ✓ The beneficiary of the sponsorship or charitable contribution must be **screened** using Banijay's internal screening tool, as part of the **Third-Party Due Diligence Procedure**. Please refer to the **Banijay Screening Guidelines** for more information.
- ✓ An **anti-corruption clause** must be included **in a contract** and failure to comply may result in the termination of the contract. Please, contact your local legal and compliance team for more information.
- ✓ When the contribution is a sum of money, it must be paid into a **bank account** opened **in the name** of the **benefiting entity** and registered in a **non-sanctioned country** or territory for tax or other purposes.
- ✓ Beneficiaries of sponsorship or charitable contributions must **respect** their **contractual commitments**, particularly with regards to anti-corruption, and **provide**, upon request, all **information** required for the Third-Party Due Diligence Procedure.

Example/case study

You present a series pilot at a meeting at the "Centre National du Cinéma et de l'Image Animée" (CNC), with the aim of obtaining funding. After the meeting, while discussing various topics with another attendee, they mention that in their spare time, they are the President of an association that encourages teenagers to pursue filmmaking studies. The association is looking for contributors and they wonder if Banijay could make a charitable contribution. You think it's a great project.

Can you accept?

Not right away; not like this. The initial step involves screening the third party using Banijay's internal screening tool, to ensure there are no associated risks with the third party. This will ensure such a charitable contribution will not put Banijay in a situation that could be perceived as misconduct. The next step is to obtain prior approval from the central compliance team by reaching out to them at compliance@banijay.com.



Political Contributions



While you are of course free to become involved in political parties in your own time or to stand for election, Banijay does not wish to participate in or influence the political sphere in any way. It is therefore **strictly forbidden** to:

- ✓ **Use** Banijay funds to finance political activities
- ✓ **Carry out** such financing on behalf of Banijay
- ✓ **Use** Banijay's name, image, reputation, business or resources for political purposes

This guidance covers all forms of **direct** or **indirect** financial and other **contributions** (gifts, provision of equipment, etc.) to a **political** party, candidate or elected official. However, this does not constrain the production of shows related to politics, such as talk shows, tv series, etc., as long as they do not aim to support or promote any specific political idea, party or individual, and **comply** with local provisions concerning audiovisual **regulation**.

Lobbying



Lobbying involves talking to political decision-makers or elected representatives to influence a public decision, for example to change a regulation. Before taking any action that could be qualified as lobbying, you must:

- ✓ Ask the express authorisation of the local legal team and inform the Banijay Chief Legal Officer
- ✓ Ensure your approach does not violate any law
- ✓ Never grant an advantage to a political decision-maker that could be perceived as corruption
- ✓ If a third party is mandated to lobby on behalf of Banijay, they must be screened using Banijay's internal screening tool as part of the Third-Party Due Diligence Procedure. Please refer to the Banijay Screening Guidelines for more information.

Banijay will not endorse decisions that contradict our values and established rules. We place a strong emphasis on maintaining organisational integrity and adherence to our guiding principles. The local legal team keeps an up-to-date list of lobbyists working for the Banijay, and you must ensure you provide them with all relevant information to ensure the list is exhaustive.

Example/case study

You are approached by a competitor at a content festival. They mention several key players in the content industry agree on the need for legislative change on a subject affecting Banijay. They suggest you mandate a lobbyist to take part in this initiative, representing Banijay's voice to members of parliament. **What measures need to be taken to ensure the lawfulness of this approach?**

Before engaging Banijay in this initiative, you must ask for prior approval from the local legal team, inform the Banijay Chief Legal Officer and carry out a Third-Party Assessment on the lobbyist. As a supplier, the lobbyist must comply with the provisions of the Anti-Bribery and Corruption Policy and the local legal team must include them on the list of persons representing Banijay's interests. They are also responsible for checking whether public registers listing lobbying activities must be completed. Official meetings involving lobbyists or representative bodies and third-parties must always be documented in minutes to ensure the legality of the subjects discussed.

If you have any questions about lobbying practices, please contact the local legal or compliance team or central compliance team at compliance@banijay.com.



Conflict of Interest



Conflict of Interest occurs when **personal interests** or activities **influence** how we do our **jobs**, ethically, morally and professionally. Conflicts and the appearance of conflicts may be **direct** or **indirect**, and may affect a person, a relative or a company in which we have an interest. Conflict of interest may present **difficulties** for individuals in carrying out their duties independently and impartially, thereby **affecting** their **ability** to maintain a **fair** and **objective** position.

There are many situations that could present a potential conflict of interest. While it is impossible to list them all, there are certain **situations** where conflicts often arise. Therefore, it is important that you are **familiar** with these situations so you can **recognise** them immediately.



If you receive a financial benefit (in addition to the usual remuneration) in transactions involving Banijay

If you enter into a commercial relationship on behalf of Banijay, with a friend or family member, or a company managed by you or a family member

If you carry out business on your own time that is similar to your work for Banijay

If you misuse your position for personal advantage or to benefit a friend or a family member

If you work privately for one of our business partners or competitors or have a financial interest in them

Rules to follow:

- ✓ Recognise any potential conflicts between your personal interests and the interest of Banijay
- ✓ Report any potential conflict of interest to your Line Manager
- ✓ Never take part in decision-making process if you are in a situation of conflict of interest
- ✓ Always consider whether your actions are in the best interest of Banijay

Example/case study

*As part of the production on a new series set during the Second World War, you need fifty vintage cars. Your brother-in-law runs a company specialising in vintage car rentals. **Does selecting a relative as a supplier comply with Banijay's Anti-Bribery and Corruption Policy?***

You are in a conflict-of-interest situation. Selecting a supplier you know is not forbidden per se. However, to ensure the lawfulness of the transaction, you must disclose your conflict of interest to your Line Manager and not take part in the supplier selection process. If the supplier provides the best offer, it may be selected, but they will not be given preferential treatment over other market players. If you have any questions about preventing conflicts of interest, please contact your local legal or compliance team or the central compliance team at compliance@banijay.com.



Interacting with Third Parties



At Banijay, we act in compliance with the applicable legal and regulatory provisions, and we require the same commitment from our third parties. We choose third parties objectively and impartially and we assess their integrity through the Third-Party Due Diligence Procedure. Due to the increased risk of corruption associated with intermediaries, we avoid engaging them whenever possible.

Before entering into any business relationship on behalf of Banijay, you must conduct the Third-Party Due Diligence Procedure. As a supplier, subcontractor, client or business partner, you must cooperate with these checks by providing the requested information and documents. Banijay reserves the right to terminate any contractual relationship with a third party that fails to fulfill its obligations to prevent and detect corruption and influence peddling.

Example/case study

*A client tells you they would be willing to secure a deal for you to produce a fashion show organised by his wife, provided you pay him a bribe. **What risks would you face if you agreed to this proposal?***

The proposal may expose you and Banijay to significant penalties, fines, imprisonment, and potential business losses, including restrictions on tendering with certain clients globally.

You must therefore refuse the offer and report the incident to your local legal or compliance team or the central compliance team at compliance@banijay.com.



Acquisitions & Joint-Ventures



Acquiring a company or participating in **a joint venture** are key M&A transactions in which corruption could be committed. Banijay may also be held liable for corruption committed by or on behalf of a recently acquired company or a joint venture in which Banijay is a member.

To avoid the risks associated with such operations, we generally carry out **Third-Party Assessments** on **target companies** and **potential business partners**. These verifications must be documented to comply with compliance standards at least at the level of this Anti-Bribery and Corruption Policy. Typically, the percentage of Banijay's shareholding in target entities dictates the appropriate procedures and tools necessary to fight corruption and influence peddling.

Banijay's internal procedures, including this Anti-Bribery and Corruption Policy, are shared with and implemented at acquired companies immediately post-acquisition. Banijay undertakes to train employees and executives of the acquired company on compliance-related matters and to take appropriate remedial actions.

Banijay refuses to work with partners that do not share the same integrity and standards of compliance with applicable laws and regulations.

Sanctions



Everyone working for Banijay, including its employees, executives and stakeholders must comply with applicable anticorruption laws and all elements of this Anti-Bribery and Corruption Policy.

Failure to do so may result in disciplinary, contractual and/or legal action.

Training



To promote awareness of Anti-Bribery and Corruption, Banijay has developed Anti-Bribery and Corruption Training. All Banijay employees, freelancers and executives are required to complete this training, accessible on the Banijay e-learning platform.

If you encounter any difficulties accessing the platform, please contact your local IT or legal team, or reach out to the central compliance team at compliance@banijay.com for further guidance.

How to Report a Breach of This Policy



HAVING A LIGHT BULB MOMENT?

Who to contact if you have any questions?

Not sure of the right thing to do?

Please contact your **local legal** or **compliance team** or the **central compliance team** at **compliance@banijay.com**



HOW TO REPORT A BREACH OF THIS POLICY?

To report any behavior or situation that goes against this Policy, please contact your **local legal or compliance** team or the **central compliance** team at **compliance@banijay.com**.

You can also use the **Banijay Speak Up! Hotline**: **www.speakup.banijay.com**

We guarantee all reports will be treated in the **strictest of confidence**, and that you will **never** face any kind of **retaliation** for reporting in good faith!

To find out more about the Banijay Speak Up! Hotline, please check out the **Banijay Code of Conduct** and the **Whistleblowing Policy**.



For any questions, please contact your local legal and compliance team or the central compliance team.