

Whistleblowing Policy



November 2024

As a content powerhouse, Banijay is committed to dedicating all its entrepreneurial energy to building and maintaining the best home for talent and IP globally. Nurturing an environment of trust, honesty, inclusivity and respect, we expect our teams and the parties we partner with to conduct themselves with consideration, integrity and pride at all times.

The group actively encourages **speaking up** if something feels wrong. Everyone has a responsibility to protect Banijay and its teams from those who behave inappropriately and reporting a problem without fear of retaliation.

To support this process Banijay ("**Banijay**") has set up a **Global SpeakUp Hotline** which enables all our employees, external stakeholders, or any person interacting with us to:

- Submit a report, in complete confidentiality, without the risk of facing retaliation
- Ask a question relating to ethics or compliance

You can report any serious concerns or misconduct to your local HR, legal team, global compliance team at compliance@banijay.com or submit a report via the **Banijay SpeakUp Hotline**: speakup.banijay.com. Reporting misconduct is voluntary, and individuals will not face sanctions for choosing not to do it, even when it is needed.

Submitted reports are processed within the time limits established by this policy and handled with utmost confidentiality to safeguard whistleblowers and prevent retaliation. All employees must follow the legislation of the country in which they operate, as these take precedence over this policy. If local laws impose more stringent requirements than the global policy, the local laws take precedence. However, if local laws have less stringent requirements than the global policy, then the guidelines and definitions of this global policy apply. Banijay is committed to working with its stakeholders and encouraging them to uphold the principles outlined in this policy and, where needed, to adopt similar policies within their operations.

All employees are required to read this policy thoroughly and ensure they fully understand their obligations to comply with it. Please contact your local legal team or the central compliance team at compliance@banijay.com should you have any questions.

Marco Bassetti, CEO

Scope



Who can submit a report or ask a question?

The SpeakUp Hotline can be used by:

- All Banijay directors, officers and employees (current, former or prospective), whatever their status, function or hierarchical level
- Temporary workers, including consultants and freelancers
- All current and potential Banijay stakeholders: service providers, suppliers, subcontractors, broadcasters, intermediaries, clients
- Others interacting with Banijay



In order to qualify as a **whistleblower**, the person making the report must **(cumulative conditions)**:

- Be a **natural** person, meaning an individual with legal rights and obligations, and capacity to enter into contracts and be held responsible for legal actions;
- Act in **good faith**, i.e. at the time the report is made, the facts reported must appear to be true, so that the person cannot be accused of having sought to harm another person;
- **Not receive any direct financial compensation for their actions**, i.e. the aim must not be to satisfy their private interests. Whistleblowers are **not paid** for their actions;
- Report/disclose information acquired in the context of their **work-related activities**, which have occurred or are very likely to occur within Banijay.

If the information was not obtained during the course of professional activities, the whistleblower must have had **personal knowledge** of it.

The report regarding misconduct can be submitted **in writing** or **by calling** one of the numbers listed on the SpeakUp Hotline website ([click here](#)).

What facts can be reported?

The SpeakUp Hotline can be used for reporting concerns related to:



Financial misconduct or fraud



Environmental damages



Violation of the Banijay Code of Conduct or any other Banijay policies



Human Rights violations



Breaches of legal obligations or regulations



Human resources, diversity and respect in the workplace



Health and safety risks



Any other misconduct or unethical behaviour

What questions can be addressed through the SpeakUp Hotline?

Any question relating to ethics or compliance can be addressed via the SpeakUp Hotline.



How does the SpeakUp Hotline work?



HOW TO SUBMIT A REPORT OR ASK A QUESTION RELATED TO ETHICS OR COMPLIANCE?

To report any misconduct or situation that breaches this policy, please contact the global compliance team at compliance@banijay.com or your local legal or HR Team.

You can also use the Banijay Speak Up! Hotline: www.speakup.banijay.com, which is available 24/7.



How to submit a report or ask a question through the SpeakUp Hotline?

Step 1

An individual goes to the platform's homepage, select their location and where the incident occurred, and click on "Get Started". The individual has a choice to have their report investigated at the **local or global level**. If the individual prefers to submit a report verbally, they may contact one of the Convercent (Banijay SpeakUp Hotline provider) representatives by calling the number provided on the Speak Up Hotline website ([click here](#)) and make a report in their native language.

Step 2

The individual is asked to **confirm** they understand and acknowledge that the service is not an emergency hotline or a substitute for law enforcement.



How to submit a report or ask a question through the SpeakUp Hotline?

Step 3

They are then invited to **fill-in** the following information:

- 1) Issue details and involved parties (**mandatory**)
- 2) Issue date and location (**mandatory**)
- 3) Photos or file uploads (not mandatory)
- 4) Name and contact details. The individual decides whether they want their name and contact information to be shared with the organization or/and Convercent or whether they want to remain completely anonymous.
- 5) Their (contractual) relationship to the organization (**mandatory**)

Step 4

The individual is then asked to choose a password, followed by clicking "**Create a password and submit report**". A reference number will be generated. This password and reference number must be retained. They enable the whistleblower to access all the information required to follow up on their report. If the password is forgotten, it can always be retrieved using the case reference number.



The person reporting the misconduct may make **public disclosure** of the facts that are the subject of the report, and shall qualify for protection as a whistleblower **only in accordance with local laws and regulations and when:**

- The issue was **first reported internally** or **externally**, but no appropriate action was taken in response to the report within three months of the acknowledgement of receipt of the report;
- The individual has **reasonable grounds** to believe that:
 - i. The breach may constitute an imminent or manifest danger to the public interest, such as in cases of emergency or a risk of irreversible damage; or
 - ii. In the case of external reporting, there is a risk of retaliation or a low prospect of the breach being effectively addressed, due to specific circumstances, such as potential for evidence to be concealed or destroyed, or where an authority may be in collusion with the perpetrator of the breach or involved in the breach.

The public disclosure **does not apply** to cases where a person directly discloses information to the press under specific national provisions that establish a protection system for freedom of expression and information.

Please **contact your local legal team** with any questions about external reports to competent local authorities or public disclosure.

Can the platform be used anonymously?

Yes. If the reporting person does not wish to disclose their name or contact information to the organization or to Convercent they may choose to remain **anonymous**. Their identity will be completely protected in the whistleblowing report.

To learn more about how Convercent handles and secures your personal data please refer to the Convercent Legal Information ([click here](#)).



Who is in charge of collecting and analysing information submitted through the SpeakUp Hotline?

The individual submitting a report through the SpeakUp Hotline can choose whether the investigation is carried out **locally or by the central compliance and HR teams**. The person(s) responsible for handling whistleblowing reports will be assigned to the report, and only that/those individual(s) will have access to the submitted report. People assigned to the report only have access to the data for the strict purpose of carrying out their duties, i.e. the preliminary analysis of reports and the investigation of reports/questions submitted through the SpeakUp Hotline. They have signed a reinforced **confidentiality agreement** and received specific training to enable them to carry out their duties in the best possible way.



Report Handling Procedures



RECEIVING A REPORT

Analysis of the admissibility of the report by the central compliance and HR team, or local person responsible for handling the report if the whistleblower opted for their report to be investigated locally

Global:

central compliance and HR team is handling the report

Local:

local HR and legal team is responsible for handling the report locally

In-depth analysis of the report

In-depth analysis of the report

Closure of the report investigation file
(after proposal of an appropriate sanction, if necessary)

How are the facts covered by the report investigated?

Upon receiving a report, an acknowledgment of receipt will be sent to a reporting person within seven days.

The individual(s) assigned to investigate the report will carry out all necessary actions, including legal and technical analysis of the facts, gathering relevant information and documents, interviewing stakeholders, and conducting expert evaluations, among other tasks, to thoroughly examine the matter.

The whistleblower must be informed within three months from the acknowledgement of receipt of the report about the measures planned or taken to assess the accuracy of the allegations, and where appropriate, about the steps taken to address the reported misconduct, including the reasons for these measures.



How is the report investigation file closed?

At the end of the investigation phase, the person assigned to investigate the report:

- ü Formalises the findings,
- ü Provides recommendations to the relevant parties, and,
- ü Closes the case in the system.

The actions to be taken are determined by the investigator in collaboration with the local or central HR, legal or compliance teams, when applicable.

In all instances, the whistleblower and the individuals involved **are informed in writing** by the person(s) assigned to investigate the case about the outcome of the investigation and the actions to be taken.

In the event that the investigation of the case shows that a criminal offence has been or may have been committed, Banijay Entertainment's Chief Human Resources Officer, in collaboration with the Chief Legal Officer, will decide on any further action to be taken.



Guaranteed Protection Provided by the SpeakUp Hotline



Banijay is committed to:

- Ǿ Guarantee the integrity and confidentiality of the information gathered in a report, particularly the identity of the whistleblower, the person(s) concerned by it and any third parties mentioned in it.
- Ǿ Restrict access to this information to only those staff members who are authorised to know about it. Thus, the information gathered may only be communicated to third parties if such communication is necessary to process the report and in compliance with the local regulations.

Information identifying the whistleblower may only be disclosed with the whistleblower's consent. They may, however, be communicated to the judicial authorities/police, in cases where the persons responsible for collecting or processing reports are required to report the facts to the latter.

The whistleblower is then informed unless such information would compromise the proceedings. Information identifying the person who is the subject of the report may only be disclosed, except to the judicial authorities, once it has been established that the report is well-founded.

A whistleblower who meets the conditions for whistleblower protection may not be prosecuted, punished, dismissed or subjected to discriminatory measures or any form of retaliation, whether direct or indirect, for having exercised their right to speak up or report misconduct in good faith and without direct financial compensation (even if the reported facts are later found to be inaccurate or lead to no further action).

Natural or legal persons operating as private non-profit organisations who helped the whistleblower to speak up, individuals at risk of retaliation due to their connection with the whistleblower, and legal entities linked to the whistleblower receive the same protection as the whistleblower.

Misuse of the SpeakUp Hotline, such as slanderous or abusive reports, may be subject to a separate investigation and could result in potential legal consequences.

Personal Data Protection



Who is responsible for processing the personal data submitted through the SpeakUp Hotline?

The person(s) assigned to investigate a report submitted through the SpeakUp Hotline are responsible for processing the data, on behalf of Banijay.

These processing operations are carried out in accordance with the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data ("GDPR").



What personal data does Banijay collect and why?

Banijay, as the data controller, ensures that only information that is relevant and necessary for the purposes of processing is collected and/or stored in the SpeakUp Hotline. This may include:

- ü your first and last name,
- ü your contact details (telephone number, e-mail address and home or office address),
- ü your (contractual) relationship with Banijay, and position,
- ü behavioural details, reported facts and any other personal data concerning you or persons involved in or aware of the reported facts.

As part of the SpeakUp Hotline, we do not wish to process sensitive personal data, such as information concerning ethnic origins, religious or other beliefs, political opinions, criminal record, physical or mental health, trade union membership, and sexual orientation or life. However, if we are required to do so, such processing would be necessary for the purposes of fulfilling the obligations and exercising the rights specific to the data controller or the data subject in relation to employment law, social security and social protection, or necessary for the establishment, exercise or defence of claims.

In addition, we may collect sensitive personal data if you provide it to us in connection with the report or the questions you asked. We will **only process such personal data** if it is **strictly necessary for the investigation**. We undertake to delete such data as soon as possible if it is not strictly necessary.

We may also collect personal **data about you indirectly**. This information may be provided by other whistleblowers, supervisors, persons involved, and other authorized persons involved in the investigation of a report.

We only process personal **data communicated to us** insofar as they are **strictly necessary** to carry out the **analysis** and **investigation** of the facts reported or to provide you with **answers** to your questions. We may also need to process your personal data if it is required for related **legal proceedings** and to comply with our **legal obligations** (in particular, we may be required by law to report certain matters or reports to the relevant external authorities).

Finally, the SpeakUp Hotline, provided by our supplier – Convercent, automatically collects some data, such as browser type and the date and time of your request. For further information, please refer to the Convercent Legal Information ([click here](#)).



What is the legal basis for processing personal data related to the whistleblowing?

The processing of your personal data in connection with reports and questions submitted via SpeakUp Hotline is based on our following **legitimate interests**:

- ü Enabling whistleblowers to report any misconduct, breach of any laws and/or regulations,
- ü Identifying, preventing and addressing any conduct or situation contrary to the Banijay Code of Conduct or any other Banijay policy,
- ü Allowing questions relating to ethics and compliance to be asked and answered.

How long does Banijay keep personal data collected through the SpeakUp Hotline?

Personal data relating to a question or report is kept for **as long as it takes to receive and respond to the question or to carry out a preliminary analysis of the admissibility of the report, and to investigate the report.**

Personal data relating to a question or considered by the data controller as not falling within the scope of the SpeakUp Hotline (report declared inadmissible) are **destroyed without delay.**

If disciplinary or litigation proceedings are initiated against a person implicated or the author of an abusive report, the data relating to the report will be kept **until the end of the proceedings** or the limitation period for the appeals.

Your personal data is **securely stored at all times**, with access restricted to person(s) assigned to investigate the report.



What are whistleblowers' rights regarding their personal data?

Regarding the processing of your personal data, you have certain rights which **Banijay**, as the **data controller**, must protect according to the law and within specified timeframes.

Your rights are as follows:

V Right of access

- You have the right to access your personal data.

V Right of rectification

- If your personal data is inaccurate and/or needs to be updated, we will rectify it on the basis of the written information you provide.

V Right to limit

- You may request that we restrict the processing of your personal data in certain circumstances (for example, when you dispute the accuracy of the data and for the period during which the data can be verified).

✓ **Right of deletion**

- You have the right to erasure ("right to be forgotten") of your personal data which is subject to conditions (for example: when your data is no longer necessary for the purposes for which it was collected and processed; when your personal data has been processed unlawfully; or when your personal data must be erased to comply with a legal obligation to which we are subject).

✓ **Right to object**

- You have the right to object to your data being processed for certain purposes or under specific circumstance. However, we cannot comply with your request if there are legitimate and compelling reasons for processing your data, or if your data is necessary for the establishment, exercise or defence of legal claims, or if the processing of your data is subject to a legal obligation.

If you wish to exercise your rights or have any questions concerning the processing of your personal data related to whistleblowing, please contact us at compliance@banijay.com.

Who will receive whistleblowers' personal data?

Your personal data may be communicated to and accessed by:

- Ǿ The person(s) assigned to investigate a report submitted through the SpeakUp Hotline,
- Ǿ Other Banijay employees for the sole purpose of investigating the report,
- Ǿ The SpeakUp Hotline provider, Convercent. Convercent acts as the data processor and has access only to data necessary for maintaining the SpeakUp Hotline. To learn more, please visit: Convercent Legal Information ([click here](#)),
- Ǿ Experts such as lawyers and other professional advisors for the establishment, defence or exercise of legal rights,
- Ǿ The competent authorities (judicial/administrative authorities), in accordance with applicable laws.



Does Banijay transfer personal data related to whistleblowing outside the European Union?

Your personal data **may be transferred outside the European Union** ("EU") and/or to countries that have not adopted specific regulations on the protection of personal data. Banijay takes **all appropriate measures** to ensure that such personal data benefits from an **adequate level of protection** and that any transfer of personal data outside the EU is carried out **in accordance** with applicable **regulations**.

If we transfer personal data outside the European Economic Area, to a country that has not been identified by the European Commission as offering an adequate level of protection, the transfers will be carried out and governed by **contractual provisions that meet EU requirements**, if necessary, by signing a contract that complies with the **Standard Contractual Clauses** adopted by the European Commission.



How can a whistleblower make a complaint about the use of personal data?

To make a complaint about the use of your personal data, please contact us at compliance@banijay.com.

Training

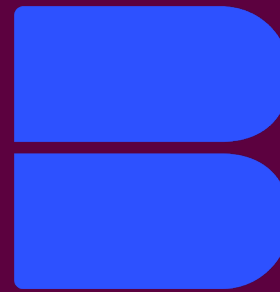


To promote **speakup culture and raise awareness**, this policy is accessible on **Banijay's e-learning platform**.

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.



Banijay
Entertainment



Banijay
Live

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