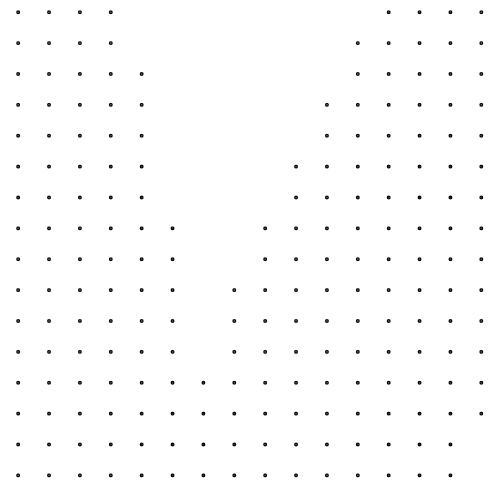


# ***ANTI-CORRUPTION CODE OF CONDUCT***



# A FEW WORDS FROM THE CEO OF CANAL+ SA

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*The CANAL+ group is currently operating in more than fifty countries and continues to extend its presence. We aim to offer the best entertainment to our subscribers in every country, all the while adapting to local legislation.*

*In the course of our business, these quality requirements must translate into compliance with the highest standards in terms of ethics, in all our geographies.*

*Collectively, we must commit to preventing all behaviours contrary to probity.*

*Corruption in all shapes or forms is strictly unacceptable within our Group. We shall tolerate no breach of our rules.*

*That is why we drafted this Anti-corruption code of conduct, which shall serve as reference for all our practices. It includes our ethical commitments and lays out the behaviours to adopt on a daily basis, particularly regarding relationships with our clients, shareholders, investors, business partners.*

*It shall serve as a common reference frame to be used in case of any doubt. I request each of you to read it carefully. I am counting on you to ensure it is rigorously applied.*

*Each and every one of us has a role to play: let's all take this commitment to heart.*

*We must be exemplary.*

*Thank you in advance.*

Maxime SAADA  
CEO of CANAL+ SA

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# WHY THIS ANTI-CORRUPTION CODE OF CONDUCT?

**The Anti-corruption code of conduct is at the heart of the CANAL+ group's anti-corruption system. It is part of the CANAL+ Code of Ethics and includes our commitments in terms of corruption prevention and detection, in accordance with national and international legislations.**

## WHAT IS THE CONTEXT?

Committing an act of corruption or influence peddling is a serious act which may have significant legal and financial consequences for CANAL+ SA as well as its subsidiaries all over the world (hereinafter jointly referred to as the "CANAL+ group" or the "Group"), and which may also permanently harm their reputation.

In a bid to effectively fight corruption, there have been an increasing number of national and international legislations over the last years, which have been constantly reinforced. In this context, the CANAL+ group, under article 17 of the French law of 9 December 2016, known as "Loi Sapin II", has developed a specific conformity programme for the prevention and detection of corruption, of which this Anti-corruption code of conduct (hereinafter referred to as the "Code") is an integral part.

## WHAT PURPOSE DOES IT SERVE?

The Anti-corruption code of conduct adopted by the CANAL+ group sets out the Group's commitments and principles in terms of the fight against corruption, and is a tool for good governance, allowing Employees to grasp the behaviours expected from them as part of their daily assignments. This Code, which has been set out on the basis of the CANAL+ group mapping of corruption risks, aims to introduce;

- the situations which may constitute acts of corruption or influence peddling;
- the principles of action and prohibited behaviours relating to these risks;
- the internal whistleblowing system intended to collect reports of existing behaviours or situations contrary to the provisions of this Code;
- the people to contact if required.

The Anti-corruption code of conduct is completed by internal policies and an awareness and training programme for Employees, allowing them to have a better understanding of the issues and risks of exposure to acts of corruption and to master best practices.

In any case, if local legislation is stricter than the principles set out in the Anti-corruption code of conduct, one shall conform to the strictest rule.

## TO WHOM IS IT ADDRESSED?

The Code applies to all internal employees<sup>1</sup> and outside and casual employees<sup>2</sup>, whatever their place in the hierarchy, in all the countries where the Group operates (hereinafter referred to as "the Employees").

<sup>1</sup> Internal employee refers to any person with a work contract, any executive manager or corporate officer within the Group

<sup>2</sup> Outside and casual employee refers to any person (trainee, temp, service provider) working for a given time on premises within the Group entities.

# **WHY THIS ANTI-CORRUPTION CODE OF CONDUCT?**

*The Anti-corruption code of conduct is annexed to the rules of procedure of each company within the CANAL+ group, subject to the legislation of each country. It is also expected from all of our business partners (suppliers, clients, agents, subcontractors, etc.) that they should conform to the principles of this Code or apply standards at least equivalent to this Code, as well as promote the principles of this Code with their own partners.*

## **WHERE CAN YOU FIND IT?**

*The Anti-corruption code of conduct can be viewed:*

- *on the Group's institutional website: <https://www.canalplusgroup.com/fr>;*
- *the Employee Intranet site.*

*In the event of any questions regarding this Code, Employees should contact their Compliance Officer or manager.*

# ZERO TOLERANCE FOR CORRUPTION AND INFLUENCE PEDDLING

The CANAL+ group has zero tolerance for corruption and influence peddling. All forms of corruption and influence peddling are strictly prohibited.

## WHAT IS CORRUPTION AND INFLUENCE PEDDLING?

The generic term of "corruption" includes actual corruption as well as influence peddling.

### CORRUPTION

Corruption can be active or passive, public or private.

Active corruption consists in a corrupter offering, promising or giving, directly or through a third party, to a person serving a particular function, an undue advantage, for themselves or for a third party, in order for this person to facilitate, carry out, refrain from carrying out or delay an act as part of their functions.

Passive corruption consists in a person serving a particular function, the corrupt, requesting or accepting from a third party, an undue advantage, for themselves or for a third party. In return, the corrupt facilitates, carries out, refrains from carrying out or delays an act as part of their functions.

It should be noted that corruption is established whatever the material result, even if the promise or request hasn't been executed.

Corruption is public when it implicates a public agent, i.e. any public official, invested with a public service mission or an elective public office (hereinafter referred to as a "Public agent" ).

Corruption is private when the offence only implicates natural or legal persons from the private sector.

<sup>3</sup> Any person considered as a Public Agent by the national legislation of their country shall also be considered as such

# **INFLUENCE PEDDLING**

An act of influence peddling is committed when an undue gift or advantage is offered or granted in order for the beneficiary to use their influence, whether actual or supposed, in order to obtain a favourable decision from a public authority.

It implies three players:

- The one providing advantages or gifts.
- The one using the credit provided by their position.
- The one with the power of decision (authority or public administration, magistrate, etc.).

# **UNDUE GIFT OR ADVANTAGE**

The undue gift or advantage can take a number of forms:

- Money (cash, bank transfers or other means), where the means of payment may be concealed (false invoices, consultancy fees, gifts, sponsorships, etc.)
- Benefits in kind (invitation to an event, free services, trip, gifts, recruitment of family members or friends, etc.)
- Preferential treatment, contract signing, disclosure of confidential information, "guilty" inaction in a situation where one turns a blind eye instead of taking action, etc.

# EXAMPLES AND STANDARD TERMS FOR ACTS OF CORRUPTION AND INFLUENCE PEDDLING

The act of corruption or influence peddling may include the following practices:

A **"bribe"** refers to a person giving or promising another person a sum of money or valuable good in order to obtain a favour.

Example: making a donation to a charity chosen by a Public agent in order to obtain a favourable" decision is considered a bribe

**"Kickbacks"** consist in giving or receiving payments as a reward for a contract or any other favour or business transaction.

Example: Receiving a percentage of the purchase price from a supplier in exchange for continued business relations is considered a kickback.

A **"facilitation payment" (or "baksheesh")** refers to a sum of money, often modest, given to Public agents in order to obtain or speed up a number of administrative acts (processing of state. documents, issuance of authorisations, permits or licences, etc.) or to avoid a sanction.

Example: Paying a small sum directly to an official to allow goods to pass through customs is considered a facilitation payment.

**Jobs as bribes** consist in recruiting a person to influence a business or administrative decision or to obtain an undue advantage in return, rather than for their skills or qualifications.

Example: Hiring the brother of a senior civil official in exchange for potential favours in administrative decisions for which he or she is responsible.



# SANCTIONS

Any Employee committing an act of corruption or influence peddling may incur personal criminal liability, and in some cases, the criminal liability of the companies within the Group. In any case, an act of corruption or influence peddling committed by an Employee necessarily has an impact on the Group's reputation, and consequently on its business.

Committing an act of corruption or influence peddling may lead to:

- A fine;
- A prison sentence;
- Ancillary punishment<sup>4</sup>.

For instance, in France, potential sanctions are:

- Natural person: 5 to 10 years imprisonment and a fine of €500,000 to €1,000,000, the amount of which can reach twice the amount of the offence;
- Legal person<sup>5</sup> : a fine of €2,500,000 to €5,000,000, the amount of which can reach twice the amount of the offence, plus ancillary punishment.

Committing an act of corruption or influence peddling may also lead to disciplinary sanctions as indicated in Chapter III hereafter.

4 A titre d'EXAMPLE : confiscation, interdiction de vote, interdiction d'exercer une fonction publique ou une activité professionnelle  
5 A titre d'EXAMPLE : une société

# INDICATORS OF SITUATIONS OF CORRUPTION OR INFLUENCE PEDDLING

Employees are likely to be faced with situations of corruption or influence peddling in their daily work. It is essential to be attentive to indicators of corruption such as:

- the country of the third party, if it is reputed for its corruption practices;
- the third party's relationship with a public servant or the refusal to disclose relationships or interests implicating public servants;
- a strong reliance of the partner on political or government contacts;
- documents concealing the true identity of a representative or local agent;
- requests for commissions to be paid in a third country, to a third party, in cash or via untraceable fund transfer;
- multi-purpose accounts or diverse accounts likely to be used to conceal undue payments;
- over-invoicing or false invoices;
- failure to comply with legislations or failure to obtain the required administrative authorisations.

And to ask the right questions:

- Does this situation make me feel like I owe someone something?
- Is my action likely to be considered as being somewhat "not quite ethical" or even completely unethical?
- Is there a risk that my independence of judgement might be jeopardised?
- Could my conduct seem inappropriate or raise doubts about my loyalty to company interests?

If you answer "yes" to any of these questions or if you have the slightest doubt about a situation, you might be faced with a situation of corruption or influence peddling, in which case you should immediately contact your manager or Compliance Officer.

# **PRINCIPLES OF ACTIONS AND EXPECTED BEHAVIOURS**

The CANAL+ group expects its Employees to ensure compliance with the rules set out in this Code as part of their assignments.

The following situations are considered as likely to generate risks of corruption:

- Gifts and invitations
- Facilitation payments
- Conflict of interests
- Recruitments
- Relationships with business partners
- Acquisitions, stake acquisitions and joint ventures
- Lobbying, financing of political activities
- Patronage, sponsoring

# CADEAUX ET INVITATIONS

Gifts and invitations are common business acts and do not, as such, constitute acts of corruption. However, rules in terms of the fight against corruption prohibit from offering or accepting gifts, invitations and other valuable items when these are aimed at obtaining an undue advantage or exerting influence on an action or decision.

Thus, offering or accepting gifts or invitations may be considered as a manifest form of corruption, particularly as part of a business operation or a request for authorisation/permit/licence with a Public agent.

There will be reinforced traceability and documentation in order to guarantee the transparency of such practises in accordance with the Gifts and invitations policy applicable within the Group.

## WHAT TO DO

- Apply the rules defined in the Group's Gifts and invitations policy, particularly regarding thresholds, or the rules set out in the relevant entity if they are stricter
- Be attentive to the context and the meaning behind an invitation or gift, which should in no way imply any return
- Make sure the gift or invitation offered or received is professional and complies with local uses
- Make sure the business partner offering an invitation to an event is present or represented at said event

## WHAT NOT TO DO

- Accepting or offering a gift or invitation in relation with a significant decision (e.g. call for tender, competitive call or signing of a contract)
- Accepting or offering a gift or invitation to influence a decision
- Accepting or offering a gift or invitation which would be hard to justify if it were made public
- Accepting or offering a gift in cash or similar means (cheques, vouchers, prepaid gift cards) or an invitation to a purely touristic trip

## **EXAMPLE 1**

**Q.** *The sales director of a new software supplier has invited me to lunch in a high-end restaurant just after winning a tender.*

*Could this invitation suggest that my decision was influenced during the call for tender?*

**A.** *This situation could be equated to an act of corruption due to the value of the invitation and the context, which might be interpreted as compensation for the supplier being selected during the tender, even though it is taking place after the decision.*

*The law targets undue advantages offered "before, during or after".*

*You must decline the invitation and explain why.*

*Invitations to lunch are part of business. However, restaurants must be chosen in accordance with the rules of our Gifts and invitations policy and these business meals should not be too frequent. It is also a best practice for each party to pay for their share of the meal. Additionally, if the Employee is behind the invitation, he shall comply with the Expense policy.*

## **EXAMPLE 2**

**Q.** *The head of acquisitions of a TV station with whom I have been working for numerous years is being replaced. In order to get off to a good start with her successor, I am thinking of sending a gift such as a prepaid gift card.*

*Does this gift comply with our internal rules?*

**A.** *Prepaid gift cards are considered as cash gifts and are strictly prohibited by our Code.*

# FACILITATION PAYMENTS

Facilitation payments refer to sums of money, often modest, unofficially given to Public agents in order to obtain or speed up a number of administrative acts (processing of state documents, issuance of authorisations, permits or licenses, etc.) or to avoid a sanction.

These payments are prohibited in most countries.

The CANAL+ group prohibits facilitation payments, even in cases where they are allowed by local legislations.

In exceptional cases, an Employee may be forced to carry out this type of payment to prevent him or a member of his family from sustaining imminent physical injury or being abusively and unduly physically retained.

## WHAT TO DO

- Inform your manager and Compliance Officer of any payment solicitation from a Public agent
- Offering to pay or responding favourably to a facilitation payment request from a Public agent, whatever the amount (with the exception of the aforementioned hypothesis)

## WHAT NOT TO DO

### EXAMPLE 1

**Q.** Shooting on a film produced by my company is being delayed due to difficulties in obtaining administrative authorisation. To resume shooting, my local producer says he can unblock the situation with a Public agent by agreeing to pay €150 in cash, a small sum compared to the losses incurred by the delay.

Can I authorise him to accept?

**A.** By responding to the solicitation of a Public agent in order to obtain or speed up formalities, whatever the amount, even modest, you are making a facilitation payment, which is prohibited by the Group and might be qualified as an act of corruption of a Public agent. It is essential to make sure our local partners apply the same ethics standards and our contracts include an anti-corruption clause.

### EXAMPLE 2

**Q.** I have been sent on a mission abroad and my passport is being retained in customs by a border police officer. He is contesting my visa's validity and suggests he would be willing to unblock the situation in exchange for a small payment in cash.

Can the situation justify the facilitation payment?

**A.** The situation does not present any imminent danger for your own safety or that of your close ones. You must explain that your company prohibits this type of arrangement and politely refuse, even if this means continued blockage and you have to go home.

# CONFLICT OF INTEREST

Conflict of interest refers to a situation in which an Employee's personal interests interfere or might interfere with the interests of the CANAL+ group, by affecting or seemingly affecting the way in which the Employee carries out the functions and responsibilities entrusted to him by the Group.

Personal interests include interests which can be financial, family-related, friend-related, political, association-related, syndicate-related, etc. The interest can relate to the Employee or a relative.

For instance, a situation of conflict of interest may occur if an Employee:

- negotiates a contract on behalf of the CANAL+ group, from which he benefits personally, directly or indirectly via a relative, immediately or at a later stage;
- takes part in the decision process with a third party (a client, supplier, service provider, partner or competitor of the CANAL+ group) in which he holds a financial stake, or which employs a family member or friend, or in which he pursues a gainful activity, as an employee, consultant, representative, broker, etc.;
- takes part in the recruitment process of a family member or friend;

While the existence of a conflict of interest does not in itself constitute an offence, it can be a precursor to an act of corruption. It is therefore essential for Employees to be vigilant and transparent whenever a conflict of interest may arise in accordance with the rules hereunder.

## WHAT TO DO

- Act dutifully towards the Group in the event of outside partnership
- Make sure to follow the rules of the Group's Conflict of interest procedure
- Secure the company's prior authorisation in cases of stake acquisitions in a client, supplier, service provider or competitor and/or if exercising any other work activity and/or social mandates outside the Group, when these activities are likely to jeopardise the Group's interests
- Refrain from acting and interfering in CANAL+ group's relationships with any person or entity involved in the conflict of interest, as long as no solution has been found.

## WHAT NOT TO DO

- Having a personal interest prevail over that of the Group in the performance of one's duties
- Concealing a personal interest which may raise doubts regarding one's integrity, for example signing a contract with a family member as part of one's functions within the Group

## **EXAMPLE 1**

**Q.** *I am dealing with negotiations for the acquisition of a strategic programme for our offers. My discussion partner is an old friend, we both began our career as trainees in that company and we see each other frequently.*

*Could a collusion between my discussion partner and myself be suspected?*

*Pourrait-on supposer qu'il y a une collusion entre mon interlocuteur et moi ?*

**A.** *Yes, it could. You must inform your manager and Compliance officer in order to take measures to eliminate any doubt regarding your integrity in the course of the negotiations.*

## **EXAMPLE 2**

**Q.** *I am in charge of identifying premises to rent for our upcoming store in a fast-growing neighbourhood. I have found the perfect premises in terms of location and price. It so happens the premises are in a building managed by a cousin of mine.*

**A.** *In order to eliminate any risks of integrity violation, you must inform your manager and Compliance Officer of the situation. This will allow the necessary measures to be taken in order to eliminate any risks, and the premises will only be chosen if justified by objective criteria.*



# RECRUITMENTS

The recruitment of a new Employee within the CANAL+ group may potentially consist in an act of corruption in the case where it is carried out in view of facilitating a contract or influencing an administrative decision, or in the case where the Employee favouring or recruiting a specific candidate receives an undue advantage from a third party in return.

## WHAT TO DO

- Refuse any recruitment requested by a third party to influence the results of a business or administrative decision
- Apply the rules in force within the Group to all recruitments

## WHAT NOT TO DO

- Accepting an undue advantage granted by a third party in exchange for the recruitment of an Employee

## EXAMPLE :

**Q.** As part of a recruitment, the company has received the CV of the husband of the manager of an administration with which we are in a call for tender. He has all the required skills and has undergone three interviews, none of which involved anyone related with the call for tender. The HR department considers he is the best candidate and can therefore be recruited.

Could this recruitment be considered as an advantage granted in view of influencing the decision of the administration's manager?

**A.** In principle, no. The person's skills meet the requirements of the job offered, the recruitment decision is taken impartially and is not connected to the contract. However, the situation presents an inherent risk and you should be able to provide elements to an investigator showing your good faith and the impartiality of the decision.

# RELATIONSHIPS WITH BUSINESS PARTNERS

*There is a risk of corruption from the moment the CANAL+ group is in relation with a number of business partners as part of its business activities, including suppliers, subcontractors, distributors, intermediaries, clients.*

*In a number of circumstances, a company may be held legally responsible for acts of corruption perpetrated by its business partner.*

*In every relationship with its various business partners, the Group expects its Employees to act with ethics and integrity and ensure their partners apply equivalent standards.*

## WHAT TO DO

- *Respect the third-party integrity assessment procedure before entering into business relations with a business partner*
- *Draw up a written, signed contract for all business relations and include an anti-corruption clause in which the co-contracting party shall refrain from any practice which might constitute an act of corruption*
- *Ensure all payments to a business partner correspond to an appropriate remuneration in proportion with the service provided*
- *Be particularly vigilant if requested to pay in cash or to a bank account located in a different country from the place of registration*

## WHAT NOT TO DO

- *Entering a business relationship with a business partner without having carried out the required integrity assessment beforehand*
- *Using an intermediary in order to bypass the rules of this Code*
- *Making a payment in cash or without a validated invoice, or without a duly approved contractual agreement*

## **EXAMPLE 1**

**Q.** I am in charge of negotiating a mission with a consulting firm. I become friendly with my contact, who happens to holiday in the same area as me. He offers to lend me his villa the next time I go on holiday.

Should I be worried about the situation? By accepting his offer, could this be interpreted as an act of corruption?

**A.** Yes. Taking advantage of this holiday home would constitute an undue benefit in kind, which could be interpreted as influencing the negotiation of the mission.

## **EXAMPLE 2**

**Q.** I am beginning negotiations with a new partner for an operation which has to take place soon. Feedback on this partner is positive and I have a good relationship with him. Is it sufficient to ensure he is a trusted partner and to override the verifications provided for by the third-party assessment policy, so as to save time for the conclusion of the partnership?

**R.** No. You must comply with the modalities of the third-party integrity assessment provided for by the Group before entering into business relations with a third party. Should an Employee's potential supplier refuse to comply with the integrity assessment process (due diligence) set out by the Group, the Employee must inform the partner that this process meets legal obligations in terms of anti-corruption, and that his reluctance might result in the Group refusing to enter into business relations with him.

# ACQUISITIONS, STAKE ACQUISITIONS AND JOINT VENTURES

As part of the acquisition of companies, acquisition of assets over an entire business line, acquisition of stakes, merger or joint venture, you must ensure the target or partner does not have and has not had improper conduct with regard to applicable anti-corruption laws, and complies with the legislation in force in that field.

In the aforementioned operations, the CANAL+ group's civil or criminal liability may be established and lead to major business, financial and reputational repercussions.

## WHAT TO DO

- Include an anti-corruption section within the preliminary audit process (due diligence) in cases of acquisitions, acquisition of stakes and joint ventures
- Include an anti-corruption clause within the contracts and conventions signed as part of acquisitions, acquisition of stakes and joint ventures

## WHAT NOT TO DO

- Engaging in negotiations as part of an acquisition, merger or joint venture without checking and applying the applicable procedures within the Group

## EXAMPLE

**Q.** We are working towards the acquisition of a company, a priority target for our development issues. During due diligence, the team has discovered suspicious transactions.

Can we proceed with the acquisition of the company?

Could there be consequences for my company?

**A.** You must immediately inform your Compliance Officer of the situation to carry out a complementary assessment of the project. Wrongdoings committed by the target company prior to its acquisition may have significant legal and financial consequences, and may also permanently harm the reputation of the CANAL+ group.

# LOBBYING

Lobbying (also known as "interest representation") refers to any activity aimed at raising awareness of contexts and constraints of companies' business so that they may be taken into account in decisions or directives of a government or institution. More specifically, it should consist in a constructive, transparent contribution to the construction of public policies, regarding relevant subjects related to a Group's business. This contribution is aimed at enriching public decision-makers' debate.

There can be a thin line between lobbying, corruption and influence peddling. In fact, while lobbying is in principle possible, it becomes reprehensible and constitutes corruption when the person doing the lobbying gives or offers an advantage to a Public agent to urge him to support a legislation or activities favourable to him.

The Group complies with the provisions of the French Loi Sapin 2 on lobbying and the Decree of 9 May 2017 relating to the digital repository of interest representatives.

## WHAT TO DO

- Show integrity, intellectual probity and transparency in all relations with Public agents, whatever the defended interest or situation
- Separate my personal political activities from my missions within the Group, during my free time and at my own expense, to avoid any situation which may generate a conflict of interest

## WHAT NOT TO DO

- Trying to obtain a political or regulatory decision in exchange for an advantage offered to a public decision-maker

## EXAMPLE

**Q.** I have learned of a proposed law which would have a significant impact on the business of the CANAL+ group. A member of parliament with whom I communicate on a regular basis offers to facilitate the tabling of an amendment that would be favourable to the CANAL+ group. He informs me that his daughter would love to join the CANAL+ group, despite her lack of experience.

Could this recruitment expose me or expose my company?

**R.** Yes, this situation could be qualified as an act of corruption. The recruitment could be considered as an undue advantage offered to your contact to encourage the tabling of the amendment.

# PATRONAGE, SPONSORING

Patronage is a donation in cash or supplies from a company to a general interest organisation, with no expected return.

Patronage donations may come in a number of forms:

- cash;
- provision of advertising spaces;
- provision of premises or staff free of charge;
- product donations;
- mobilisation of technology available or used by the company.

Sponsoring is material support brought to a demonstration, a person, a product or an organisation in view of drawing a benefit in terms of advertising: the name, brand and sponsoring company message will be broadly broadcast during the demonstration. The Group can be involved in donations and patronage, particularly with charitable organisations and funds in a number of countries in which it operates. It can also be involved in sponsoring.

Donations, patronage and sponsoring may, in some cases, be misused and constitute practices which may be qualified as corruption. In this respect, the Group expects its Employees to maintain a particularly vigilant approach.

## WHAT TO DO

- Comply with regulations and rules established within the Group, including the third-party assessment policy
- Trace and document donations and patronage and sponsoring operations to ensure transparency

## WHAT NOT TO DO

- Executing donations, patronage or sponsoring operations in order to obtain or offer an undue advantage or unduly influence a decision

## EXAMPLE

**Q.** My company has been contacted by an organisation actively looking for funds. The organisation looks reliable and its actions are related to our patronage programme. However, the President of this organisation is the wife of the judge in charge of a commercial dispute with one of our distributors. I am hesitant about this operation. Could my contribution be perceived as an act of corruption?

**A.** Yes, this patronage operation may be considered as an advantage offered in view of influencing the judge's decision in the commercial dispute with our distributor, and should therefore be refused.

# COMPLIANCE WITH THE ANTI-CORRUPTION CODE

## WHAT SHOULD I DO IN CASE OF ANY DOUBT?

The purpose of the Anti-corruption code of conduct is to guide us in our behaviours when faced with situations of risks, and allow us to act with integrity and discernment at all times. However, it isn't exhaustive and isn't meant to cover all the situations with which Employees may be faced.

The CANAL+ group promotes dialogue with its Employees.

If you are in any doubt when faced with a situation that seems abnormal, or regarding the conformity of your acts with the rules of this Code, or if you notice any breach of this Code, please contact your manager and/or your Compliance Officer.

If you notice any breach of the Code rules, you can also report it via our whistleblowing system<sup>6</sup> described hereinafter.

## OUR WHISTLEBLOWING SYSTEM

The CANAL+ group has set up a professional whistleblowing system, CANAL+ Alert Line, accessible to all Employees and external Stakeholders, via the address [alerte.canal-plus.com](mailto:alerte.canal-plus.com), to allow them to report, anonymously if they wish, any behaviour or situation contrary to this Code, and generally any crime or offence, any situation likely to suggest a violation of applicable laws and regulations, and any breach to the principles in our Code of Ethics.

This system guarantees the strictest confidentiality and personal data protection.

No disciplinary sanction or discriminatory measure can be taken against a whistleblower acting in good faith, even if the facts reported turn out to be inexact or are not followed up on.

The rules relating to the operation of the professional whistleblowing system and the guarantees offered as part of its use are detailed within a specific document called "Reporting procedure of the CANAL+ group".

## DISCIPLINARY PROCEDURE

Failure to comply with the rules set out in this Code may have serious consequences, for the Group as well as for the Employees.

Any breach of the anti-corruption rules in this Code may, under some circumstances, expose Employees to disciplinary sanctions which can go up to the termination of the employment contract in the conditions set out in the rules of procedure, as well as criminal and/or civil proceedings.

Come into force as of 16 décembre 2024.

<sup>6</sup> In accordance with French Law No. 2022-401 of 21 March 2022 aimed at protecting whistleblowers and articles 6 to 16 and 17.II.2 of the French Loi Sapin II.