

FremantleMedia

Fremantle Group Anti-Corruption Policy

1 Policy Statement

FremantleMedia (FM) strictly prohibits bribery and corruption in any form without exception. FM is committed to applying the highest standards of ethical conduct and integrity in its business activities. Every employee and individual acting on the FM's behalf are responsible for maintaining the Company's reputation and for conducting business honestly and professionally

The FremantleMedia Group commits itself to:

- conducting our business fairly, honestly and transparently;
- not making or offering bribes whether directly or indirectly to **gain** business advantages;
- not accepting bribes, whether directly or indirectly to **give** business advantages; and
- developing a programme to implement and support these principles.

These are the principles by which every employee is expected to do business on FremantleMedia's behalf. We explain in more detail below how these principles work in practice and what is expected of everyone.

2 The meaning of Bribery

Bribery is the most common form of corruption. Bribery involves the promising, offering, giving, receiving, or soliciting of money, a gift or other financial advantage as a means of inducing someone to do something that is improper, illegal or a breach of trust while doing business or in order to gain business. This includes any incentives or payments that are offered directly or through a third party. It also includes a person modifying their behaviour – whether by acting or failing to act – because they anticipate that they will receive a financial reward or other advantage as a result.

3 Why do we adopt this Policy?

As a Group, we believe in following the principles of integrity, transparency, and accountability. A key part of corporate integrity is complying with all applicable rules. As we carry out business in the United Kingdom, FremantleMedia is also directly affected by and subject to the Bribery Act 2010, together with similar anti-corruption legislation in other territories. This legislation imposes strict legal rules on our trading with which we must comply. FremantleMedia can be responsible for acts of bribery committed on its behalf, by anyone acting on its behalf, even without its knowledge anywhere in the world.

If you abide by the principles and procedures set out in this document both you and the Group will be able to carry on business in the knowledge that you are complying with the relevant legal rules.

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Any violation of this policy by an individual or entity acting on our behalf may result in disciplinary action up to and including termination of employment and termination of the business relationship.

Further, you should note that the penalties for violation of the laws against bribery are harsh and include fines and imprisonment for individuals. For FremantleMedia, penalties can include unlimited fines as well as reputational damage.

4 Who must follow the rules?

Anyone who conducts business on behalf of FremantleMedia must abide by these rules. This can amongst others include:

- Employees, officers, directors, principal shareholders
- All FremantleMedia companies in the UK
- FremantleMedia's subsidiaries and affiliates around the world
- FremantleMedia's joint venture partners
- Other third parties who perform services on behalf of FremantleMedia. This will include freelancers, consultants, agents, sub-contractors, distributors, and any self-employed workers.

5 How do we organise and oversee compliance?

The rules set out in this Policy have been adopted and approved by the Board. FremantleMedia has appointed a Compliance Team, which is responsible for the ongoing implementation and monitoring of anti-bribery compliance. Please address any questions regarding this Policy to the Compliance Team in the first instance:

Matthew Wilson, General Counsel
Email: Matthew.Wilson@fremantle.com

Andrew Bott, Chief Financial Officer
Email: Andrew.Bott@fremantle.com

Kate Temple, Co-Director HR, Group
Email: Kate.Temple@fremantle.com

Natalie Pugin, Head of Group Financial Compliance
Email: natalie.pugin@fremantle.com

Christine Hall, Head of Legal & Business Affairs
Email: Christine.Hall@fremantle.com

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Alternatively, you can email the general Compliance Team address on complianceteam@fremantle.com. If you require authorisation on a particular issue, kindly send an email to the Compliance Team for further Assistance.

The Compliance Team will refer any queries they receive to the most appropriate members of the Team. It is not necessary for all members of the Team to be involved in all decisions relating to this Policy, and such decisions may be taken by a minimum of two members of the Team only where appropriate. The Compliance Team will keep a record of all decisions and will report to the Operating Board on a regular basis.

6 What is expected from you?

We expect all those who are obliged to follow these rules to abide by the principles set out below. In addition to stating the principles, we also give brief examples of how these may translate into practical actions. Some of these principles anticipate that we as a Group will also take steps to ensure that we support you by having the right policies and procedures in place. We are fully committed to doing that and if at any stage, you have concerns about the procedures or rules we publish we would ask you to share those concerns with us so that we can address any issues raised.

The principles to which we are committed, and which you must support, are:

1. **We will carry out our business fairly honestly and openly.**

Example: We will have transparent payment terms in all financial transactions we undertake and keep clear records of what we do.

2. **We will not pay or offer to pay bribes. Nor will we condone the offering of bribes on our behalf to any third party, and specifically public officials, in an effort to gain or seek to gain new business or a business advantage.**

Example: The ban on bribes extends to giving any gift or financial benefit as well as obvious bribes such as an enlarged commission or secret cash payment if it is intended to induce the recipient to do something improper or illegal. The prohibition covers all bribes, but the bribing of public officials is expressly prohibited because of the risks this presents under applicable laws.

3. **We will not accept bribes, nor will we agree to bribes being accepted on our behalf in order to influence business.**

Example: The ban on accepting bribes means that we will never condone underhand dealings with any client or potential client seeking a “favour” from us. Again, the ban, which extends to all those acting on our behalf, applies to any form of benefit which may be offered, so covers offers of lavish and unwarranted corporate hospitality as well as other forms of possible inducement.

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4. **We seek to avoid doing business with others who do not accept our values and who may harm our reputation.**

Example: We have processes and procedures in place to ensure that we carry out appropriate checks and due diligence on all of our business partners. It is important for FremantleMedia to know who we are doing business with and to be confident of their commitment to take a stand against bribery or corrupt conduct in any form. Bribery, if proven, can taint a business's reputation but can also cause harm to business partners associated with it.

5. **We will set out our processes for avoiding direct or indirect bribery and abiding by and supporting our values.**

Example: We have established rules for dealing with gifts, corporate hospitality and entertainment, political contributions, charitable contributions and sponsorships and facilitation payments. These are set out below and, in the Travel, and Expenses Policy, which can be found on the Knowledge Hub.

6. **We will keep clear and updated records.**

Example: Record-keeping extends to ensuring all employees record details of all gifts received in the appropriate internal register which the Compliance Team maintains.

In addition, the Company keeps records of any decisions made on giving donations to third parties or how any demand for a bribe or other benefit from a third party was handled.

7. **We will make sure everyone in our business and our business partners know about our principles and the rules we have established.**

Example: We regularly remind all concerned of the rules we have laid down. We do this by publishing these rules both internally and by stating our commitment to anti-corruption on our website. We also ensure that all employees in the UK and all senior management around the world receive training on these rules.

8. **We will regularly review and update these rules and the procedures which are relevant to their implementation.**

Example: The approach we adopt to countering all forms of bribery and corruption is kept constantly under review. We welcome and invite your active participation in raising matters of concern so that we can improve and update our approach to issues.

9. **We will abide by our principles even when it becomes difficult.**

Example: We will not engage in bribery or similar practices even when it would be to our advantage to do so. Similarly, if we discover that a business intermediary who represents FremantleMedia is behaving corruptly we will not continue with that relationship and will sever our ties to protect our reputation and maintain our

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commitment to ethical business behaviour. We seek to ensure that all new contracts with such third parties incorporate clauses which give us the right to terminate those contracts in such circumstances.

COMPLIANCE IS MANDATORY

FremantleMedia will always ensure that no employee will suffer demotion, any penalty or other adverse consequences for refusing to engage in or reporting questionable conduct. This is the case even if such a refusal or report might result in the Group losing long-term business.

The Group insists on strict compliance with this Policy by all employees and others to whom this Policy applies. We will not hesitate to take appropriate disciplinary action (up to and including termination of employment) against any employees who violate this Policy or breach the rules set out above.

7 Facilitation Payments Policy

Many countries do not make a distinction between facilitation payments and bribery. Facilitation payments are small payments made directly or indirectly to secure or speed up the performance of a routine action or to avoid bureaucratic delays, for example the issuing of permits by public officials or for goods clearing customs.

FremantleMedia is committed to striving to eradicate facilitation payments, in line with the UK government's guidance. We appreciate that in certain sectors and countries it is extremely difficult to conduct business without such payments being requested. Employees are required to report any instance of request made by any locality to the Compliance Team immediately. In addition, it is vital to resist such demands for facilitation payments and ensure realistic timescales are built into planning of projects so that shipping, importation, and delivery schedules are all under consideration which will minimize demands for such payments.

If you are requested to pay a facilitation payment, then you must report this to a member of the Compliance Team immediately and seek further guidance. In an urgent situation where there is no time to report the request in advance and you feel that you have no option but to pay the amount, please request a receipt and the identity of the official requesting the payment. You may also wish to consult diplomatic channels in the country you are in for advice.

8 Political Contributions Policy

- FremantleMedia, its employees and agents should not make direct or indirect contributions to political parties, organisations or individuals engaged in politics as a way of obtaining any advantage in business transactions.

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- Any such contributions may only be made if pre-approved by the Operating Board and the Compliance Team, and publicly disclosed.

9 Charitable Contributions and Sponsorships

- The *Gifts, Hospitality & Entertainment Policy* must be complied with in relation to donations, including charitable contributions and sponsorship.
- FremantleMedia and all its employees must be vigilant to ensure that any charitable contributions and sponsorships are not used as a means of concealing or disguising bribery.
- Sponsorship of a charity by FremantleMedia is only permitted where this brings real measurable benefits to the Group (for example, in terms of good public relations or is in accordance with the Group's CSR policy) and must be approved by the Compliance Team and a member of the Operating Board. Again, FremantleMedia is committed to ensuring that sponsorships are not used as a cover for bribery.
- Employees may be sponsored by FremantleMedia for charitable events that they are participating in (e.g., where employees are participating in a sporting event to raise money for charity). Any employee wishing to obtain sponsorship should contact the relevant person for their territory giving details of the event they are participating in and the charity which they are raising money for. FremantleMedia will only sponsor employees where the money is going to a registered charity which does not conflict with our values.