CODE OF CONDUCT FOR ANTI-CORRUPTION

France Télévisions

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EDITORIAL



France Télévisions has always been committed to setting an example, thereby ensuring the trust that we, as a public service broadcaster, must inspire in our audience and all our stakeholders. Our ethics charter sets out the key principles that should guide our actions and behaviour on a day-to-day basis. The fight against corruption is at the forefront of these principles.

We therefore strengthened our ethical framework in 2017 by introducing a policy to combat corruption and conflicts of interest, in line with the requirements of the Sapin II Act of 9 December 2016.

France Télévisions has a zero-tolerance policy towards corruption in any form; this zero-tolerance policy is non-negotiable and must be a fundamental requirement for every director, manager, and employee of the company.

This code of conduct on anti-corruption, illustrated with real-life examples, is intended to help every employee identify a high-risk situation and, above all, deal with it. Everyone must remain vigilant in the situations they encounter in their daily lives.

I am therefore counting on each and every one of you to set a good example, as our individual behaviour affects the image, reputation, and trust that France Télévisions inspires.

Delphine Ernotte-Cunci

Chief Executive Officer of France Télévisions

INTRODUCTION

Why have a code of conduct?

In accordance with its Ethics Charter, France Télévisions is committed to conducting its business in a fair and honourable manner, with the utmost integrity.

It complies with the Act on transparency, fight against corruption and modernisation of economic life (Act No. 2016-1691 of 9 December 2016), known as the Sapin II Act. This Act aims, amongst other things, to combat corruption and influence-peddling, and requires the implementation of an anti-corruption compliance programme. This code of conduct is a part of this approach.

What does the code of conduct contain?

It sets out the fundamental values and principles that France Télévisions is committed to upholding in the fight against corruption and influence-peddling. It emphasises the responsibility of France Télévisions and its employees to comply with legal obligations and to avoid practices that do not conform to the defined principles or that could have a negative impact on the reputation of France Télévisions.

What is corruption?

Corruption is traditionally defined as the use of improper means with a view to influencing a person's decisions or causing them to breach their obligations.

Corruption can take two forms:

Active corruption: any undue advantage **offered or promised** with a view to inducing a third-party, either directly or through an intermediary, to perform, delay, expedite, facilitate or refrain from performing an act that falls within the scope of their duties, or which is facilitated by their duties.

Passive corruption: any undue advantage **solicited or accepted** from a third-party in order to perform, delay or refrain from performing an act that falls within the scope of one's duties, or which is facilitated by one's duties.

What is influence peddling?

Any act (such as invitations, donations, gifts, promises or any other form of benefit) intended to compromise the objectivity and transparency of a decision-making process for the direct or indirect benefit of France Télévisions and/or its partners.

For whom is this code intended?

It applies to all employees, regardless of their position within the organisation or the nature of their work, in all countries where the France Télévisions group operates, in accordance with international standards and local laws and regulations. If everyone plays their part in upholding the company's values and ethical principles, it will enable each individual to fulfil their role more effectively and safeguard the image and reputation of France Télévisions.

Its purpose is to guide and assist employees in making ethical decisions in everyday situations where they may find it helpful to have anti-corruption guidelines. It also emphasises the importance of complying with the Ethics Charter, to which all the employees of France Télévisions must conform. In the event of a breach of the principles set out in this code of conduct, the sanctions provided for under the company's disciplinary procedures shall apply. It should be noted that corruption is a criminal offence (the criminal penalties are set out at the end of this document).

How should the code of conduct be used?

It should be kept handy and consulted regularly in order to gain a better understanding of the expectations of France Télévisions regarding the fight against corruption. It must help every employee to remain vigilant in the situations they encounter in their day-to-day work and to know how to deal with potentially risky situations.

If in doubt, any employee may consult their line manager or the department responsible for ethics and professional conduct at France Télévisions to seek clarification should any difficulties arise in interpreting and applying the company's values and principles.

Key takeaways

A zero-tolerance policy is applied to all forms of corruption and influence-peddling, whether active or passive, whether committed by employees or by the stakeholders of France Télévisions.

Any action that could lead, directly or indirectly, to corruption is strictly prohibited and may result – in addition to disciplinary action – in criminal penalties for both the company and the employee.

Any payment or acceptance of unlawful sums is prohibited.

As part of its activities, France Télévisions has identified five situations that could present a risk of corruption and in which everyone must remain vigilant in their conduct, namely:



Prevention of conflicts of interest



Sponsorships



Gifts, invitations, and trips



Facilitation payments



Relations with business partners

See the procedures for declaring conflicts of interest, committing to programmes and procurements.

PREVENTION OF CONFLICTS OF INTEREST

A conflict of interest arises whenever your personal interests or those of your close ones interfere with your ability to carry out your duties in the best interests of France Télévisions in an impartial manner, or at the very least give that impression (this is referred to as an 'appearance of a conflict of interest').

You must therefore disclose if you find yourself in a situation that could give rise to a conflict of interest (or could create the appearance of one). This makes it possible to assess the risk and, where necessary, take the necessary measures to prevent such a conflict from arising.

Definitions

What is a conflict of interest?

A conflict of interest arises when an employee is (or appears to be) in a position to influence, through the performance of their duties, a decision (for example, a recruitment decision, the award of a contract, etc.) from which they could derive a personal benefit or which could benefit other people with whom they have a connection, such as a family member or a friend.

A conflict of interest leading to a biased decision may constitute an act of corruption.

Here are a few examples of situations that could give rise to a conflict of interest. When an employee:

- holds, either directly or through a third-party, interests of a nature likely to compromise theirindependence, in a competing undertaking or one which has, or is likely to have due to its activities, a business relationship with one of the group's entities;
- accepts a gift, an invitation, or a benefit, other than a symbolic one, which might make them feel indebted to the person who offered it;
- has a close personal relationship with another employee within the group or a recruitment candidate, and is involved in an assessment, selection or vetting process relating to that person;
- carries out an external activity or assignment that could influence their decisions or judgement in the course of their professional responsibilities for the group;
- is involved in a procurement procedure in which a company with which they have a connection, either directly or through a close relation, is involved.

FOR EXAMPLE…

A member of my family or someone close to me works in the same department as me. *What is expected of me?*

You must declare this so that every effort can be made to ensure that the assessments relating to them are carried out by a third person.

A person close to me runs a company which the group may need to use as a supplier or service-provider. *Is it prohibited to enter into an agreement with this company?*

No, but you must inform your line manager of this connection and must not interfere in any way with the procurement process.

I am working on a programme project that is currently undergoing selection or development. A member of my family is involved in this project. *What should I do?*

I will bring this to the attention of my line manager and will not approve this project without their express consent.

Key takeaways:

Any potential conflict of interest must be identified and reported to your line manager and/or your HR manager. If you have any doubts or queries on this subject, you can contact the department responsible for ethics and professional conduct at France Télévisions.

See the 'Gifts and Invitations' procedure and the 'Business Expenses' procedure

GIFTS, INVITATIONS AND TRIPS

We may occasionally give or receive invitations or gifts as part of our day-to-day activities, with a view to fostering good professional relationships. However, these practices could constitute or be regarded as a means of corruption if they do not comply with the rules and principles laid down by France Télévisions.

Definitions

The term **'Gift'** is used here to refer to any form of payment, gratuity, benefit, present, or service offered or received.

The term **'Invitation'** is used here to refer to any form of social event, entertainment (sports or cultural events, holidays, etc.), travel, accommodation, or meals, whether offered or received.

Operational procedures

France Télévisions implements procedures in line with its guiding principles and provides employees with approval thresholds and accounting record-keeping requirements.

Guiding principles

All gifts or invitations, whether received or given, directly or indirectly, must:

- comply with the applicable laws and procedures, in **particular the gifts and hospitality policy put in place by my company (which strictly sets out the conditions under which gifts or hospitality may be offered or accepted).**
- be made on behalf of the company
- be approved before any sum is paid or any goods or services are supplied.

Point to note

All gifts or invitations offered, whether directly or indirectly, must be properly documented and accurately recorded in the accounts of France Télévisions. They must comply with the rules set out in the internal procedures relating to business expenses (for example, in the case of lunch invitations, the receipts must state the names of the guests, their job titles and the company concerned).

FOR EXAMPLE…

I have been invited by a producer (or a technical or IT service-provider) to a trade fair abroad. *May I accept this invitation?*

No, as this is an invitation of clearly significant value, you must not accept it, as it could influence your judgement on future decisions, or be perceived as doing so. If your line manager considers your presence in this trade fair to be necessary, your expenses will be covered by FTV.

France Télévisions is looking to acquire the rights to a new programme concept. The rights holder, based abroad, with whom you are in contact, makes it clear to you that they are a huge tennis fan, and that, to their knowledge, France Télévisions covers the Roland Garros tournament every year, and that they would appreciate being invited to attend the event for the whole week. Can I tell them that it is a possibility?

No, you are facing a situation in which the person you are speaking to is asking you to commit an act of active bribery towards them.

You must draw this person's attention to the fact that this invitation could be construed as bribery and would expose you to criminal liability. Your company has adopted an anti-corruption code of conduct, with which you are required to comply. Ask them to familiarise themself with your company's 'Gifts and Invitations' policy and inform your manager of the situation you have encountered.

FACILITATION PAYMENTS

Facilitation payments are prohibited within France Télévisions, as they are regarded as acts of corruption under the main anti-corruption laws.

Definitions

Facilitation payments consist of small sums paid to civil servants in order to ensure or speed up the completion of routine administrative procedures or formalities for which the civil servant is responsible, whereas France Télévisions must follow the normal legal procedures without receiving any compensation.

The use of facilitation payments may also be interpreted as a form of indirect bribery if such payments are made by a partner on behalf of France Télévisions.

Guiding principles

What is expected of me…

- If you are asked to make a payment on behalf of the company, **you should always pay close attention to the reason for the payment and** check whether the amount requested is proportionate to the goods or services provided.
- **You should always ask for a receipt** stating the reason for the payment.
- If you are asked for a facilitation payment by a civil servant, you must tell them that **you are obliged to report this request to your line manager**, providing the name of the person making the request.
- Please inform your line manager or the Ethics and Professional Conduct Department if such a request is made.

FOR EXAMPLE…

An employee of France Télévisions wishes to gain access to a public place for a film shoot. To make this process easier, *can they offer a small sum of money to a civil servant?*

No, this is a facilitation payment, and France Télévisions has a complete ban on facilitation payments.

See the exchange procedure

SPONSORSHIPS

France Télévisions may be called upon to take part in initiatives involving a partnership. These initiatives must not be used to obtain an undue advantage in return. This risk is heightened when the events or performances covered by a sponsorship involve political figures or a civil servant.

Definitions

Sponsorship is generally defined as the provision of value (goods, services or a sum of money) to cover all or part of the cost of an organisation's, an individual's or an event's initiatives, in exchange for tangible commercial benefits linked to these activities or a positive corporate image for the sponsor.

All sponsorships are always set out in a contract.

Guiding principles

Direct or indirect funding of projects, foundations or organisations working in the fields of education, social welfare, the environment, charity, humanitarian aid or sport, in the form of sponsorship or donations is permitted provided that the following conditions are met:

- compliance with local legislation;
- compliance with internal procedures, including the carrying out of an appropriate assessment of the selected partner (see 'Management of relationships with business partners') prior to the approval of the contractual commitment at the appropriate level of management;
- transparency regarding their relevance, the circumstances surrounding them and their accounting;
- documentation relating to the implementation of the partnership agreement (e.g. activity reports);
- a formalised contractual document containing clauses relating to the fight against corruption;
- reasonable and appropriate amounts, taking into account the beneficiary and the purpose of the initiative.

Point to note

The France Télévisions group does not make any contributions to political activities or parties[1].

FOR EXAMPLE…

A charity I am personally involved with has asked me whether France Télévisions could provide filming equipment free of charge to support its cause. *Can I say yes?*

France Télévisions can support you in your public-interest initiatives, provided they are consistent with the company's strategy. You must discuss this with your line manager, who will assess whether this project is in line with France Télévisions' strategy; however, under no circumstances may you directly commit to anything on behalf of France Télévisions, nor may you use or lend out equipment without authorisation.

[1] However, Article 46 of France Télévisions' terms of reference on the expression of political groups stipulates that "the financial cost of regular programmes devoted to the direct expression of political groups represented by a group in either house of Parliament shall be borne by France Télévisions, up to a limit set by its board of directors".

See Rules on Public Procurement and the Programme Commitment Procedure

RELATIONS WITH BUSINESS PARTNERS

France Télévisions, in its dealings with its business partners, may be held liable for the negligence of third-parties acting on its behalf.

It is therefore essential to exercise the utmost caution before entering into contracts with these partners and to implement an assessment procedure before contracting with a third-party. The aim is to ensure that our partners act in accordance with the laws and regulations in force, particularly those relating to the fight against corruption.

Dealing with high-risk partners

As part of our programme or non-programme activities, the employees required to enter into contracts with business partners must be vigilant in order to identify, at an early stage, those who might not adhere to our principles of integrity. This is to avoid entering into a commercial relationship that could put us in legal difficulty. **We must be particularly vigilant when these partners are likely to act on our behalf.**

Our suppliers and subcontractors have an impact on our image and reputation; this is why it is essential that they share and apply France Télévisions' rules and principles, particularly with regard to the prevention of corruption.

The level of due diligence to be carried out before entering into a contract with a partner depends on that partner's risk profile. It aims to establish sufficient knowledge of the partner or intermediary to enable France Télévisions to assess the potential risk of corruption posed by that proposed partner or intermediary.

In all cases, and subject to the specific rules applicable to public procurement:

- A procedure for assessing clients, first-tier suppliers and intermediaries must be put in place before any engagement, focusing on those likely to pose a risk of non-compliance with anti-corruption principles.
- The business relationship must be formalised by a contract containing appropriate anti-corruption clauses. These clauses must:
  (i) inform the contractor that the company has adopted an ethics charter and an anti-corruption code of conduct;
  (ii) encourage the contractor to comply with these anti-corruption rules, as set out in the Ethics Charter available on the company's website;
- The partner's remuneration must be reasonable and commensurate with the services provided;
- Services rendered must be duly documented and approved before any payment is made to the partner.

FOR EXAMPLE…

You have been tasked with drawing up the production agreement for a drama series. The producer points out that if you wish to entrust the production of the programme to Mr Durand, signing a development contract for the game project recently presented by his son might make him more likely to agree to direct the drama series. Can I commit to this?

No. You must draw the producer's attention to the fact that this commitment could be construed as an act of corruption on the part of the director in order to persuade him to direct the drama series and inform them that France Télévisions has adopted anti-corruption rules, of which they themselves are aware.

You must inform your manager of the situation you have encountered.

You are presented with an interesting project submitted by a producer who was recently convicted, as reported in the press. How do you react?

In this context, before entering into a business relationship with this producer, you must inform your line manager and carry out a thorough and documented assessment of the producer's situation. On this basis, consideration should be given to whether or not to enter into a business relationship with this partner. The aim of this decision will be to safeguard the interests and reputation of France Télévisions.

ACCOUNTING RECORDS AND TRACEABILITY

Guiding principles

France Télévisions must maintain financial records and put in place suitable internal checks that provide evidence of payments made to partners.

All employees must ensure that all their claims for reimbursement relating to hospitality, gifts or expenses incurred in connection with business partners comply with our expenditure policies and specifically state the reason for the expense.

All accounts, invoices, memos and other documents and records relating to dealings with partners, such as customers, suppliers and business contacts, must be filed and retained with the utmost accuracy and completeness.

No accounting entry must be recorded 'off the books' to facilitate or conceal unlawful payments.

THE RISKS INVOLVED

Any breach of the principles set out in this code will result in the employee being subject to the disciplinary measures provided for in the company's internal regulations.

Furthermore, significant penalties are provided for under the Sapin 2 Act as well as under foreign laws with extraterritorial scope.

For you, as an individual, penalties may include up to 10 years' imprisonment and a fine of one million euros, deprivation of civil rights, and a ban on carrying out the activity in question for five years or more;

For the company, the penalties may include a fine of up to 30 percent of its turnover and up to ten times the value of the benefits derived from the infringement, exclusion from the market or a ban on France Télévisions raising funds (through loans, etc.), and, finally, a severe reputational impact.

See the whistleblowing procedure

REPORT AN ALERT

It is essential that all employees are able to:

- **recognise actions which constitute, or may be perceived as, a breach of the law and of this Anti-Corruption Code of Conduct;**
- **avoid breaching the law and this Anti-Corruption Code of Conduct;**
- **report possible breaches so that France Télévisions can investigate and, where necessary, take corrective action.**

If an employee of France Télévisions witnesses or suspects an act that is about to be committed or has been committed in breach of the laws, regulations or principles set out in France Télévisions' Anti-Corruption Code of Conduct, they may report such behaviour by following the whistleblowing procedure.

France Télévisions will investigate all alleged breaches and take such corrective and disciplinary measures as it deems reasonably necessary to protect France Télévisions, its employees and its representatives.

Protection of whistleblowers

If a whistleblower acts impartially and in good faith, France Télévisions guarantees that they will not face any disciplinary action or reprisals of any kind. This protection applies even if the report relates to facts that are subsequently found to be inaccurate, or if no action is taken following the report.

In the event of a report of a false alarm or malicious accusations, disciplinary or legal proceedings may be initiated.

Contact person

You can submit a report to the France Télévisions Compliance Officer by logging in to the platform at **https://alerte.francetelevisions.fr/**