



Code of Conduct

Pathé's success and reputation are based not only on the quality and innovativeness of its work but also on the trust placed in it by its customers, partners and employees. To ensure this, Pathé bases itself on essential values: integrity, transparency, loyalty, respect for one another, compliance with the law and Pathé's internal rules, and an expectation of professionalism. These key values are the foundation for the behaviour of employees, officers and directors of Pathé which, in addition to compliance with laws and regulations, seeks to encourage integrity and, in particular, to have each person, in case of doubt, to verify in advance the relevancy, compliance or acceptability of his or her acts.

This Code of Conduct of Pathé and its subsidiaries, in France and abroad, is intended to formalise the values that are recognised within Pathé, and to further specify them in the face of a growing body of legislation. It does not replace but rather is complementary to existing laws and regulations, procedures, internal memoranda and internal regulations which remain in force within Pathé and its subsidiaries.

Broken down into themes, this Code of Conduct is destined to be completed to follow developments in French and international regulations, and to be enriched according to the situations and experience that Pathé and its subsidiaries come to face.

Each employee, in each country where Pathé is established, must comply with this Code of Conduct and contribute to its implementation in the day-to-day exercise of his or her work. An employee who acts in breach of the Code of Conduct will incur disciplinary sanctions adapted to the legal requirements of the country in question.

It is for each employee to promote the principles of the Code of Conduct in dealings with partners of Pathé and its subsidiaries, customers, suppliers, intermediaries, subcontractors, distributors or agents, as the case may be.

Each employee, in the event of doubt as to the compliance of planned action, is asked to seek the opinion of his or her managers, or of the Legal Department or Human Resources Department. An employee acting in a disinterested manner and in good faith cannot be subject to any disciplinary measure, sanction or discrimination motivated by the request for an opinion.

In addition, according to the terms of the anti-corruption sections of the so-called "Sapin II" Law, a whistleblower procedure has been put in place within Pathé and its French and foreign subsidiaries. This Internal Alert (Whistleblower) Procedure provides each employee with the possibility of signalling, in a disinterested manner and in good faith, any criminal offence, any serious and clear breach of an international commitment ratified or approved by France, of a unilateral act of an international organisation adopted on the basis of such a commitment, of laws and regulations, or any serious threat or harm against general welfare, provided that the employee personally has knowledge of such facts, which in particular excludes the reporting of rumours.

A "whistleblower" employee benefits from a guarantee of confidentiality of their alert and a protective mechanism which, if he or she acted in a disinterested manner and in good faith, protects him or her from any disciplinary measure, sanction or discrimination motivated by the alert.



Any breach of the provisions on corruption and influence-peddling in the Code of Conduct will cause the perpetrator to incur disciplinary sanctions, in accordance with applicable statutory, regulatory and internal provisions.

This Code of Conduct is completed by an Internal Alert (Whistleblower) Procedure.

PRINCIPLE OF COMPLIANCE

Each of the actions of Pathé, its subsidiaries and its employees must comply with:

- legislative, regulatory and internal rules applicable to Pathé and its subsidiaries,
- proper accounting rules, including accounts that are audited annually and vigilance in matters of fraud, and
- rules on the identification of risks and the prevention of serious breaches of human rights, fundamental freedoms, the health and safety of persons, and the environment.

THE VARIOUS TYPES OF PROHIBITED BEHAVIOUR

Pathé formally prohibits any form of corruption and influence-peddling, whether direct or indirect.

Corruption

Corruption may be defined as the fact of offering, promising, authorising or granting, directly or indirectly, any undue benefit (with this term to be understood in the broadest sense) to a person vested with the powers of public or private office, in order to obtain the accomplishment of an act, or omission of an act, which directly or indirectly falls within the scope of his or her office.

Corruption also covers the act by which a person vested with the powers of public or private office seeks or accepts such an undue benefit with a view to the accomplishment of an act, or omission of an act, which directly or indirectly falls within the scope of his or her office.

Corruption is punishable both in the public sector and in the private sector.

Corruption is said to be:

- Active where considered from the viewpoint of the party doing the corrupting: this is the fact of offering a benefit to a person / enterprise in the private sector / public undertaking or public authority, so that they carry out or omit to carry out an act within the scope of their office;
- Passive where considered from the viewpoint of the corrupted party: this is the fact for a person / enterprise in the private sector / public undertaking or public authority to request or accept a benefit for carrying out or omitting to carry out an act within the scope of their office;

Corruption may be direct or indirect (i.e. via third parties, such as agents, consultants, business finders, commercial intermediaries, etc.)

The act of corruption occurs by the mere fact of offering or requesting a benefit, irrespective of whether the benefit was effectively granted or accepted, and independently of whether or not the hoped-for act is carried out.



Influence-peddling

Influence-peddling is a criminal act which is close to that of corruption. However, the end purpose is not to have an act carried out or omitted, but the misuse of real or supposed influence in order to obtain distinctions, jobs, contracts or any other favourable situation or decision from a public authority.

In the same manner as for corruption, influence-peddling is said to be:

- Active where it is the act of a person offering any benefit to a person holding public office or a private person, who has real or supposed influence over the public authorities, in order to obtain any sort of benefit or favours from them;
- Passive where committed by a person holding public office or by a private person, who relies on their real or supposed influence and requests or accepts any benefit whatsoever with a view to having the remitting party obtain benefits or favours of any sort which are supposedly given out by the public authorities.

Gifts and entertainment

Gifts, services and invitations (meals, invitations to cinematographic events, concerts, sports events, etc.) offered or received from customers, suppliers or partners may exist in normal business relations and may be legitimate in that they make it possible to strengthen professional relations.

However, such gifts and services may be deemed to be acts of corruption or influence-peddling if they have a certain value and were offered or received in order to influence a decision or obtain any kind of benefit.

The offered or received gifts and services must therefore be compliant with local law, offered or received on an exceptional basis, be of reasonable value and suited to the beneficiary's situation and the circumstances, reflect normal business relations, and not be intended to influence a decision or obtain any kind of benefit.

Cash gifts (generally called "bribes") are prohibited, while gifts, services, invitations or meals will never be appropriate if they are intended to illegally influence a decision or obtain a benefit. The same applies for gifts, services and invitations in favour of public officials or persons deemed equivalent, notably in order to obtain or speed up administrative formalities or procedures.

Local business practices concerning such benefits cannot take precedence over Pathé's anti-corruption directives.



Facilitating payments

These are payments, even if minimal, offered or paid to an official to facilitate the obtaining of a service to which the payer is otherwise entitled. Such payments are prohibited. In all circumstances, payments to public officials are prohibited.

Use of intermediaries and agents

Pathé prohibits the hiring and use of the services of intermediaries or agents that are liable to favour acts of corruption. Consequently, before calling on the services of such intermediaries or agents, verifications must be made to assess their capacity (notably in terms of knowledge of the market, technical skills and human resources) to carry out their tasks and the risk of being faced with a case of corruption.

Conflicts of interests

Pathé employees must always act in Pathé's best interests and avoid any situation where their personal interests (financial, political, professional or other interests), or those of persons close to them (family or friends), might conflict with their obligations towards Pathé.

An employee must always be in a position to take a just and reasonable decision, and so this formally prohibits him or her from:

- using his or her job or influence to obtain a personal benefit;
- using confidential information concerning Pathé in order to obtain a personal benefit;
- holding an interest in an external undertaking that does business with Pathé if the employee can obtain preferential treatment as a consequence.

Therefore, all Pathé employees must in all circumstances conduct themselves with integrity, and must, on finding themselves in a situation that might constitute a conflict of interests, inform their hierarchical superior or the Human Resources Department and exclude any behaviour that might influence the judgement or choices of decision-makers, whether internal or external.

Patronage and sponsorship

Patronage is a manner of participating in social and cultural life and communicating about Pathé's activities, through artistic, cultural or sporting events.

Pathé takes part in sponsorship operations where, in exchange for financial or material support for an event, it gains a certain visibility.

Each patronage and sponsorship action must be the subject of prior verification as to the reputation and legitimacy of the bodies, associations and companies that are to be supported, and its compliance with laws and regulations in force in the country.

A sponsorship or patronage action which is misused for the purpose of obtaining an undue benefit would constitute an act of corruption.



ACCOUNTS AUDITING PROCEDURES

Pathé is subject to accounting regulations and requirements which oblige it to account faithfully and exactly for all of its assets and liabilities, and all of its commercial transactions. Pathé keeps its accounting ledgers and books accordingly, and its accounts are audited annually by independent auditing firms.

All Pathé employees must cooperate in the recording and presentation of exact financial data and information in good time, in order to prevent and avoid cases of corruption and influence-peddling.

Pathé employees must make and record all payments and all commercial transactions to allow Pathé's directors and officers to generate exact and up-to-date financial information. Of course, payments made in a business relationship must only be in payment of a real service and in compliance with contractual provisions.

PROCEDURE FOR ASSESSING SUPPLIERS AND INTERMEDIARIES

The hiring of a new supplier or new service provider or new intermediary or the renewal of an existing agreement must be the subject of prior verifications to check the skills, professionalism, capacity and reputation of the supplier, service provider or intermediary, and be integrated into a defined contractual framework, after having informed the supplier, service provider or intermediary of Pathé's commitments and the need to comply with them.

These verifications are periodically renewed during the business relationship.

COMPETITION

Pathé manages its activities in compliance with the rules of free competition, and requires its employees to apply legislation and regulations pertaining to competition law in all countries in which Pathé does business. Pathé itself engages in vigorous and fair competition, keeping the interests of its customers in mind.

All Pathé employees must abstain from any conduct which would infringe competition law, and must in particular comply with the following rules:

- Not enter into any agreement or arrangement, or hold discussions with a competitor concerning a price policy or the sharing of customers, manufacturers, territories or contracts;
- Avoid all non-necessary contact, whether formal or informal, with competitors;
- Abstain from sharing confidential commercial information at meetings of professional associations;
- Abstain from commercial practices intended to prevent a competitor from entering a new market;
- Not exchange with or use over a competitor any information other than publicly available information on competitors,
- Not share with a customer the price and commercial conditions offered to another customer.

Any incident or doubt in competition matters must be brought to the attention of the Legal Department, which will follow up on the matter.



Internal Alert (Whistleblower) Procedure

The Internal Alert (or Whistleblower) Procedure forms an integral part of the Pathé Code of Conduct. It applies to all employees of Pathé and its subsidiaries throughout the world and is integrated into Pathé's anti-corruption and anti-influence peddling mechanism. It is also open to external or temporary employees.

The procedure makes it possible for them to signal, in complete confidentiality, behaviour or situations that infringe the rules in place within Pathé, as adopted or reminded via the Code of Conduct.

Use of the Internal Alert Procedure is facultative. An employee cannot in any event be penalised for not wishing to use this mechanism.

FILING AN ALERT

Alerts are filed by e-mail at the following address: conformite@pathe.com.

Confirmation of receipt of the filing will inform the employee of the time limits and manner in which the alert will be processed.

ALERTS MADE IN GOOD FAITH

Any employee giving an alert concerning a breach of the Code of Conduct must:

- be personally aware of the facts forming the subject-matter of the alert,
- act in good faith and in a disinterested manner, meaning that he or she must not hope for or seek to obtain any personal benefit from the alert or the threat of an alert.

On the filing of an alert, the employee making the alert must:

- state the identity, position and contact details of the person or persons who are the subject of the alert,
- present reasonable grounds and evidence that would lead one to believe that a breach of the Pathé Code of Conduct has occurred or is liable to occur.

The filing of an alert which, after investigation by Pathé's departments, turns out to be unfounded or was made in bad faith or with the demonstrable intention to cause harm or was intentionally false, constitutes a wrong leading to disciplinary measures being taken against the whistleblower, which may go so far as dismissal.

IDENTITY OF THE WHISTLEBLOWER

Employees who file an alert via the Internal Alert Procedure must disclose their identity, the position that they hold and the Pathé entity for which they work. Their anonymity shall be preserved and secured.

An anonymous denunciation may be examined by Pathé, depending on the elements and documents produced.



CONFIDENTIALITY AND PROCESSING OF THE ALERT

All facts, events, action and communications at the origin of or resulting from an alert, together with the identity of the persons implicated by the filing of an alert, shall be kept strictly confidential except, where relevant, with respect to the judicial authorities.

Pathé shall take the necessary steps to ensure this confidentiality.

The filing of an alert shall be immediately followed by an investigation, and the appropriate measures shall be taken according to the outcome of the investigation. The result of the investigation will be shared with the whistleblower, provided that he or she acted in good faith.

WHISTLEBLOWER PROTECTION

No sanctions can be applied against a whistleblower who acts in good faith and in accordance with the terms of the Internal Alert Procedure.

DATA PROTECTION

Pathé takes the necessary measures to ensure the security and the confidentiality of data communicated or gathered in the alert procedure.

QUESTIONS

Each employee, in the event that they have any questions concerning the Internal Alert Procedure, should speak with their hierarchical superior or to the Human Resources Department, or to the Compliance Officer.
