

# ANTI-BRIBERY CODE OF CONDUCT France Télévisions Publicité

The fight against bribery and influence peddling

**france•tv**publicité

## SOMMAIRE

INTRODUCTION.....	2
PREVENTION OF CONFLICTS OF INTEREST .....	4
GIFTS, INVITATIONS AND TRIPS .....	6
FACILITATION PAYMENTS .....	8
PARTNERSHIPS .....	9
RELATIONSHIPS WITH BUISINESS PARTNERS.....	10
ACCOUNTING RECORDS AND TRACEABILITY .....	11
RISKS .....	12
WHISTLEBLOWING .....	13

# INTRODUCTION

## Why is there a need for a Code of Conduct?

France Télévisions Publicité undertakes to operate its business fairly, honourably and with complete integrity, in accordance with its Ethics Policy.

It shall comply with the law on transparency, anti-bribery and economic modernisation (Law No 2016-1691 of 9 December 2016), referred to as the Sapin II Law. That law aims to combat, inter alia, the phenomena of bribery and influence peddling and requires the implementation of an anti-bribery programme. This Code of Conduct is in line with that initiative.

## What does the Code of Conduct include?

It describes the fundamental values and principles observed by France Télévisions Publicité in relation to anti-bribery and influence peddling. It emphasises that France Télévisions Publicité and its employees are responsible for complying with legal obligations and for avoiding any practices that are not consistent with the principles defined or that could adversely affect the reputation of France Télévisions Publicité.

## What is bribery?

Bribery is traditionally defined as the use of reprehensible means to influence a person's decision-making or to cause that person to breach their obligations.

There are two forms of bribery:

**Active bribery:** any undue advantage **offered or promised** in order to induce a third party, directly or through an intermediary, to perform, delay, expedite, improve, or not perform an action within their remit or which is facilitated by their position.

**Passive bribery:** any undue advantage **sought or accepted** from a third party relating to the performance, delayed performance or non-performance of an action within their remit or which is facilitated by their position.

## What is influence peddling?

The performance of any action (invitation, donation, gift, promise or any advantage of any kind) intended to undermine the objectivity or transparency of a decision-making process for the direct or indirect benefit of France Télévisions Publicité and/or its partners.

## Who does this Code apply to?

It applies to all employees, irrespective of their management level and employment status, in all countries where the France Télévisions Publicité group operates, in accordance with international standards and local laws and regulations. Compliance with the company's values and ethical principles will allow all employees to carry out their roles more effectively and will maintain the image and reputation of France Télévisions Publicité.

It is intended to guide and assist employees in making ethical decisions in everyday situations where anti-bribery guidelines may be helpful. It also reiterates the importance of compliance with the Ethics Policy by all employees of France Télévisions Publicité. In the event of breach of the principles in this Code of Conduct, the company's disciplinary measures shall apply. It should be remembered that bribery is a criminal offence (the relevant penalties are mentioned at the end of the document).

## How should the Code of Conduct be used?

It should be at hand and regularly consulted in order to gain a better understanding of France Télévisions Publicité's expectations in terms of the prevention of bribery. It should help every employee to remain vigilant in situations encountered in their day-to-day activities and to know how to deal with potentially risky situations.

In case of doubt, all employees can consult their managers or the France Télévisions Publicité Ethics and Professional Conduct manager for clarification, should any difficulties arise in interpreting or applying the company's values and principles

### Remember:

We have **zero tolerance** of all forms of bribery and influence peddling, whether active or passive or by employees or stakeholders of France Télévisions Publicité.

Any action that may be regarded, directly or indirectly, as bribery is strictly prohibited and may result in disciplinary measures as well as criminal penalties for the company and the employee.

Any payment or acceptance of illicit monies is prohibited.

*France Télévisions Publicité has identified 5 situations that could present risks of bribery in its business and against which everyone must remain vigilant, namely:*



Prevention of conflicts of interest



Partnerships



Gifts, invitations  
And trips



Facilitation payments



Relationships with business partners

# PREVENTION OF CONFLICTS OF INTEREST



## CF. FTP Purchasing Policy

A conflict-of-interest situation arises when your personal interests, or the interests of your friends or family, interfere with or give the impression of interfering with your ability to carry out your duties impartially in the interests of France Télévisions Publicité ("apparent conflict of interest").

You must therefore report any conflict of interest (or apparent conflict of interest). The risk can then be assessed and any necessary measures can be implemented, where appropriate, to prevent such a conflict from arising.

### Definitions:

#### What is a conflict of interest?

A conflict of interest arises when as a result of their duties, an employee is (or appears to be) in a position that may influence a decision (e.g. a recruitment decision, a contract award, etc.), from which that employee could derive a personal advantage or which could benefit other individuals associated with that employee, such as friends or relatives.

*A conflict of interest leading to a biased decision may constitute bribery.*

Below are some example conflict-of-interest situations. Where an employee:

- holds interests, directly or through an intermediary, in a competitor, likely to undermine their independence, or is, or is likely to be due to their activity, in a business relationship with one of the group entities;
- accepts a gift, invitation or advantage, that is not merely symbolic, which could make the employee feel indebted towards the person that gave it to them;
- has a close personal relationship with another group employee or job applicant and is involved in their assessment, selection or supervision;
- engages in an external activity or assignment that may influence their decisions or judgment with regard to their professional responsibilities for the group;
- is involved in a procurement procedure involving a company with which that employee is associated, directly or through one of their friends or relatives.

### Remember:

**Any potential conflict of interest should be identified and reported** to your line manager and/or to your HR Department. You can contact the France Télévisions Ethics and Professional Conduct Department in case of doubt or any questions on the matter.

 **FOR EXAMPLE...**

**A family member or one of my friends is working in the same department as me. What should I do?**

*You must report it so that everything can be done to ensure that any assessments are carried out by a third party.*

**One of my friends or relatives runs a company that the group may use as a supplier or service provider. Is it prohibited to sign an agreement with that company?**

*No, but you must report the connection to your line manager and you must not be involved in the procurement procedure in any way.*

**I am working on a project for a programme that is in the selection or development phase. One of my family members is involved in that project. What should I do?**

*I shall report it to my line manager and I will not approve that project without my manager's express consent.*

# GIFTS, INVITATIONS AND TRIPS



cf. FTP Policy on gifts and invitations and FTP Policy on Expense accounts

Occasionally, to encourage a good business relationship, we may give or receive invitations or gifts as part of our day-to-day activities. However, such practices could constitute or be deemed to be bribery if they do not comply with the rules and principles defined by France Télévisions Publicité.

## Definitions



The term "Gift" is used herein to refer to any object of value offered or received, whether or not related to the professional activity of France Télévisions Publicité. It also refers to any form of payment, gratuity, advantage such as preferential treatment, service offered, job offer, etc



The term "Invitation" is used herein to refer to any participation in a social event, cultural or sporting event, all-expenses-paid tourist stay, travel and accommodation expenses, meal offered or received, whether or not in connection with the professional activity of France Télévisions Publicité.

## Operating procedures

France Télévisions Publicité has implemented procedures in accordance with its general guidelines and provides employees with approval thresholds and accounting record requirements.

## General guidelines

All gifts or invitations received or offered, directly or indirectly, must:

- be in accordance with the law and any applicable procedures, in particular the gifts and invitations procedure specified by the company (which shall strictly define the terms authorising the offer or receipt of gifts or invitations).
- be given on behalf of the company.
- be approved prior to the payment of any sum or the supply of any goods or services.

## Note

All gifts and invitations offered, directly or indirectly, must be duly documented and specifically recorded in the accounts of France Télévisions Publicité. They must be in accordance with the rules set out in internal procedures for business expenses (e.g. for lunch invitations, any supporting documents must indicate the guests' names, positions and the relevant company).

 FOR EXAMPLE...

**I have received an invitation from a technical or IT service provider to go to a foreign trade fair. Can I accept this invitation?**

*No, as this is clearly a high-value invitation, you cannot accept it because it may influence or could appear to influence your judgment in future decision-making. If your line manager deems it necessary for you to attend the trade fair, your costs will be covered by FTP.*

**A business partner of France Télévisions Publicité sends you a clear message that he is a great fan of “Le Tour de France”, and would appreciate being invited to attend this event with his children. Can I tell him that it’s possible?**

**In principle, the answer is NO, and you must point out to your contact person that such an invitation could be regarded as bribery and would render you liable to criminal proceedings.**

**It is however possible to go ahead with it, in compliance with the rules set out in the FTP’S Gifts and invitations policy. In particular, you should inform your line manager, who will make a specific application to Head Office, which will decide whether or not to accept.**



# FACILITATION PAYMENTS

Facilitation payments are prohibited within France Télévisions Publicité insofar that they are deemed to be bribery by the main anti-bribery laws.

## Definitions

Facilitation payments involve paying small amounts to public officials in order to ensure or expedite routine administrative procedures or formalities falling under the responsibility of a public official. However, France Télévisions Publicité must follow normal legal procedures, without paying any compensation.

Facilitation payments can also be construed as indirect bribery if such payments are made by a partner on behalf of France Télévisions Publicité.

## General guidelines

### What is expected of me...

- If you are asked to make a payment on behalf of the company, you should always pay careful attention to the reasons for the payment and check whether the amount requested is proportionate to the goods or services supplied.
- You should always ask for a receipt stating the reason for the payment.
- In case of a request for a facilitation payment by a public official, you must tell that official that you are required to inform your line manager of the request, specifying the name of the person making the request.
- Inform your line manager or the Ethics and Professional Conduct Department in the event of such a request.

### FOR EXAMPLE...

**A France Télévisions employee wishes to film in a public location. To facilitate this process, can he offer a small sum of money to a public official?**

*No, this is a facilitation payment and France Télévisions prohibits all facilitation payments.*

# PARTNERSHIPS

France Télévisions Publicité may take part in partnership initiatives. Such initiatives should not be used to obtain an undue advantage in return. This risk is accentuated when the events or shows covered by the partnership involve politicians or public officials.

## Definitions

A *Partnership* is generally defined as the provision of something of value (goods, services or money) to cover all or some of the cost of the initiatives of an organisation, person or event, in exchange for tangible commercial benefits associated with those initiatives or a favourable corporate image for the sponsor.

All partnerships are systematically formalised through contracts.

## General Guidelines

The direct or indirect financing of projects, foundations and educational, social, environmental, charitable, humanitarian and sports associations, in the form of partnerships or donations, is permitted subject to fulfilment of the following conditions:

- compliance with local laws;
- compliance with internal procedures, including the performance of an appropriate assessment of the selected partner (refer to management of relationships with business partners) prior to approval of the contractual commitment at the appropriate management level;
- transparency regarding pertinence, circumstances and accounting procedures;
- documentation of the partnership agreement (e.g. activity reports);
- formal contract document, including anti-bribery clauses;
- reasonable and appropriate amounts, taking into account the beneficiary and the purpose of the initiative.

## Note

France Télévisions Publicité shall not make any contribution towards any political activities or parties<sup>1</sup>.

### FOR EXAMPLE...

**A charity association in which I am personally involved asks me whether France Télévisions could provide filming equipment free of charge to support its cause. Can I say yes?**

*France Télévisions can support your public interest initiatives if they are in line with the company's strategy. You must speak to your manager who will look at whether the project is in line with the strategy of France Télévisions. However, you must not, under any circumstances, commit France Télévisions directly, or use or lend equipment without permission.*

<sup>1</sup> However, Article 46 of France Télévisions' specifications on expression by political organisations stipulates that "the financial cost of regular programmes on direct expression by political organisations represented by a group in either of the chambers of Parliament, is payable by France Télévisions, up to the maximum amount stipulated by its board of directors."

# RELATIONSHIPS WITH BUSINESS PARTNERS

In business partner relationships, France Télévisions Publicité may be held liable for offences by third parties acting on its behalf.

Extreme vigilance is therefore required before entering into contracts with such partners and an assessment procedure should be implemented prior to entering into any contract with a third party. We aim to ensure that our partners act in accordance with applicable laws and regulations, in particular on anti-bribery.

## Dealing with high-risk partners

In programme- and non-programme-related activities, any employees entering into contracts with business partners must remain vigilant so as to detect any partners who are non-compliant with our principles on integrity in advance. This avoids any business relationship that could cause us legal difficulties. **In particular, there must be increased vigilance when such partners are likely to act in our name.**

Our suppliers and subcontractors affect our image and reputation; it is therefore essential that they share and apply the rules and principles of France Télévisions, particularly on the prevention of bribery.

The level of assessment to be carried out prior to entering into a contract with a partner depends on their risk profile. Adequate knowledge of the partner or intermediary must be acquired to enable France Télévisions to assess the risk of bribery of that proposed partner or intermediary

In all cases, but subject to the specific rules applicable to public contracts:

- A procedure for assessing clients, first-tier suppliers and intermediaries must be implemented before any commitments are made, with particular focus on those liable to present a risk of non-compliance with anti-corruption principles.
- Business relations must be formalized with a contract including appropriate clauses regarding the prevention of corruption. These clauses must:
  - (i) inform the contractor that the company has an ethics charter and anti-corruption rules of conduct;
  - (ii) require the contractor to comply with these anti-corruption rules set out in the Ethics Charter available on the company's website;
- The remuneration paid to the partner must be reasonable and proportionate in view of the services provided;
- The services provided must be duly documented and approved before any payment is made to the partner.

### FOR EXAMPLE...

**You have been tasked with arranging a short programme. The producer informs you that he accepts on condition that one of his friends is asked to direct another project. *Can I agree to this?***

*No. You must point out to the producer that this could be seen as bribery.*

*You must inform your manager of the situation.*

# ACCOUNTING RECORDS AND TRACEABILITY



Cf. FTP Policy on expense accounts

## General guidelines

France Télévisions Publicité must keep financial records and put in place appropriate internal controls to justify payments to partners.

All employees should ensure that all claims for reimbursement for partner invitations, gifts and expenses comply with our policies on expenses and specifically include the reason for the expense.

All accounts, invoices, memoranda, and other documents and records relating to partner relationships, such as customers, suppliers and business contacts, must be strictly filed and maintained accurately and in full.

No accounting record should be "off the books" to facilitate or conceal illicit payments.

## RISKS

Any violation of the principles in this Code shall render the employee liable to the disciplinary measures stipulated in the company's internal regulations.

Severe penalties are also stipulated by the Sapin 2 Law and by international laws with extraterritorial scope.

*For you, as an individual*, the penalties are up to 10 years' imprisonment and a fine of 1 million euros, loss of civil rights and a ban on practising the relevant activity for 5 years or more;

*For the company*, the penalties may be a fine of up to 30% of its total revenue and up to ten times the amount of the advantages derived from the offence, market exclusion, a ban on France Télévisions raising funds (loan, etc.) and serious damage to its reputation.

# WHISTLEBLOWING



## cf. FTV Procedure for raising the alarm FTV

All employees must be able to:

- recognise actions that are in breach or may be perceived to be in breach of the law and this Anti-Bribery Code of Conduct;
- avoid breaching the law and this Anti-Bribery Code of Conduct;
- report potential breaches so that France Télévisions can investigate and, if necessary, rectify such actions.

If a France Télévisions Publicité employee witnesses an action or suspects that an action is about to be, or has been, committed in breach of the laws, regulations or principles set out in this France Télévisions Publicité Anti-Bribery Code of Conduct, they can report such conduct via the whistleblowing procedure.

France Télévisions Publicité will investigate all alleged offences and will implement the corrective and disciplinary measures deemed reasonably necessary by France Télévisions Publicité so as to protect France Télévisions Publicité its employees and its representatives.

## Protection of whistleblowers

If a whistleblower acts selflessly and in good faith, France Télévisions Publicité warrants that they shall not be subject to any disciplinary measures or reprisals of any kind. This shall be the case even if the accusations subsequently prove to be inaccurate or if no further action is taken following the accusations.

In the event of malicious accusations or accusations made in bad faith, the whistleblower shall be liable to disciplinary measures or legal action.

### Contact person:

Any concerns may be reported to the France Télévisions Publicité contact person via the platform at the following address:  
<https://alertefrancetelevisions.fr>