

## Anti-corruption & integrity

### Document control

<b>Document Name</b>	<b>Anti-corruption &amp; integrity policy (1.1)</b>		
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<b>Scope</b>	<b>Target audience</b>		
RTL Group controlled and co-controlled subsidiaries (50% of more owned by RTL Group, directly or indirectly, or Board control)	Senior management All employees in “at-risk functions”		

<b>Key points</b>
<ul style="list-style-type: none"> <li>• Prohibition of active and passive bribery as well as facilitation payments</li> <li>• Guidance for giving or accepting financial or other advantages (general principles, gifts and hospitality, public officials, executive/non-executive board members)</li> <li>• Adequate decision-making procedures, prevention procedures and controls</li> <li>• Integrity (asset protection, money laundering &amp; terrorism financing, handling of conflicts of interests, tax compliance)</li> <li>• Reporting of violations, speak-up procedures and advice</li> </ul>

### Approval Table

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### Revision History Table

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## 1 Purpose and Scope

This anti-corruption policy (the “Policy”) applies to RTL Group S.A. and its group companies worldwide (including majority-owned companies and companies controlled by RTL Group S.A.: together, “RTL Group”) and its and their officers, directors and employees - whether permanent or temporary.

RTL Group Companies for which the Policy does not directly apply because of existing Corporate Governance rules (e.g. M6 Group) shall implement their own policy based on the Policy. Insofar as RTL Group companies have issued policies which contradict the Policy, any contradictions shall be resolved taking into consideration the principles set forth by applicable anti-corruption laws and regulations. Irrespective of the aforesaid, in cases of conflicts, the Policy shall prevail over those policies issued by the RTL Group companies.

The Policy describes rules and procedures for conducting business in accordance with applicable anti-corruption laws and regulations.

Conducting business in accordance with the law and maintaining the highest level of professional and ethical standards in the conduct of business affairs are essential components of RTL Group’s corporate culture. RTL Group’s Code of Conduct (< Backstage > the RTL Group intranet - Code of Conduct) specifically states that “we condemn all forms of corruption and bribery. Offering or accepting a bribe, in any form, to or from any person in either the public or private sectors, is prohibited”.

RTL Group is committed to conducting business in accordance with the law and corruption in any form will not be tolerated.

These standards can only be attained and maintained through the actions and conduct of all personnel in RTL Group. It is the obligation of each employee to conduct himself/herself in a manner to ensure the maintenance of these standards.

A violation of any anti-bribery law can result in severe legal consequences. For companies, consequences can include civil and criminal prosecution, penalties and fines, debarment from government contracts, loss of export or other business licenses, loss of revenue and reputational risks. Individuals, too, may face severe consequences for violations, including disciplinary measures, which could include termination, as provided by and in accordance with local labour laws, civil and criminal prosecution, and fines and penalties, potentially including prison.

This Policy is endorsed by RTL Group S.A.’s Chief Executive Officer and the Board of Directors.

## 2 Prohibition of active and passive bribery

A bribe is any financial or other benefit which is offered, provided, authorized, requested or received as an inducement or reward for the improper performance of a person's relevant function or the receipt of which is improper.

Active and passive bribery, in any form, to any person, either directly or indirectly or otherwise through a third party is prohibited, regardless of whether the recipient is a private person or a Public Official (as defined in Section 6 of this Policy). Accordingly, officers, directors or employees of RTL Group must not offer, provide, authorize, request or receive bribes.

Active and passive bribery can occur directly or indirectly (e.g., via relatives, intermediaries, affiliated organizations or persons), as well as between employees of RTL Group companies.

"Active bribery" is the giving, "passive bribery" is the accepting, of a financial or other advantage with the intent to unduly influence the decisions or actions of the recipient or a third party. In particular it is prohibited to induce someone to perform improperly a function or to grant an improper business advantage or retroactively reward someone for such improper conduct. "Giving" also includes the offering or promising of an advantage. "Accepting" also includes the requesting or agreeing to receive an advantage.

For a bribery offence to occur, it is sufficient that the giver knows or believes that the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity. It does not matter whether the benefit is offered, provided, requested or received by a different person to the person who is to perform the relevant function.

A "relevant function" can include any function of a public nature, any activity connected with a business, any activity performed in the course of a person's employment and any activity performed by or on behalf of a body of persons (e.g. a company).

"Improper performance" occurs when a person performs or fails to perform a relevant function in breach of an expectation that he or she will act in good faith, impartially, or in accordance with a duty or position of trust, for the purpose of improperly retaining business or gaining another business advantage for the company.

"Financial or other advantage" may include any payment, gift, loan, remuneration, reward, discounts not in line with market rates, hospitality, charitable or political donations or sponsorship, or other tangible or intangible benefits (e.g. direct or indirect employment).

If in doubt about any issue raised in this policy, guidance should be sought from local Compliance Officers or from the RTL Group Compliance team.

### **3 Facilitation payments**

Facilitation payments are payments or other advantages given in order to secure or expedite the performance of government actions for which the giver is legally entitled and for which additional payment is not legally required (e.g., obtaining permits or licenses; processing government papers; or providing customs clearance).

Facilitation payments are a form of bribery and therefore prohibited in most jurisdictions.

RTL Group is committed to striving to eradicate the payment of facilitation payments, in line with current anti-corruption 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 assist us with this by resisting demands for facilitation payments and by building realistic timescales into planning of projects so that shipping, importation and delivery schedules allow time for resisting demands for such payments.

Facilitation payments are justifiable in circumstances of duress, i.e., to prevent an imminent threat to superior legal rights (e.g. life, limb, or freedom). In certain jurisdictions other requirements may apply.

To the extent possible, prior to making such a payment, there should be an attempt to coordinate with the local Compliance Officer or the RTL Group Corporate Centre, the Compliance team, or the respective supervisor. If a facilitation payment has occurred, it must be reported to RTL Group Compliance team or the local Compliance Officer in the relevant RTL Group company or business unit.

### **4 Compliance with legal and other regulations**

In countries, industries or business units, or with contracting partners, where stricter or more comprehensive standards than those described in this Policy exist, it is required to comply with the stricter standard.

## 5 Guidance for giving or accepting financial or other advantages

### 5.1 General principles

Reasonable and bona fide hospitality and promotional or other business expenditures, which seek to maintain cordial relations or present products or services, are recognized as a legitimate part of doing business. However, gifts, hospitality or other similar business expenditures can potentially be employed as bribes. The giving and receiving of reasonable gifts, entertainment or hospitality is permissible provided it relates to RTL Group's business.

Commitment to social responsibility can take, among other, the form of donations and sponsoring activities. However, advantages given in the form of donation or sponsoring can also be associated with the risk of corruption. The risk can be mitigated by ensuring that the processes are handled transparently. For this reason, it is important to comply with conditions and processes specified in the RTL Group version of the Guidelines on donations, sponsoring & memberships, when engaging in donations and sponsoring activities. Donations and sponsoring activities may not be used to obtain illegal business benefits.

Employees may only give or accept advantages connected directly or indirectly to their work for an RTL Group company if all the following conditions are met:

- The advantage serves a legitimate business purpose.
- The advantage does not serve to obtain or provide an improper advantage.
- The advantage does not have an unreasonably high value, does not exceed the limits of customary business practice, and does not disproportionately exceed the recipient's normal standard of living. Monetary thresholds are defined below (sections 5.3 and 5.4); these thresholds refer to the value of the advantage for the recipient.
- The giving or accepting of cash or cash equivalents (e.g., checks, loans, discounts not in line with market rates, gift certificates) is generally not permitted. To the extent permitted by law, small token cash amounts may be authorized by the relevant supervisor on an exceptional basis in cultures where custom and courtesy permit.
- The monetary thresholds defined below may not be circumvented by multiple advantages being given to or accepted by the same recipient.

- Any form of concealment must be avoided. Therefore, insofar as custom or courtesy do not otherwise demand, benefits may not be sent to the private address of the recipient.
- To the extent that the supervisor's approval is requested, this should occur in a timely manner; it is recommended that such requests be made in writing.

## 5.2 Coordination and consultation

Prior to giving or accepting an advantage, employees should always critically self-assess whether doing so corresponds to the principles set forth in this policy.

If a business partner is offered an advantage that could be seen as undue influence, or if there are uncertainties over the legality of an advantage to be given or received, regardless of if it concerns a financial or non-financial advantage, it is advisable to consult the respective Compliance Officer or the RTL Group Compliance team in advance.

If a Public Official is offered an advantage which goes beyond a minor token item or hospitality as specified in section 6 below, it is advisable that coordination takes place in advance with the respective local Compliance Officer or with the RTL Group Compliance team.

The coordination and consultation process and the results of it must be documented in writing and retained for a period of 5 years.

## 5.3 Gifts

The following approval requirements apply to the offering and accepting of gifts, provided the general principles in Subsection 5.1 are met. However, all gifts relating to Public Officials, regardless of value, must comply with the principles set out in section 6 below.

Amounts are in € but in those countries outside of the Euro zone a local currency equivalent of the stated amounts must be used. The amounts stated in this policy are the maximum allowed under this policy but RTL Group's business units and their group companies may implement stricter (lower) financial limits if deemed appropriate or necessary under local applicable law.

### 5.3.1 Less than € 50

Gifts valued below € 50 are generally not objectionable.

### 5.3.2 € 50 to € 100

Gifts valued between € 50 but no more than € 100 can be deemed permissible if they reflect reasonable and proportionate norms for the industry, custom or courtesy.

### **5.3.3 € 100 to € 300**

Gifts valued between € 100 but no more than € 300 must be approved in writing by the respective supervisor.

Gifts in this range of value should be assessed with particular caution. If employees have any doubts, they should request advice from the local Compliance Officer or the RTL Group Compliance team.

### **5.3.4 More than € 300**

For gifts valued at more than € 300, the respective supervisor's approval is required and they require coordination with the RTL Group's Compliance team. Documentation of the approval process must be retained for a period of 5 years.

Approval for the acceptance of a gift can depend upon whether the gift is transferred for further use to the relevant RTL Group company (e.g., for internal use, general employee use or as a charitable donation), or the value of the gift is – to the extent permitted by law – in whole or in part offset against the employee's pay.

## **5.4 Hospitality**

The following requirements apply to the giving and accepting of hospitality, provided the general principles in Subsection 5.1 are met. All entertainment and hospitality relating to Public Officials, regardless of value, must be approved in writing by the respective supervisor.

With respect to attendance at events or meals, a representative of the inviting company must be present.

In exceptional circumstances, the assumption of travel and accommodation costs by the inviting party or the invitation of a private accompanying person (e.g. spouse), may be permissible. The costs to be borne must be in accordance with reasonable and proportionate norms for the industry, custom or courtesy. This applies, in particular, if the invited employee can assume that his or her RTL Group company employer would have paid for / authorised these expenses.

The hospitality shall not be offered shortly before or during the preparation phase for a relevant decision concerning the awarding of a contract.

### **5.4.1 Less than € 100**

Hospitality valued below € 100 is generally not objectionable.



#### **5.4.2 € 100 to € 300**

Hospitality valued between € 100, but no more than € 300, can be deemed reasonable for:

- Events where the inviting company showcases its own products and services;
- Events that have a social purpose (e.g., charity events, company celebrations);
- Business meals if these reflect reasonable and proportionate norms for the industry, custom or courtesy, or provided the invited person can assume that his or her RTL Group company would have otherwise assumed the expense of the hospitality.

Hospitality in this range of value should be assessed with particular caution. If employees have any doubts, they should request a decision from their respective superior.

#### **5.4.3 More than € 300**

For hospitality valued at more than € 300, the respective supervisor's approval is required.

Approval for the acceptance of an invitation can depend upon whether the value of the invitation is – to the extent permitted by law – in whole or in part offset against the employee's pay.

## **6 Public officials**

Additional requirements apply to the giving of financial and/or other advantages to Public Officials. Particular care must be exercised when dealing with public officials in order to protect the company as well as its executive bodies, executives and employees from any related risk.

A "Public Official" is any officer or employee of a government, public organization, or any department or agency thereof, or any person performing a public function regardless of rank or position. This also includes employees of government-owned or government-controlled entities. Particular prudence is also required when dealing with officers of political parties or candidates for political office, as they may also be considered as Public Officials.

Generally, Public Officials should not be offered any advantages. To the extent permitted by law, custom and courtesy, advantages offered to Public Officials may not go beyond minor token items (e.g. flowers, limited hospitality and promotional items of small value).

Entertainment and hospitality within the scope of the general principles outlined in Subsection 5.1 is permissible for Public Officials, if the following requirements are met:

- Public Officials participate in the event in his or her official role as an official government representative (e.g. sport, culture, charity and presentation events or a company celebration).
- The hospitality is necessary to give Public Officials, acting in their official role, the opportunity to exchange information with the company.
- Travel and accommodation costs are to be borne by the invitee. Where the cost must be assumed by the company to ensure the success of the event, this is permissible so long as the event serves a legitimate business purpose and the cost is reasonable and proportionate.
- The invitation of a private accompanying person is generally not permitted, except for events with a social purpose.
- Gifts, entertainment and hospitality to Public Officials, beyond that of minor token value, requires approval by the respective supervisor.
- The laws or administrative policies governing Public Officials may prohibit the acceptance of any kind of advantage. When offering any advantage to Public Officials in accordance with this Policy, it is prudent to inquire whether they are permitted to accept it.

If employees have any doubts, they should request advice from the local Compliance Officer or the RTL Group Compliance team.

## 7 Executive / non-executive board members

The executive and non-executive board members of an RTL Group company are equally bound by this Policy. Notwithstanding Section 5, members of a company body not subject to instructions from a superior (e.g., a Board member of RTL Group S.A.) shall report to the entire board at regular intervals, and no less than once a year, on the following:

- Advantages, personally given and accepted, with a value in excess of € 300; and
- Hospitality to Public Officials as described in Section 6,

to the extent that such gifts or hospitality are directly or indirectly linked to their Board mandate.

Executive Board members serving on multiple Boards are obliged to submit such a report to the Board of the RTL Group company with which they have entered into a service contract.

## **8 Adequate decision-making procedures and prevention procedures and controls**

RTL Group companies must ensure that adequate decision-making procedures for countering bribery are in place (e.g., segregation of duties, rules on competencies with associated approval procedures, rules on the avoidance of conflicts of interest, transparency of business transactions). The compliance representative of the respective RTL Group company is responsible for assisting management with the implementation of this Policy.

RTL Group companies are responsible for ensuring that their respective business practices are aligned with the principles of this Policy. The implementation of adequate prevention procedures and controls will help assure continuous compliance by RTL Group companies with all applicable anti-corruption legislation and principles.

### **8.1 Risk assessment and proportionate prevention procedures**

Preventative anti-bribery procedures and controls must be proportionate to the level of risk to which the respective RTL Group company is exposed. This risk exposure may vary depending on the company's jurisdiction and general business environment.

Therefore, an initial risk assessment by all RTL Group companies is a necessary first step in determining adequate prevention procedures and controls.

### **8.2 Communication and training**

RTL Group companies are required to ensure that all relevant at-risk parties (including any third parties, who – no matter in which capacity – are acting for or on behalf of the RTL Group company) are sufficiently instructed and trained about this policy's requirements and its application to their respective business responsibilities.

“At-risk parties” include individuals in positions that tend to be more exposed to the risk of bribery, e.g., managers involved in major business transactions and employees with responsibilities in areas such as purchasing, sales or administering a budget for gifts and hospitality. The extent and nature of such training shall be defined by reference to their business unit and will reflect the risks facing an employee in their role in that unit.

### 8.3 Associated persons and due diligence procedures

The prohibition against offering, providing, authorising, requesting or receiving bribes includes bribes which are given or received by any associated person acting on RTL Group's behalf.

An "associated person" is defined for the purposes of this Policy as an individual or company that acts on behalf of RTL Group or otherwise performs any services for or on behalf of RTL Group in any capacity whatsoever. A typical example is a sales agent, intermediary or introducer, but this can also include, for example, advisers, consultants, joint venture partners and contractors and all direct and indirect subsidiaries, wherever they are located. It can also include companies which are part of RTL Group.

RTL Group companies should therefore exercise adequate due diligence to ensure that they have formed business relationships with partners who in turn condemn all forms of corruption. This is of particular relevance when assigning agents (e.g., consultants) to perform services; in this case, a detailed description of services performed, and consideration returned is required.

Due diligence performed in the context of acquiring a company or entering into strategic alliances, joint ventures or partnerships, should be extended to include risks associated with corruption. Adequate due diligence must also be performed with respect to departments and personnel in positions that are exposed to an increased risk of corruption.

When commissioning third parties to act for, together with or on behalf of RTL Group or RTL Group companies, the following process must be followed:

- Any third parties that are deployed, in particular consultants, sales intermediaries and agents, must be carefully selected. The selection process must be documented;
- Before finalizing a contract with a third party an appropriate due diligence check of the potential business partner must be conducted;
- The cooperation with third parties must be specified in writing before the services are performed, clearly defining the scope of service, type of service and payment process;
- The RTL Group business partner principles should be made part of the business partner's agreement when reasonably possible;
- The service performance must be monitored, proof of performance must be recorded and documented;
- The full documentation relating to the deployment of third parties must be retained for a period of 5 years.

The RTL Group policy on engaging of external personnel contains further requirements regarding specific cases of commissioning of third parties (in particular a guidance for assessing the risk of hiring external personnel). If applicable, these requirements must also be observed as part of the process.

#### **8.4 Accurate books and records, internal controls and tax treatment**

RTL Group companies must ensure compliance with all applicable accounting and tax provisions. All transactions, including the receipt or provision of any financial or other advantage, must be recorded accurately, fairly and completely. An adequate system of internal controls has to be implemented. It is prohibited to conceal any financial or other advantages (including any improper payments that may have occurred).

### **9 Integrity**

#### **9.1 Asset protection**

Inappropriate personal, illegal or other unauthorized use of company property or property belonging to third parties (e.g. customers) may constitute offences such as theft, embezzlement and fraud and can lead to criminal prosecution. RTL Group companies must ensure compliance with the principles detailed in the Code of Conduct concerning the protection of company and third-party assets.

#### **9.2 Prevention of money-laundering and the financing of terrorism**

##### **Money laundering**

Money laundering is a criminal offence in most jurisdictions. A number of industries are subject to specific legal obligations to prevent money laundering (e.g. financial and insurance companies). RTL Group companies are required to check whether, based on their business model, specific regulatory obligations concerning the prevention of money laundering must be implemented.

RTL Group companies which are not subject to any specific regulatory money laundering prevention obligations must minimize the money laundering risk through an appropriate selection of third parties and by carrying out due diligence checks.

In cases of doubt, the RTL Group compliance team should be consulted.

## Financing of terrorism

RTL Group companies are required to ensure that they do not directly or indirectly make money or financial resources available to persons, organizations and institutions that appear on applicable sanctions lists.

In order to minimize risks, an appropriate sanction lists screening process must be established. Further details are specified in the RTL Group policy on foreign trade law compliance.

### 9.3 Handling conflicts of interest

Actual or potential conflicts of interest arise when the personal interests of executive bodies, executives or employees of RTL Group companies compete with the interests of the company. These can arise, e.g. through personal relationships in the workplace, secondary employment, external mandates, personal financial interests or relationships to business partners and competitors.

Conflicts of interest should normally be avoided. If it is not possible to avoid a conflict of interest, the following process must be followed.

- The conflict of interest must be disclosed to the supervisor at the time the person concerned realizes that such a conflict exists, could exist or could be perceived to exist and before the person concerned participates in the corresponding action;
- The supervisor will make the decision while taking care to find a solution that is acceptable both to the person concerned and the Group company;
- If the supervisor is uncertain as to the appropriate assessment and solution of a conflict of interest that has been disclosed, he will consult the local Compliance Officer or the RTL Group Compliance Team;
- The supervisor will document the conflict of interest, the subsequent decision and, if applicable, the measures taken and shall retain this documentation for as long as the conflict of interest persists.

## 9.4 Tax compliance

Violations of tax laws not only damage RTL Group's reputation but can also have legal consequences for RTL Group companies. In view of this, RTL Group companies must act in a way to ensure compliance with tax regulations at all times and to fulfil tax obligations.

The Executive Management Committee of RTL Group is responsible for the fulfilment of all tax obligations and regulations. A central department (the Group Tax department) has been delegated by the Bertelsmann Chief Financial Officer the task of assuming responsibility for and safeguarding tax and customs obligations of the Bertelsmann Group as well as ensuring that tax obligations in the Group is met. Governed by specific agreements between Bertelsmann and RTL Group, this department also acts as Group Tax Department for the purposes of RTL Group.

The principles of organizational implementation and tax compliance across RTL Group are set forth in the policy "RTL Group – Group Tax Guidelines".

## 10 Reporting of violations, speak-up procedures and advice

RTL Group considers a breach of this policy as a serious offence. Any violation will result in disciplinary action, which could include dismissal of an individual in appropriate circumstances, as provided by and in accordance with local labour laws.

RTL Group's officers and employees must therefore ensure that they are familiar with the content of this policy and adhere to it at all times.

All RTL Group officers, directors and employees who suspect that violations of law or this policy may be occurring or are about to occur or become aware of suspicious, risky or evidently corrupt conduct by any person must immediately report their suspicions to the local Compliance Officer or to the RTL Group Compliance team (in accordance with the principles set forth in the RTL Group policy on reporting of significant compliance incidents). The latter also applies for cases where a Group company receives a request from a public authority concerning a potential corruption case.

RTL Group has established secure, confidential and accessible means to raise concern, provide suggestions for the improvement of prevention procedures and controls, and request advice on compliance and corruption-related matters. Inquiries can be addressed to any department at RTL Group's companies, but preferably to the respective local Compliance Officer or to the RTL Group Compliance team. Additional speak-up procedures include ombudspersons and an internet-based reporting system ([www.rtlgroup.reportconcerns.com](http://www.rtlgroup.reportconcerns.com)).

No employee will suffer demotion, penalty or other disciplinary action for reporting a suspected violation of this Policy or for refusing to pay a bribe, even when RTL Group may lose business as

a result of the employee's refusal to do so. Retaliation against persons reporting compliance-related concerns is strictly prohibited, as stipulated in principle 2.1.2. of RTL Group Code of Conduct.

## 11 Enforcement

It is the responsibility of each business unit's CEO to ensure that this policy and the related procedures be enforced at the level of all Group companies being part of the business unit's scope.

## 12 Contact

RTL Group Compliance team: [compliance@rtlgroup.com](mailto:compliance@rtlgroup.com).