



Conflict of Interest (COI) Policy

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Fremantle Group Conflict of Interest Policy

1. Glossary of Terms

Fremantle Group	All business entities in the Fremantle Group of companies, including any controlled subsidiaries.
CEO	Chief Executive Officer
COI	Conflict of Interest that is either real or perceived as defined in Section 1 of this policy.
COI Declaration	The form which all Fremantle Employees must complete and sign to declare any COI that may exist with their engagement at Fremantle.
COI Policy	This Fremantle Group Conflict of Interest Policy.
COI Portal	Automated process for submission of COI Declarations. Manual submissions of COI are also used and do not require the portal.
COI Register	A database operating in the Fremantle Group SharePoint that is managed by the Fremantle Compliance Team where all COI Declarations, records and assessments are processed and stored.
Compliance Team	Operating on behalf of the General Counsel of Fremantle Group, the Compliance Team can be contacted at: compliance.team@fremantle.com
Fremantle Employee(s)	All employees (whether permanent, temporary, full-time or part-time), contractors (including through third party companies), freelancers or interns employed or engaged by the Fremantle Group of companies, including any controlled subsidiaries.
GHE	Gifts, Hospitality and Entertainment
GHE Policy	Fremantle Group Gift, Hospitality or Entertainment Policy
MD	Managing Director
RTL Group	RTL Group S.A.

Fremantle Group Conflict of Interest Policy

2. Introduction

Fremantle Group management is committed to conducting business to high standards of compliance and transparency, in line with the RTL Group Code of Conduct (Appendix 1). This includes ensuring that business decisions are not influenced by individual interest and do not conflict with company objectives.

COIs undermine a company's reputation as well as an individual's integrity. This COI Policy ensures any potential COI is brought to the attention of management for assessment and review, to protect the integrity and reputation of Fremantle Employees and Fremantle Group as a whole.

This COI Policy gives definitions and examples of both actual and perceived COI and describes the process to follow to declare any COI. A COI must be declared in any of the following instances:

- on an annual basis
- when a new employee joins the company
- at the start of a production
- as part of the bidding and/or new vendor set up and/or selection process
- one-off occurrences of real or perceived COI

3. Scope

This COI Policy applies to all Fremantle Employees whether involved in distribution, production or any other corporate activities on behalf of Fremantle Group.

It is the responsibility of the local MD's or CEO's to ensure this COI Policy is implemented and adhered to in the local entities and divisions of Fremantle Group. Failure to abide by this policy may lead to disciplinary action with potential consequences up to and including termination of employment or other appropriate action such as termination of engagement.

4. What is a Conflict of Interest (COI)?

a. Conflict of Interest and Perceived Conflict of Interest

A Conflict of Interest may arise when a Fremantle Employee's personal interest or activities affect their ability to make objective decisions for Fremantle Group.

A Perceived Conflict of Interest occurs when a decision can be perceived as benefiting the individual interest of a Fremantle Employee as against the best interest of Fremantle Group. A perceived COI can be as damaging to the reputation of the Fremantle Employee or Fremantle Group as an actual COI. Thus, both a COI and perceived a COI are treated as the same in this COI Policy.

b. Conflict of Interest related to family and personal relationships

Arises when a family member or close friend of a Fremantle Employee is engaged as an employee or otherwise to provide services (contractor, freelancer, intern, vendor or other) to the Fremantle Group. Such engagement could be permanent, temporary, full-time or part-time and working for any Fremantle Group entity regardless of department or division of the company. This extends to the bidding processes when looking for a new vendor, so a COI declaration should be submitted if the potential vendor is a family member or close friend.

c. Conflict of Interest related to external engagements

Arises when a Fremantle Employee is employed, engaged or otherwise involved in a business in addition to their employment or other engagement with Fremantle Group. Note that as part of Fremantle Group Policy:

- all outside employment or other work or engagements, for example engagement as a director, trustee, board representative or other work opportunity even if unrelated to Fremantle Group, must be disclosed and pre-approved in writing by the CEO or MD of the local Fremantle Group entity and the Fremantle Compliance Team
- Working for a competitor of Fremantle Group while employed at Fremantle Group is never permissible.

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d. Conflict of Interest related to personal investments

Fremantle Employees should not hold investments in third-parties except up to 5% in a public listed company. Any investment above this threshold or any other investment must be disclosed to and pre-approved by the Fremantle Compliance Team.

e. Conflict of Interest related to corporate opportunities

Arises when a Fremantle Employee, through their employment at Fremantle Group, obtains information about a business opportunity and takes advantage of the opportunity for their individual benefit or shares this information with a friend or relative so that they may benefit and/or profit from the use of such information (commonly known as 'Insider Trading').

In relation to RTL there is a closed period for Fremantle Employees who have access to RTL trading financial information prior to it being released publicly. Such closed periods must be adhered to and are subject to the RTL Dealing Code (Appendix 2) and Market Abuse Regulations.

f. Conflict of interest linked to received gifts, hospitality or entertainment (GHE).

Arises when a Fremantle Employee **gives or receives** gifts, invitations to corporate entertainment events or other forms of hospitality to/from a business partner or during the bidding and/or new vendor set up and/or selection process for a new business partner.

Fremantle Group understands that GHE can help build goodwill in a business relationship but can also create difficulty for the Fremantle Employee in remaining objective about the business partner with whom Fremantle Group are trading, especially if any GHE is unusually expensive or overly generous.

Therefore, before **accepting or providing** any GHE, all Fremantle Employees should declare their intention by submitting a GHE Declaration Form to the Fremantle Compliance Team in line with prescribed threshold of €300 or more. If uncertain of Fremantle Groups rules and restrictions for receiving or providing GHE, Fremantle Employees should refer to the **Fremantle Group GHE Policy (see Appendix 3)** or contact the Fremantle Group Compliance Team at compliance.team@fremantle.com

g. Conflict of interest linked to public officials

There are strict laws or regulations which prescribe the disclosure process of all public officials' association in and outside of their respective duty post. Association that may lead to invitation of gift hospitality an entertainment should be communicated immediately to the Compliance Team in accordance with the GHE Policy See Appendix 3 – Gifts Hospitality and Entertainment Policy.

Public official associations should be declared immediately via the COI declaration form without exception. The Compliance Team will review the declaration form and liaise with said employee to ensure all details related to the Public official association in line with their Fremantle role is properly understood. Where there is a COI or perceived COI the Compliance team will establish mitigating factors to ensure Fremantle's interest and integrity is protected. Fremantle reserves the right to refuse to engage in any business agreements whereby COI or perceived COI exist.

5. Conflict of Interest Declaration, Review and Register

Fremantle Group requires all Fremantle Employees to declare any COIs or perceived COIs. It is the responsibility of MDs, CEOs or other senior management of each entity within the Fremantle Group to ensure that all Fremantle Employees have access to the COI Declaration Form and complete it as required.

Fremantle has provided 2 ways for every employee to declare any COI. Electronically an annual COI questionnaire will be distributed to all Fremantle employees to identify any COI's and perceived COI's and complete the declaration form for the policy. Where the system may not be convenient, a paper version of the COI questionnaire and declaration form long side this policy will be required to be completed and submitted to the Compliance Team. Seen Appendix 4 – Conflict of Interest Declaration.

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A COI Declaration is a statement made by a Fremantle Employee when an actual or perceived COI arises whilst they are engaged by Fremantle Group.

When completing a COI Declaration, the Fremantle Employee should always:

- Apply the corporate values as defined in the RTL Code of Conduct (see Appendix 1)
- Use sound judgement
- Be transparent with all the information they provide
- Behave reasonably and with integrity
- Contact the Compliance Team if unsure how to answer the COI Declaration before submitting it

a. Fremantle Employees who must complete a COI declaration

All Fremantle Employees hired for a period of **3 continuous months or more** must complete a COI declaration:

- At the start of their contract with Fremantle Group
- By the end of Q3, in each year provided the Fremantle Employee has been or will be engaged continuously for 3 months or more by Fremantle Group.
- One-off occurrences of COI
- At the start of a production any Fremantle Employee with signing authority (such as Production Manager or Executive Producer) must submit a COI in all cases (even if engaged for less than 3 months by Fremantle Group).

b. Completing and submitting a COI Declarations

Fremantle Employees must complete their COI Declaration to disclose:

- any conflict of interest
- any perceived conflict of interest

In the event of a declaration of a conflict or potential conflict, the Fremantle Employee should provide as much detail as possible regarding the interest and/or activity to enable a full analysis of the potential conflict and to ensure that an informed decision can be reached by the Compliance Team and the correct mitigation procedures (if any) can be implemented by the Fremantle Employee and/or the local Fremantle entity. Guidance on information to be included on the Conflict of Interests Declaration Form can be found at Appendix 5.

c. Analysis of a COI Declaration

Once the COI Declaration is completed and submitted, it will be analysed by the Fremantle Group Compliance Team. If, after analysis:

- no anomaly is identified, the COI Declaration will be stored without further action.
- anomalies are identified, the COI Declaration will be forwarded to the local Fremantle CEO or MD and to the Compliance Team for review.

d. Review and final decision of a COI Declaration

The local Fremantle entity CEO or MD is responsible for contacting the Fremantle Employee and conducting an interview to understand the circumstances surrounding any COI as well as the potential processes that can be put in place to mitigate any COI or perceived COI.

The local Fremantle entity CEO or MD must liaise with the Fremantle Compliance Team for a final decision on the case. The Fremantle Compliance Team is responsible for making any final decision regarding the COI.

Once the Compliance Team has made a final decision on the COI, the relevant local Fremantle entity CEO or MD and the Fremantle Employee will be notified of the decision. The local Fremantle entity CEO or MD is then responsible for ensuring any decision made by the Compliance Team is enforced. In the event the local Fremantle entity CEO or MD disagrees with the decision of the Compliance Team regarding any COI, they may appeal to the Fremantle Group CEO or COO (or their designated representative) for a review of the decision.

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e. Conflict of Interest Register

The Fremantle Compliance Team will record all COI declarations on the COI Register. The COI Register also records any further assessment of a COI, any final decision on whether a COI should be acted upon and any appeal process. Access to the register will be limited to the Fremantle Compliance Team although information on the register may also be disclosed to other Fremantle Group management or Fremantle Employees as required. All personal data included on the COI Register will be held in compliance with GDPR and the Fremantle Privacy and Personal Data Protection Policy.

6. Declaration of one-off cases

COI or perceived COI might arise in the normal course of business, outside of the annual declaration exercise. Fremantle Employees are responsible for notifying their local Fremantle CEO or MD and the Compliance Team should any such COI or perceived COI arise. Notification should be made via the COI Declaration. Failure to seek pre-approval from the Compliance Team in respect of a COI may lead to disciplinary action up to and including dismissal.

7. Appendices

Appendix 1: RTL Group Code of Conduct



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Appendix 2: RTL Dealing Code



Dealing Code MAR -
version 3.0 final_04.07

Appendix 3: Fremantle Group Gifts, Hospitality and Entertainment (GHE) Policy



Gifts Hospitality and
Entertainment Policy

Appendix 4: COI Declaration Form



Conflict Of Interest
Declaration Final 18.0:

Appendix 5: Guidance for Completion of the Conflict of Interests Declaration Form



Guidance Notes For
Completing COI Decla