

CODE OF CONDUCT



PREAMBLE



Drawing on over one hundred years of experience in the production and distribution of motion pictures and the operation of cinemas, Pathé is today a major player in continental Europe and is also pursuing its development on the African continent.

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.

Pathé bases its activity on four core values: boldness, innovation, high standards and passion. These key values underpin the conduct of Pathé employees and executives and go beyond simple compliance with laws and regulations. This is why this code encourages individuals to behave with integrity and, in particular, in the event of doubt, to verify in advance whether their actions are appropriate and compliant.

Compliance with the rules and respect for one another form part of our fundamental principles, both with respect to our working environment and to our business relations.

I trust that you will demonstrate full commitment to the implementation of this code of conduct and that you will respect the zero-tolerance policy adopted by Pathé towards any act of corruption or influence-peddling.

I would like to thank each and every one of you for this commitment.

Jérôme Seydoux, Chairman

PURPOSE OF THE CODE

The purpose of Pathé's Code of Conduct is to formalise values that are already recognised within Pathé and that need to be clarified 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, both with respect to its working environment and to its business relations.

Broken down by subject, this updated Code of Conduct is intended to follow developments to French and international laws and regulations and to reflect the situations and circumstances with which Pathé may be confronted.

SCOPE

All employees, in all countries where Pathé is established, must comply with both applicable laws and this Code of Conduct and to contribute to its implementation in the day-to-day exercise of their work.

All employees must promote the principles of this Code of Conduct when dealing with Pathé partners, clients, suppliers, intermediaries, subcontractors, distributors and, if applicable, agents.

IMPLEMENTATION

Pathé acknowledges that a single document cannot cover all possible situations. All employees must therefore be aware of the principles, and, in the case of any doubt as to the compliance of their proposed actions, must rely on the available supporting tools or, depending on the situation seek the opinion of their line managers, the Legal Department, the Human Resources Department or the Compliance Officer.

When implementing this Code, employees may find it useful to ask themselves the following questions:

- Is this action authorised under the applicable regulations?
- Does this action comply with the Code of Conduct?
- What would be the consequences of this action (or what would be the consequences of a lack of reaction) in this case?
- Is this action free from personal gain?
- Would I be worried if others were informed of my decision? Would I be worried if I had to share my decision with colleagues? Would I be worried if I had to explain my decision to individuals external to Pathé?

(1) The term "Pathé" refers to Pathé SAS (société par actions simplifiée - simplified joint stock company) and all entities worldwide that are directly or indirectly controlled by Pathé SAS.

WHISTLEBLOWING COMPLIANCE@PATHE.COM

In addition to relevant contact persons, a reporting system has been implemented at Pathé. This Whistleblowing Procedure ensures all employees are able to report behaviour or situations that are in breach of the Code of Conduct or in breach of French or European regulations, in particular facts relating to the fight against corruption, fraud, discrimination and harassment.

Whistleblowers are guaranteed confidentiality and protection, provided they have acted in good faith and have not received any financial compensation for said whistleblowing.

This Whistleblowing Procedure is also available to some external stakeholders.

DISCIPLINARY SANCTIONS

An employee who acts in breach of the Code of Conduct will incur disciplinary sanctions (in each case adapted to the legal requirements of the relevant country in which such employee is based).

In particular, any breach of the provisions regarding corruption and influence-peddling in this Code of Conduct will expose the employee to disciplinary sanctions, in accordance with applicable statutory, regulatory and internal provisions.

LEGAL STANDARDS

Every action carried out by Pathé or its employees must comply with:

- Applicable legislative, regulatory and internal standards
- Proper accounting rules, including annual audits of the accounts and vigilance in matters of fraud

Pathé is guided by the principles set out in the Universal Declaration of Human Rights and the fundamental conventions of the ILO⁽²⁾.



(2) International Labour Organisation.

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WORKING ENVIRONMENT

Pathé carefully monitors the working environment of its employees and ensures that external companies carrying out services on site comply with applicable regulations and internal procedures. Many of Pathé's premises are also places where customers spend time and where Pathé offers high-quality products and services.

EMPLOYEE AND CUSTOMER HEALTH AND SAFETY

Ensuring the health and safety of its employees and customers is a daily priority for Pathé. Pathé complies with applicable regulations and appropriate procedures as advised by the relevant authorities in each territory.

Example

« An external company has arrived to carry out maintenance work at my premises. »

How should I greet them?

- An essential step when greeting teams that have come to carry out maintenance work is to remind them of the safety guidelines applicable to the premises.
- Any person working on Pathé premises must follow the safety guidelines as soon as they arrive on site.

RESPECTING EACH OTHER

HUMAN RIGHTS

One of Pathé's guiding principles is to respect internationally recognised human rights. This applies to all Pathé's activities and in all countries of the world where Pathé's is present. Pathé is guided by the principles set out in the Universal Declaration of Human Rights and the

fundamental conventions of the ILO pertaining to the freedom of association and collective bargaining, discrimination, forced labour⁽³⁾, child labour⁽⁴⁾ and the protection of health and safety at the workplace.

Pathé expects its suppliers and service providers to adhere to equivalent principles, to ensure that their own contractors comply with equivalent principles and to respect applicable regulations in matters of labour law and social protection.

Example

« A company has arrived to carry out maintenance work at my premises. One of the employees appears very young, uncomfortable and avoids any form of discussion. »

How should I react?

- Never allow a person to work without verifying that their age and situation mean that they are legally permitted to work.
- Seek the opinion of your line manager, the Legal Department, the Human Resources Department or the Compliance Officer.
- Employees are able to use the whistleblowing procedure to report any suspected violation of human rights. .

(3) Forced labour is work carried out under duress or threat.

(4) Child labour is work carried out by a person under 15 years of age or, for dangerous work, carried out by a person under 18 years of age.

RESPECTING EACH OTHER

DISCRIMINATION AND HARASSMENT

Pathé is committed to fighting any harassment experienced by its employees.

- Sexual harassment involves (but is not limited to) repeated, sexually explicit comments or behaviour directed at a person that either violate the person's dignity by being degrading or humiliating in nature or creates an intimidating, hostile or aggressive situation.
- Moral harassment involves (but is not limited to) repeated actions which aim at or result in a worsening of working conditions, which is likely to affect an individual's rights or dignity, impact the individual's physical or mental health or compromise the individual's professional future.
- Sexist actions involve (but are not limited to) behaviour focussed on a person's gender that aims to or results in violating such person's dignity or creating an intimidating, hostile, degrading, humiliating or aggressive environment.
- Pathé does not tolerate any form of moral or sexual harassment or sexist actions.

If you become aware of any such behaviour, please contact Human Resources and consult the relevant documentation distributed within your entity

DIVERSITY

Pathé strives to ensure that its cinemas are accessible to all its customers and to diversify its offering to respond to social issues.

Pathé believes that diversity is a source of richness and a performance driver, both of which are essential factors for its development. As such, Pathé has established a Diversity and Inclusion Policy.



Example

« Someone with a disability has applied for a position within my team. I am worried that his or her disability will prevent him or her from working as effectively as his or her colleagues. »

What reflexes should you have?

- Recruitment must be based on skills. A disability must never be an obstacle to employment, unless such disability incompatible with the position.
- The position may be adapted to accommodate a person with a disability.

BALANCE BETWEEN PRIVATE AND PROFESSIONAL LIFE

As an employer, Pathé is committed to ensuring private and professional life can go hand in hand, so as to improve quality of life at work and prevent psycho-social risks.

SOCIAL DIALOGUE

Pathé listens to its employees and, where a collective bargaining arrangement is in place, regularly conducts collective bargaining meetings. Information allowing constructive, good-faith negotiation is provided to employee representatives in such territories.

Employees may form or become a member of a trade union of their choosing without fear of intimidation or repercussions, without anti-trade union-based discrimination and without interference from Pathé.

Pathé and its managers are committed to ensuring that employees are able to freely express their opinion on their working conditions within the company.

CONFIDENTIALITY

DATA PROTECTION

Personal data is data which allows a natural person to be identified, whether directly or indirectly. This includes (but is not limited to) a person's last name, first name, phone number, email address, bank card number, etc.

Pathé sets out procedures for collecting and processing this data in accordance with applicable regulations on data privacy protection.

Example

« As part of my new festival project 'A Journey in Time', I want to ask my customers about their film genre preferences, where they like to sit, their preferences relating to advanced technology screens, their favourite times to go, their favourite drink and their family. »

What am I allowed to do?

- Collect only the data that is necessary to carry out the project. If the same result can be reached using less data, this additional data should not be collected.
- Contact the Legal Department to find out about the applicable procedures for collecting and processing data.
- For any questions relating to data protection, contact the Pathé Data Protection Officer.



CONFIDENTIALITY

PROTECTING PATHÉ INFORMATION

Pathé implements an information security policy to protect confidential information as well as information entrusted to Pathé by its customers and business partners.

In accordance with applicable legal requirements, Pathé discloses accurate accounting, financial and non-financial information.

All employees must do their utmost to maintain the confidentiality of this information in the office, when travelling and when working from home and must not disclose this information to persons external to the company.

All information relating to Pathé's strategy which has not yet been made public must be treated as confidential.

To learn more : please read the IT Charter.



Example

« During a business trip, I lost my mobile phone which contained confidential information. »

What should I do?

- Reminder : always lock devices, activate the PIN code required each time it is switched on and install security updates when available.
- Risk: The lost data may be able to be extracted and used for fraud.
- Inform the line manager, IT Support and the IT Department immediately.



Example

« I have to travel a lot for work and sometimes this means I have to read confidential emails in public spaces such as airports and train stations. »

What precautions should I take?

- Take the necessary measures to ensure that the information remains private. For example, by moving away from other people, limiting the use of your phone if there is a risk that a third person may be able to read your emails or overhear any conversations. Consider using a privacy screen protector.

Example

« I have been informed that Pathé is going to be making an adaptation of my favourite comic. I've been active on social networks for some years now where I share my passion for this comic world. »

Am I allowed to share this new information?

- No. Ensure that you do not disclose strategic information which has not yet been made public by Pathé.
- Announcements and other communication in the media and on external social networks may only be published by the authorised departments within Pathé.
- Personal publications made by employees must never contain confidential information or make statements in the name of Pathé.

Example

« I'm about to produce a brochure to celebrate the 20th anniversary of my cinema. I want to use photos to showcase Pathé films (posters and photos of the actors). »

What precautions should I take?

- Never use images without the right to do so.
- Contact the Communications team or the Legal Department to ensure compliance with the intellectual property rights of both Pathé and third parties.

ENVIRONMENT

Pathé is committed to reducing the environmental impact of its activities by:

- Developing a more efficient energy management system for its cinemas;
- Conserving resources and reducing waste;
- Measuring and reducing its environmental impact during filming.

Pathé places particular importance on the local impact of its activities.

Additional precautions and how to check the best practices put in place by Pathé: Pathé publishes a CSR report which provides stakeholders with information on the actions it has taken relating to environmental and social issues.

**CODE OF
CONDUCT**

**BUSINESS
ETHICS**

VARIOUS TYPES OF PROHIBITED BEHAVIOUR

DEFINITIONS

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 such person's 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 such person's 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 corrupting party: this is when a benefit is offered to a person / enterprise in the private sector / public undertaking or public authority, so that they or their organisation carries out or omits to carry out an act within the scope of its office or authority;

- passive where considered from the viewpoint of the corrupted party: this is when a person / enterprise in the private sector / public undertaking or public authority requests or accepts a benefit for carrying out or omitting to carry out an act within the scope of its office or authority.

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, irrespective of whether the benefit was effectively granted or accepted, and independently of whether or not the hoped-for act is carried out.

Example

« As part of the renovation of a cinema, I need to make applications for various administrative permits. One of the people I spoke to suggested that I carry out the renovation of his new flat and, in exchange, he would facilitate the current procedure. »

How should I react?

- Refuse any solicitation of this kind, which aims to corrupt.
- Apply the principles of the Code of Conduct and share these with the person you spoke to.
- Contact the Legal Department.

Influence-peddling:

Influence-peddling is a criminal act which is similar 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, when it involves 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 such person;
- Passive, when it is 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 beneficiary obtain benefits or favours of any sort from the relevant public authority(ies).



« A local councillor has contacted me to request free Cinépass subscription passes in return for helping me obtain the necessary permits for an extension to the cinema carpark. »

What should I do?

- This councillor is using the influence he or she has within the authorities to obtain an advantage.
- Never respond to solicitations such as these, which give rise to criminal and disciplinary sanctions.
- Apply the principles of the Code of Conduct and share these with the councillor.
- Contact the Legal Department.

GIFTS AND ENTERTAINMENT

Gifts, services and invitations (meals, invitations to concerts, sports events, etc.) offered or received from customers, suppliers or partners may be given or extended during the course of 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 are offered or received with the aim of influencing a decision or obtaining 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 to public officials or persons deemed equivalent, notably in order to obtain or speed up administrative formalities or procedures.

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

All employees must comply with the rules set out in the Gifts and Entertainment Policy for their entity.

Example

« The contract with my drinks supplier will soon be reaching an end. The supplier was given sufficient advance notice that the renewal of the contract would not be automatic as I planned to issue a call for tender. To give me the chance to discover its new products, the contact person at my current supplier phoned me to invite me and my partner to a professional trade fair abroad. The supplier offered to cover the costs of my transport and accommodation. The supplier also explained that it would be able to send a box of products to my home so that I could carry out a tasting session at my own convenience. »

What should I do?

- Before accepting a gift or invitation, you should carry out the following steps:
 - Consult the Gifts and Entertainment Policy for your entity.
 - Think about whether the nature of the gift / invitation is reasonable. Remember that a gift should be a reflection of normal business relations, should be delivered to your workplace and should not be intended for your partner or relatives.
- Refuse any gift or invitation which aims to help conclude or renew a contract, particularly when a call for tender is open.

FACILITATING PAYMENTS

Facilitating payments are payments, however small, offered or paid to an official to facilitate the obtaining of a service to which the payer is otherwise entitled. Such payments are prohibited. Payments to public officials are prohibited in all circumstances.

Example

« A customs official from a foreign country has contacted me to inform me that a cinema screen which had been ordered for the opening of a new cinema has been detained in customs at the port. Local regulations require additional formalities to be completed, which will require a processing time of at least two weeks. The official explained that if I agree to pay an additional amount in cash, the delivery would be able to leave the depot immediately. »

What should I do?

- Refuse to carry out this payment and report this incident to the line manager because:
 - The customs official has offered preferential treatment in exchange for money;
 - This incident involves facilitating payments which are strictly forbidden.

USE OF INTERMEDIARIES AND AGENTS

Pathé prohibits the hiring and use of the services of intermediaries or agents that are likely to lead to acts of corruption. Consequently, before calling on the services of such intermediaries or agents, verifications must be conducted 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.

Example

« I want to obtain funding to produce my next film. The body responsible for assessing applications has informed me that my application is not the best. A consultant has contacted me and assured me that if I chose him to help me carry out this procedure, he would help me obtain the funding as he knows the president of the funding body very well. »

Am I allowed to accept this proposal?

- No, because the consultant would be acting as an intermediary who would be using his influence within this body to obtain funding that would not have been obtained purely on the basis of your application.
- Corruption or influence-peddling is still deemed to have occurred even if the act of corruption is carried out by an intermediary.

CONFLICTS OF INTEREST

Pathé employees must always act in Pathé's best interests and avoid any situation where their personal interests (financial, political, professional or other), 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 make a fair and reasonable decision. Accordingly, all employees are formally prohibited from:

- Using their jobs 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 may obtain preferential treatment as a result.

Even if a situation of conflict of interest is not unlawful in itself, it may have harmful consequences for Pathé and may sometimes lead to corruption or influence-peddling.

Therefore, all Pathé employees must in all circumstances conduct themselves with integrity, and must, on finding themselves in a situation that may constitute a conflict of interest, inform their line manager or the Human Resources Department and refrain from engaging in any behaviour that might influence the judgement or choices of decision-makers, whether internal or external.

Example

« One of my friends wants to apply for a job at Pathé. If he gets the job, we will have to work together on some projects and so I will be involved in the recruitment process in advance of this. »

Does this constitute a conflict of interest?

- Yes, this is a conflict of interest. It is allowed to have a connection to a job candidate, however you should not be involved with the recruitment process.. Report this situation to the Human Resources Department so the necessary measures can be taken.

Example

« My sister is a sales manager for a cinema screen manufacturer. As part of my purchasing duties, I would like to get a quote from this company. »

How should I manage the assessment of this company's offer and select my future supplier?

- When confronted with a situation that is likely to constitute a conflict of interest, inform the line manager as soon as possible so that the necessary measures can be put in place, for example, assigning this matter to a colleague or making a decision collectively.

PATRONAGE AND SPONSORSHIP

Patronage is a manner of participating in social and cultural life and promoting 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 campaign must be subject to 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 relevant country.

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

Example

« I need to finalise the shooting schedule for a new film very quickly. I am waiting for authorisation from the mayor of a large city to be able to shoot in the alleys in the historic centre. The mayor called me to talk about a local sports club, which is very important to him and which is looking for sponsors. »

How should I react?

- Consult the Code of Conduct and read the list of prohibited actions.
 - Refuse to agree to giving a donation to or carrying out a sponsorship campaign with a third party for the purposes of influencing a public decision (or for the purposes of helping obtain a contract).
 - Remind the relevant person of the ethical principles in place at Pathé.

ACCOUNT AUDITING PROCEDURES

Pathé is subject to accounting regulations and requirements which require 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 accurate 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 management to generate exact and up-to-date financial information. Of course, payments made in a business relationship must only be in payment for a real service and in compliance with contractual provisions.

Example

« Upon receipt of a delivery by one of my usual suppliers, part of the order is missing. The supplier asks me to still sign the delivery slip and assures me that the rest of the order will be delivered during the week, without fail. »

What should I do?

- Risk: Knowingly signing incorrect invoices or delivery slips may be considered fraud.
- In this case, good practice is to refuse to sign the slip and ask the supplier for a delivery slip that corresponds to the quantities that were actually delivered.
- If you are unsure as to the supplier's intentions, contact your line manager and the Legal Department.

Example

« A few months ago, I forgot to record all the expenses I incurred during a business trip. When filling in the expense claim for another trip, I had planned to increase the value of some of the expenses as a way of including the expenses I previously forgot about. This would not increase the overall reimbursement total. »

What am I allowed to do?

- Never submit a falsified expense claim.
- An expense claim must accurately include all expenditure items which have actually been incurred for Pathé.
- Submitting an inaccurate expense claim is fraud and will result in inaccurate accounting documents being drawn up.

PROCEDURE FOR ASSESSING SUPPLIERS AND INTERMEDIARIES

The hiring of a new supplier, new service provider or new intermediary or the renewal of an existing agreement must be subject to prior verifications to check the skills and professionalism of the supplier, service provider or intermediary, as well as its technical and financial capacity and its reputation. This must then be integrated within 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.

In the event of conduct in breach of this code, a business relationship with a business partner may be terminated.

Additional precautions: consult your entity's procedure for assessing third parties deemed to be at risk.

INTERNATIONAL SANCTIONS

Pathé complies with the laws and regulations in force that are applicable to its activities as well as with applicable international sanctions. Such sanction programmes aim to prohibit or restrict the sale of goods, technology or services to certain states or to people or companies named on particular lists (for example, those named by the European Union).



Example

« *My business partner is located in a country affected by new international sanctions set out by the European Union.* »

What should I do?

- Contact the Legal Department immediately in order to assess, on a case-by-case basis, which sanctions are applicable to the activities and persons concerned.

REPRESENTATION OF INTERESTS AND TRANSPARENCY IN PUBLIC AFFAIRS

Pathé may have dealings with institutional stakeholders as part of its activities. Pathé may contribute its business sector knowledge and share insights into the consequences of government decisions. These interactions must be carried out in accordance with ethical principles, transparency and compliance with the applicable regulations.

Pathé does not support political parties, neither in France nor abroad.

Employees who engage in political activity should do so in a personal capacity, outside of working hours and not under the name of Pathé, in order to avoid any conflict of interests.

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 fair competition, while keeping the interests of its customers in mind.

All Pathé employees must refrain from any conduct that would infringe competition law.

Examples

- Do not enter into any agreement or hold discussions with a competitor concerning a pricing, customer-sharing or territory-sharing policy.
- Do not share confidential information with competitors.
- Refrain from sharing confidential commercial information at meetings of professional associations.
- Refrain from commercial practices intended to prevent a competitor from entering a new market.
- Do not interfere with the setting of prices by broadcasters of the films distributed by Pathé.

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

