

Anti-corruption and
influence peddling
measures

ANTI- CORRUPTION CODE OF CONDUCT

A FranceTV Publicité document

V02 – February 2019

CONTENTS

INTRODUCTION.....	2
PREVENTING CONFLICTS OF INTEREST	2
GIFTS, INVITATIONS AND TRIPS.....	2
FACILITATION PAYMENTS.....	2
PARTNERSHIPS	2
RELATIONS WITH BUSINESS PARTNERS	2
ACCOUNTING RECORDS AND TRACEABILITY	2
RISKS INCURRED.....	Erreur ! Signet non défini.
RAISING THE ALARM.....	Erreur ! Signet non défini.

INTRODUCTION

Why a Code of conduct?

In accordance with the provisions of its Ethics Charter, *France Télévisions Publicité* is committed to operating in an equitable and honourable manner, with total integrity.

It operates in compliance with the law on transparency, the prevention of corruption, and the modernization of economic activities (law no. 2016-1691 passed on 9th December 2016), known as the *Sapin II* Law. This law is intended, among other things, to counter the phenomena of corruption and influence-peddling, and requires the implementation of a programme of anti-corruption compliance. This Code of conduct is one aspect of that approach.

What is there in the Code of conduct?

It sets out the values and basic principles that *France Télévisions Publicité* is committed to adhere to in order to prevent corruption and influence-peddling. It stresses the responsibility of *France Télévisions Publicité* and its employees to fulfil its legal obligations and to avoid practices that fall short of the stipulated principles and may impact negatively on the reputation of *France Télévisions Publicité*.

What is corruption?

Corruption is generally defined as the use of reprehensible means with a view to influencing a decision-maker or to making said decision-maker breach his/her obligations.

Corruption may take two forms:

Active corruption: any undue advantage **offered or promised** to obtain from a third party, directly or through an intermediary, the accomplishment, delaying, acceleration, improvement, or avoidance, of an action within his/her remit, or facilitated by his/her actions.

Passive corruption: any undue advantage **requested or accepted** from a third party for the accomplishment, delaying, acceleration, improvement, or avoidance, of an action within ones remit, or facilitated by ones actions.

What is influence-peddling?

Carrying out any action (invitations, donations, gifts, promises or benefits of any kind) intended to compromise the objectivity and transparency of a decision-making process for the direct or indirect benefit of *France Télévisions Publicité* and/or of its partners.

Who does this Code apply to?

It applies to all employees, whatever their place in the hierarchy and their role, in any countries in which *France Télévisions Publicité* operates, in compliance with international standards and with local laws and regulations. The participation of all employees in upholding *France Télévisions Publicité*'s values and ethical principles will enable each of them to better carry out their duties and to safeguard the company's image and reputation.

It is designed to guide and assist employees as they take decisions in line with ethical principles in day to day situations for which they may find guidelines regarding the prevention of corruption to be of use. It also reiterates the importance of complying with the Ethics Charter, to which all *France*

Télévisions Publicité employees are required to adhere. In the event of a violation of this Code of conduct, the penalties arising from the company's disciplinary system shall be applicable. It should also be noted that corruption may result in the imposition of criminal penalties (which are detailed at the end of the document).

How is the Code of conduct used?

It must be kept to hand and regularly consulted for a better understanding of *France Télévisions Publicité*'s expectations regarding the prevention of corruption. It will help each employee to remain vigilant in situations that he/she encounters in the course of everyday activities and to deal with potentially risky situations.

If in doubt, any employee may consult his/her managers or indeed the managers in charge of ethics and business morality at *France Télévisions Publicité* in order to obtain clarification if difficulties arise in interpreting or applying the company's values and principles.

Principles to be applied

There is **Zero tolerance** of any form of corruption or influence-peddling, whether active or passive, by employees or stakeholders in *France Télévisions Publicité*.

Any action that may directly or indirectly lead to corruption is strictly prohibited, and may lead both to disciplinary sanctions and to criminal penalties for the company and the employee.

Any payment or receipt of illicit funds is prohibited.

France Télévisions Publicité has identified 5 situations that may arise in the course of its activities and present risks of corruption, and which call for vigilance by everyone in their activities. These are:



Preventing conflicts of interest



Partnerships



Gifts, invitations and trips



Facilitation payments



Relations with business partners

PREVENTING CONFLICTS OF INTEREST



cf. FTP Purchasing Policy

A conflict of interest situation arises when your personal interests or those of your friends or family interfere with your ability to carry out your duties in the interests of *France Télévisions Publicité* in an impartial manner, or at least give that impression (creating in such an event 'an appearance of a conflict of interest').

You must therefore make it known that you are in a situation liable to give rise to a conflict of interest (or to the appearance thereof). This enables the risk to be assessed and, if necessary, measures to be implemented to prevent such a conflict from arising.

Definitions

What is a conflict of interests?

A conflict of interests arises when an employee is (or appears to be) in a position to influence, by carrying out his/her duties, a decision (such as a recruitment decision, the awarding of a contract, etc.) from which he/she may gain personal benefit, or which may benefit other connected individuals such as friends or family members.

A conflict of interests leading to a biased decision may constitute an instance of corruption.

Here are some examples of situations liable to give rise to a conflict of interest.

If an employee:

- holds interests, directly or through an intermediary, that are liable to compromise his/her independence, in a company that is - or is liable to be - in competition with or in business dealings with one of the organizations in the group;
- accepts a gift, an invitation or a favour that is not merely symbolic and may leave him or her with the impression of being indebted to the party that gave it;
- has close personal relations with another employee of the group or a candidate for a position, and takes part in an assessment, a selection or an audit concerning this party;
- carries out an external activity or assignment that may influence his/her decisions or judgement with regard to his/her professional responsibilities for the group;
- takes part in a purchasing procedure involving a company with which he/she is connected, directly or via one of his/her friends or family members.

Takeaway point:

Any potential conflict of interests must be identified and reported to your line manager and/or to your HR department. You may contact the managers in charge of ethics and business morality at *France Télévisions* if you are in any doubt or have any queries in this connection.

PAR EXEMPLE...

A member of my family or one of my friends works in the same Department as me. What should I do?

You must declare this so that everything can be done to ensure that the assessments concerning him or her are carried out by someone else.

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

No, but you must declare the existence of this connection to your line managers, and must take no part at all in the purchasing process.

I am working on a project for a short programme that is going through the selection or development process. A member of my family is involved in this project. What should I do?

I will inform my line managers of this and avoid giving this project the green light without their express approval.

GIFTS, INVITATIONS AND TRIPS



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

We are entitled, on occasion, to give or receive invitations or gifts in the course of our day to day activities, with a view to fostering good professional relations. However, these practices may constitute or be seen as tending towards corruption unless they comply with the rules and principles laid down by *France Télévisions Publicité*.

Definitions

The term 'Gift' is used here to designate any form of payment, gratification, benefit, present or service given or received.

The term 'Invitation' is used here to cover any form of social event, entertainment (sports or cultural events, vacations, etc.), trips, accommodation or meals, given or received.

Operational procedures

France Télévisions Publicité applies procedures corresponding to its guiding principles and provides employees with approval thresholds and requirements in the area of registration in accounts.

Guiding principles

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

- comply with the applicable laws and procedures, and in particular the 'gifts and invitations' procedure put in place by my company (which strictly defines the conditions under which the provision or receipt of gifts or invitations is permitted);
- be given on behalf of the company;
- be approved before the payment of any sums or the provision of any items or services.

Key point

All gifts or invitations that are directly or indirectly provided must be duly documented and precisely recorded in the accounts of *France Télévisions*. They must comply with the rules contained in the internal procedures governing business expenses (in the case of lunch invitations for example, stipulations regarding documentation establishing the names of the guests, their positions and the companies concerned).

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 an invitation of considerable value, you cannot accept it as it may influence your judgement regarding future decisions, or appear to do so. If your line managers consider your presence at this trade fair to be necessary, your expenses will be covered by FTP.

A business partner of *France Télévisions Publicité* sends you a clear message that he is a great fan of the *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 should draw your contact's attention to the fact that this invitation could be seen as corruption and risk criminal proceedings against you.

It is however possible to go ahead with it, in compliance with the rules set out in the FTP 'Gifts and invitations' document. In other words, you should inform your line managers who will make a specific application to Head Office, which may or may not be given the go-ahead.

FACILITATION PAYMENTS

Facilitation payments are prohibited at *France Télévisions Publicité*, being viewed as acts of corruption under the main anti-corruption laws.

Definitions

Facilitation payments involve giving small amounts to public officials, in order to guarantee or accelerate the accomplishment of everyday administrative procedures or facilities for which the official concerned is responsible, in violation of the requirement that *France Télévisions Publicité* follow normal legal procedures without payments.

The use of facilitation payments may also be interpreted as an act of indirect corruption if these payments are carried out by a partner in the name of *France Télévisions Publicité*.

Guiding principles

What is expected of me?

- If you are invited to make a payment on behalf of the company, **you must always give consideration to the reasons for the payment** and check that the amount requested is proportionate in view of the products or services being provided.
- **You must always request a receipt** indicating the reason for the payment.
- When faced with a request from a public official for a facilitation payment, you must inform him/her that **you are required to inform your line managers of this request**, indicating the name of the person who made it.
- Inform your line manager or the managers in charge of ethics and business morality if you receive such a request.



FOR EXAMPLE...

A *France Télévisions* employee wishes to use a public location for filming purposes. In order to facilitate the process, may he offer the public official a small amount of money?

No, this would be a facilitation payment and *France Télévisions* operates a total ban on facilitation payments.

PARTNERSHIPS

France Télévisions Publicité may take part in initiatives involving partnership arrangements. These initiatives must not be used to obtain undue advantage in return for involvement. This risk is heightened if the events or shows covered by the partnership involve politicians or officials.

Definitions

A *Partnership* is generally defined as the provision of benefits (items, services or money) to cover all or some of the cost of initiatives carried out by an organisation or an individual, or taking place at an event, in exchange for tangible commercial advantages connected to these activities or for a positive corporate image for the sponsor.

All partnership arrangements must be covered by contracts.

Guiding principles

The direct or indirect financing of projects, foundations or associations of an educational, social, environmental, charitable, humanitarian or sporting nature in the form of partnerships or donations is authorized, provided the following conditions are met:

- compliance with local legislation;
- compliance with internal procedure, including the implementation of an appropriate assessment of the partner selected (in line with the principles governing relations with business partners), to be carried out prior to validation of the contractual commitment at the appropriate hierarchical level;
- transparency regarding their relevance, circumstances and accounting procedures;
- documentation of the execution of the partnership contract (for example, activity reports);
- formalized contractual document, including clauses relating to measures taken against corruption;
- reasonable and appropriate amounts paid, in view of the beneficiary and the purpose of the initiative.

Key point

France Télévisions Publicité never makes any contribution to political activities or parties¹.



FOR EXAMPLE ...

A charitable association in which I am personally involved asks me whether *France Télévisions* can provide free filming equipment in order to support its cause. Can I agree to this?

France Télévisions can support you in your public-interest initiatives if they are consistent with its corporate strategy. You must discuss this with your manager, who will consider whether the project is in line with *France Télévisions* strategy, but you must not under any circumstances make direct commitments on behalf of *France Télévisions*, or use or lend its equipment without authorization.

directors".

RELATIONS WITH BUSINESS PARTNERS

France Télévisions Publicité, in its relations with business partners, may be held liable for the faults of third parties acting on its behalf.

It is therefore necessary to act with the greatest vigilance before entering into contracts with these partners and to implement an assessment procedure before signing a contract with a third party. The objective is to ensure that our partners operate in compliance with the laws and regulations in force, in particular with regard to the prevention of corruption.

Dealing with high-risk partners

In the course of our activities, relating to programmes or to other operations, the employees tasked with concluding contracts with our business partners must display vigilance in order to detect in advance any parties that may fail to comply with our principles regarding integrity. This is crucial to preventing us from entering into business relations that may cause us legal difficulties. **This vigilance must be particularly heightened when these partners may be acting in our name.**

Our suppliers and subcontractors have an impact on our image and our reputation; for this reason, it is essential that they share and apply *France Télévisions* rules and principles, in particular with regard to the prevention of corruption.

The level of assessment to be carried out before entering into a contract with a partner depends on its risk profile. Sufficient knowledge must be acquired of the partner or intermediary to enable *France Télévisions Publicité* to assess the corruption risk that the intended partner or intermediary may represent.

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 will agree to it on condition that one of his friends is put in charge of carrying out another project. Can I make this commitment?

No. You must draw the producer's attention to the fact that this commitment could be seen as an act of corruption.

You must also inform your manager of the situation that you have come across.

ACCOUNTING RECORDS AND TRACEABILITY



cf. FTP Policy on expense accounts

Guiding principles

France Télévisions Publicité must keep financial records and put in place the appropriate internal checks enabling justification of the payments made to partners.

All employees must ensure that all their applications for reimbursement of the costs of invitations or gifts or other expenses incurred *vis-à-vis* partners are in compliance with our policies on expenses and specifically indicate the reason for the expenditure.

All accounts, invoices, memoranda and other documents and files relating to dealings with partners, such as clients, suppliers and business contacts, must be classified and retained with rigorous precision and thoroughness.

No transactions can be recorded in 'outside the books' with a view to facilitating or concealing illicit payments.

RISKS INCURRED

Any violation of the principles of this Code may result in the employee facing the disciplinary sanctions stipulated in the company's internal regulations.

Serious penalties are also stipulated in the *Sapin II* Law and in foreign laws with extra-territorial application.

For you, as an individual, the penalties may amount to ten years' imprisonment and a fine of 1 million euros, loss of civil rights, and a ban on carrying out the activity concerned for five years or longer;

For the company, the penalties may include a fine of up to 30% of its turnover and ten times the benefit gained from the violation, exclusions from a market, a ban on *France Télévisions* raising funds (through loans, etc.), and finally, serious damage to its reputation.

WHISTLEBLOWING



cf. FTV Procedure for raising the alarm

It is crucial that all employees are able to:

- recognize the actions that constitute, or may be seen as, breaches of the law and of this Anti-Corruption Code of Conduct;
- avoid breaking the law and contravening this Anti-Corruption Code of Conduct;
- report possible violations so that *France Télévisions Publicité* can investigate and, if necessary, rectify these actions.

If a *France Télévisions Publicité* employee realizes or suspects that an action is about to take place, or has taken place, that violates the laws, regulations or principles set out in this *France Télévisions Publicité* Anti-Corruption Code of Conduct, he/she may report the incident using the procedure for whistleblowing.

France Télévisions Publicité will investigate all alleged violations and will implement remedial and disciplinary measures that it deems reasonable and necessary to protect the company, its employees and its representatives.

Protection for whistle-blowers

If a whistle-blower acts impartially and in good faith, *France Télévisions Publicité* guarantees that there will be no disciplinary action or reprisals of any kind against him/her. This guarantee is applicable even if the accusations subsequently prove to be inaccurate, or if no action is taken in response to the whistleblowing.

If whistleblowing has occurred in bad faith or malicious accusations are made, disciplinary measures may be imposed or legal action taken.

Contact point:

You can report a concern to the contact point at *France Télévisions* by connecting to the platform at the following address: <https://alertefrancetelevisions.fr>