

BRIBERY PREVENTION POLICY



Doing business with integrity and transparency

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Our Bribery Prevention Policy sets out our anti-bribery principles first. This is then followed by sections with specific measures for various higher risk transactions that need to be implemented to ensure compliance.

It is up to each and every local company to set up the necessary systems so that these measures are embedded in day-to-day business.

We ask all employees, as well as freelancers, consultants and anyone else acting on our behalf, to help prevent bribery and corruption and stay up-to-date with the latest training.

At the end of this document, you'll find FAQs, definitions and forms – including an acknowledgement form to be signed after reading this and to be returned to your local HR department.

For the purposes of this document, 'we' means 'Endemol Shine' and 'you' means everyone working for us, whether an employee, freelancer or contractor.

1 OUR PRINCIPLES

We aim to do business with integrity and transparency and to comply fully with the anti-corruption laws of the countries we do business in.



WHAT IS A BRIBE?

A bribe is something of value given to improperly influence 'business' actions or decisions and gain unfair advantage – and it isn't always in the form of money. 'Something of value' can also mean a favour (such as employing a family member or making a donation to someone's favourite charity) or over-the-top hospitality.

We don't allow any form of bribery and corruption, whether offered, solicited, given or accepted – directly or indirectly.

WHAT IS A BRIBE? (CONTINUED)

There are two types of bribery:

Public bribery

Bribing a government official. Examples are giving or promising money or something of value to influence a government official to grant a licence or permit or stop a scheduled tax audit. Laws are really strict about this and a gift or hospitality that's fine for a private party may be illegal in this case. Even a small gift can be illegal in some countries.

A government official doesn't have to be someone working in the civil service; it could also be someone employed by an organisation such as a public broadcaster, a member of a royal family, or even an airline pilot if they work for a state-owned airline. (You can see the definitions at the end or else check with the Group Compliance Officer.)

We don't allow what's known as 'speed', 'grease' or 'facilitating payments' to government officials to expedite or to secure the performance of a routine governmental action. (Published and lawful fees to entities, rather than individuals, aren't prohibited by this policy.) If you have questions about whether an expediting fee to an entity is allowed, please check with the Group Compliance Officer before making the payment.

Commercial bribery

Bribing a private party, such as an employee of another company or agent by inducing or rewarding them. For example, a kickback (when an amount of money already paid, or due, is given back as a reward for favourable business arrangements) or a gift to a procurement manager of another company to persuade them to buy goods or services.

How should you deal with a bribery issue?

If you suspect any violation of this policy, or have any questions, please contact the Group Compliance Officer. You can also contact them, or your supervisor, if you've a general enquiry or want to raise concerns, lodge complaints or report incidents.

We will treat any information, including your identity, as confidential. However, by law, it may be necessary to disclose information and for witnesses to come forward.

We don't allow retaliation against anyone who reports a suspected violation of this policy in good faith.

If you're forced to make a payment in a situation where the health or safety of an employee is threatened, please report this as soon as possible to the Group Compliance Officer.

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GIFTS & HOSPITALITY

We don't allow soliciting or for anyone to accept or offer hospitality or a gift – even a small one – that might be seen as having an improper influence and being a form of bribery. If this happens, please report it to your supervisor and then to the Group Compliance Officer.

These guidelines cover giving and receiving hospitality and gifts to and from third parties. Anything of significant value must first be approved by designated individuals. (This policy does not apply to any gifts or hospitality given by one of our subsidiary companies to individuals working for the Endemol Shine Group.)

All approvals, pre-approvals and advice need to be in writing. We reserve the right to adjust or disallow reimbursement requests that aren't compliant under this policy.

If you are ever in doubt about anything, please contact your Head of Legal or the Group Compliance Officer.

GIFTS & HOSPITALITY (CONTINUED)

Things to consider

In general, the first thing you need to work out is whether the gift or hospitality is appropriate. For example, consider:

- The value
- Who it is that's giving or receiving (and if they're a government official)
- Whether they've the authority or ability to make or influence a decision (especially if it might influence our business interests)
- Frequency and timing
- The type of gift or hospitality, and if it's appropriate to the culture/geographic region in which it's given
- If the gift or hospitality might be seen as improper or an attempt to influence
- The relationship between the person receiving and person giving
- If the gift or hospitality is allowed under local law and complies with our business codes.

What to avoid

Gifts cannot be given to US government officials. For government officials in other countries, please check with the local Head of Legal and also make sure everything is in line with this policy.

Cash gifts, cash equivalents, or gifts that can easily be converted to cash should never be given.

Expense limits

Whoever incurs the gift or hospitality expense is responsible for making sure it's reasonable and in line with this policy. It's also their responsibility to monitor the cumulative value given to any third party over a year.

If limits need to be exceeded, please get pre-approval as detailed below. The local finance department must keep a list of these cases, which is linked to accounting records.

Please contact the local Managing Director or local Head of Legal if you're unsure about anything.

If you're uncertain, think how the 'gift' might appear to the other person's boss. Would the recipient be allowed to have it? Would their integrity come under question?

GIFTS & HOSPITALITY (CONTINUED)

Table of hospitality and gift expense limits:

CATEGORY / RECIPIENT	GOVERNMENT RELATED INDIVIDUALS	INDIVIDUALS WITH NO GOVERNMENT RELATION
Hospitality – per attendee & event	EUR 150	EUR 300
Gift – per occasion	EUR 100	EUR 100
Gift – cumulative per year	EUR 250	EUR 250

Documentation needed

If you're responsible for a gift or hospitality, please keep a record of the following information and send it to the local finance department once the cost is approved:

- Name of recipient and the third party (and if they're a government-related entity or government official)
- Business purpose
- Description of the hospitality or gift
- Receipt or invoice.

Each local company must keep a record of all approvals and supporting documentation.

Getting approval

Always get pre-approval if in doubt or if expenses are paid directly by the local company.

If costs are lower than those in the table above, please get approval from your line manager – you can do this after they've been incurred.

If costs exceed these limits, please get approval first from the MD. In exceptional circumstances – or if costs exceed EUR 1,000 (or local currency equivalent) per attendee – you need approval from the Group Compliance Officer.

What about extraordinary circumstances?

If there's absolutely no way you can get pre-approval, the MD may approve expenses -providing the gift or hospitality is in line with this policy. However, you must report the expenditure within five working days.

Receiving gifts & hospitality from a third party

Before doing so, please check if the gift conflicts with our Code of Conduct, or could influence business decisions, or if the cost is more than EUR 300 (or local currency equivalent).

If so, please get advice from the local finance department/ local HR. If the cost exceeds EUR 1,000 or the local currency equivalent, please contact the Group Compliance Officer.

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SENSITIVE TRANSACTIONS

Some transactions frequently involved in bribery schemes are known as ‘sensitive transactions’. Although these are usually completely above board, it’s always wise to double check to deter potential bribery.

SENSITIVE TRANSACTIONS (CONTINUED)

Where to get advice

If you're responsible for a sensitive transaction, this table will help you work out what to do and where to get advice. If you – or the finance department – have any doubts or uncertainties, please ask the Group Compliance Officer.

SENSITIVE TRANSACTION TYPE	HOW TO TREAT AND GET APPROVAL
Cash payments	Please read the relevant section.
Gifts and hospitality	Please read the relevant section.
Use of company assets for the benefit of third parties	Treat as hospitality and read the relevant section.
Travel arrangement provided to third parties	Treat as hospitality and read the relevant section – unless the travel arrangement is explicitly agreed in a third party contract.
Charitable and political donations	Restricted matter under the Opco Authorisation Policy – please see it for details.
Sponsorships	Restricted matter under the Opco Authorisation Policy – please see it for details.
Licenses, permits, regulatory clearances	If the cost related to licence, permit or regulatory clearance exceeds EUR 50,000 or the local equivalent, please get prior written approval from the Group Compliance Officer.
Lobbying	Before initiating any lobbying activities, please get prior written approval from the Group Commercial Officer.
Amendments to contract	If the amendment results in a refund or discount paid to bank account that is different to the one from which the funds were originally received, please get approval from the International Operations representative.
Agency fees or Consulting fee in connection with a consultancy agreement or a series of consultancy agreements with the same person totaling over EUR 20,000 in a calendar year	Please see the section on third party interaction. Also, if the agent or consultant is used in a country with increased bribery risk country or contracted by a subsidiary in an increased bribery risk country, then prior approval from the International Operations representative is required. Countries with increased risk of bribery are listed on the following page.

SENSITIVE TRANSACTIONS (CONTINUED)

Documentation needed

If you're responsible for a sensitive transaction, please clearly mark the sensitive transaction category on supporting documents that you give to the local finance department. Finance must keep track of all sensitive transactions, either in the accounting or by keeping a list of sensitive transactions. Finance can't pay out unless you've followed the approval requirements listed in the table above.

Finance must also keep a record of any cheques paid out and clearly link the cheque number to the person and goods/service it was issued for.

The subsidiary must keep a record of all approvals and supporting documentation.

Countries with increased bribery risk

Our definition is that countries with increased bribery risk are those scoring below 50 points on the 2014 Transparency International Corruption Perception Index. The table to the right lists subsidiaries in countries with increased risk of bribery. For transactions relating to other countries, please check the Index's website.

SUBSIDIARY COMPANY	COUNTRY	CPI 2014
Endemol Argentina S.A.	Argentina	34
Estudio Mayor S.A.	Argentina	34
Endemol BA Holding SA	Argentina	34
Underground Producciones S.A.	Argentina	34
Endemol BA Productions Hub SA	Argentina	34
Endemol Globo S.A.	Brazil	43
Endemol Brasil Produções Ltda	Brazil	43
Endemol Colombia S.A.S	Colombia	37
Shine Latin America SAS	Colombia	37
Endemol Egypt Productions SAE / Ltd.	Egypt	37
Endemol India Private Limited	India	38
Ink Pen Media Private Limited	India	38
Logline Production Private Ltd	India	38
Endemol Italia S.p.A.	Italy	43
Mediavivere Srl.	Italy	43
YAM S.r.l.	Italy	43
MadDoll Srl	Italy	43
Endemol Kenya Ltd	Kenya	25
Endemol Middle East Productions SAL	Lebanon	27
Endemol Malaysia Entertainment Group Sdn. Bhd.	Malaysia	52
Endemol Mexico, S.A. de C.V.	Mexico	35
Endemol Nigeria Limited	Nigeria	27
Endemol (Beijing) Culture Media Co. Ltd	China	36
Endemol Peru S.A.C.	Peru	38
JSC WeiT Media	Russia	27
LLC WeiT Ship Films	Russia	27
LLC WeiT Falcon Content	Russia	27
Endemol South Africa Holding (Pty) Ltd.	South Africa	44
Endemol South Africa (Pty) Ltd.	South Africa	44
Endemol Medya Produksiyon Ticaret Limited Sirketi	Turkey	45

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CASH

We aim to reduce the risk of bribery-related payments. This section defines the required procedures and controls for disbursing and receiving cash, and gives guidelines on using cash funds.

CASH (CONTINUED)

Cash disbursements and expenditures

Try to limit the use of cash as much as possible. Use a credit card, debit card or any other form of electronic based transfer instead. Cash should not be used to shortcut invoicing arrangements with vendors or circumvent the subsidiary company's accounts payable process.

All cash payments must be made according to our business codes and policies in this document.

All expenses must be documented in an expense form and approved by your line manager.

Petty cash funds

Petty cash funds should only be established after approval by the Finance Director.

The subsidiary company needs to:

- Hold cash securely
- Reimburse or advance cash to employees only when requests are approved by their Line Manager and documented according to this policy and any local rule
- Ensure cheques aren't cashed from petty cash
- Reconcile petty cash funds at least quarterly
- Implement appropriate segregation of duties for custody, book keeping, reconciliation and approvals

Cash advances

If you need a cash advance, please get pre-approval from your line manager. You'll need to fill in a cash advance approval form with the following details:

- Your name, signature and date
- Approver name, signature and date
- Reason for the advance

Cash disbursements needing written pre-approval

Please get written pre-approval from your local Finance Director for any of the following cash disbursements:

- Directly to, or for the benefit of, a government official or an employee of a state-owned or state-controlled entity
- Employee compensation
- Hotel and airline travel expenses
- Charitable donations
- Political contributions
- Event sponsorships
- Hosting or entertainment, unless the entertainment is not more than EUR 100 (or local currency equivalent) per person.

CASH (CONTINUED)

Getting reimbursed

All cash expenditures must be supported by the original receipts. Reimbursements without receipts are only allowed if you've written pre-approval from the subsidiary company's Finance Director. Any cash transaction over EUR 5,000 needs prior approval from the Group Compliance Officer.

Please give receipts to finance as soon as possible, and no later than thirty days.

Cash receipts

Any cash receipts from customers, vendors or any other third party of over EUR 10,000 should be deposited into a bank account as soon as possible and must not be used for anything else.

INTERACTING WITH THIRD PARTIES

We must conduct all business interaction with third parties (including, but not limited to, court cases, inspections, obtaining governmental reports or certifications) in compliance with relevant laws and our business codes and policies.

We also require all third parties acting on our behalf (for example, agents) to comply with relevant laws and our business codes and policies. Any bribe paid by a third party acting on our behalf could be seen as a bribe conducted by us. Please be aware of the potential risks associated with using third parties and take care before engaging them. All transactions must be approved in line with our authorisation policies.



INTERACTING WITH THIRD PARTIES (CONTINUED)

Documentation needed

With any interaction with a third party, please provide the relevant information in the subsidiary company's purchase order, contract copy or in a cover sheet if:

- The third party is a government-related entity or a state-owned enterprise
- The third party is an agent. If so, please make a due diligence report (see sample report below)
- There's a potential conflict of interest between you and the third party. If so, please report the measures mitigating the conflict of interest (see report template below)
- The third party requires payment outside of territory where service or goods will be completed. If so, you'll need a declaration from them to say they'll comply with tax rules in the territory of service or goods delivery
- The third party is in a territory with increased bribery risk, or the transaction will be completed in a territory with increased bribery risk.

What about third party transactions over EUR 10,000?

For any third party transaction of more than EUR 10,000 applying to the points above, you'll need prior approval from the local Head of Legal, or, in their absence, the International Operations Representative.

And for all third party transactions of more than EUR 10,000, please provide the following details in writing, for example as a purchase order, contract, tax resolution or otherwise. If the purchase order or contract doesn't have room for these details, please list them on a cover sheet:

Third party identification including tax number

- Payment details, e.g. bank account details, or beneficiary name in case of cheque
- Nature of the transaction, including territory
- Value of the transaction.

Approvers' responsibilities

Approvers need to review the required documentation and evaluate the potential risk for bribery. If they conclude on, or suspect, an intention to bribe or an increased risk of bribery, they must contact the Group Compliance Officer.

Specific measures for agents

Approval of an agent is limited to the type of service(s), geographical area(s) and spend amount authorised by the local Head of Legal.

Please make sure that third party employees acting on our behalf undertake our anti-corruption compliance training before the contract is executed.

Please also ensure that the agent's representatives certify in writing that, to their knowledge, the agent will fully comply with the governing laws, rules and regulations and that the agent will refrain from giving anything of value to government officials, political parties or candidates, or private parties to obtain or retain business or gain any improper advantage. This should be done once a year at least.

INTERACTING WITH THIRD PARTIES (CONTINUED)

Retaining records

All documentation and third party training records, signed forms and annual representation must be retained and filed in line with local retention requirements. Any information obtained orally must be recorded in a written memo or e-mail as soon as possible and kept with the vendor documentation.

Contracting

Please ensure that anti-bribery clauses are included in contracts with any agents, consultants and third parties that are high risk. Clauses should state that they have not – and will not – be involved in giving or receiving bribes, or other corrupt conduct, within the contract’s context, and that the subsidiary company can terminate the contract if the clause is violated.

7 DUE DILIGENCE REPORT FOR AGENTS

Ownership/Management

Name, address, and trade names:

Owner:

Shareholders:

Principal officers, directors, and employees:

Are any owners, shareholders, or other key personnel of agent (or any affiliated entity) government officials or have connections (family, business, or otherwise) with government officials?

Reputation/References

Who recommended this agent?

References

(preferably from U.S. or European companies) and references' views on the agent's integrity (preferably confirmed in writing)

Copy of commercial register entry and trade reference:

Published press reports concerning the agent's past activities:

DUE DILIGENCE REPORT FOR AGENTS (CONTINUED)

Compensation

How was the compensation amount determined?

Is the proposed compensation contingent on achieving a successful result?

Capabilities

Physical facilities:

Number of employees:

Relevant industry and technical experience:

Reviewed by Head of Legal

Signature

Name

Date

1 WHAT IS THE PURPOSE OF THE BRIBERY PREVENTION POLICY?

This Policy sets forth the Endemol Shine's (the 'Company's') policies and procedures (together, the "Policy") on anti-bribery and anti-corruption. Although this Policy sets out guidelines that are a benchmark for all conduct, such a policy cannot cover all situations that you may face. Accordingly, if you have questions or concerns about a specific situation, you should seek advice from the Group Compliance Officer.

2 WHO IS REQUIRED TO COMPLY WITH THIS POLICY?

The Policy applies to every director, officer, and employee of the Company and its subsidiaries. You should also understand that this Policy may be updated from time to time, and that you may receive updated policies in the future from the Human Resources Department or other authorised personnel.

3 WHAT SHOULD I DO WHEN I RECEIVE THIS POLICY?

You should read it carefully, make sure you understand each part and comply with all policies and procedures herein. When you have read and understood this Policy, you should sign the Acknowledgement Form at the end of this Policy and return it to your Human Resources department.

4 IF IT COMES TO MY KNOWLEDGE THAT THERE COULD BE A VIOLATION OF THE POLICY, WHAT SHOULD I DO?

The proper procedure is to report the suspected violation to your supervisor (if they are not involved in the complaint) or directly to the local or Group HR representative or the Group Compliance Officer. You should not keep the information to yourself or attempt to investigate a suspected violation.

5 WHAT INFORMATION SHOULD I PROVIDE WHEN I REPORT A SUSPECTED VIOLATION?

You should provide as much detail as possible including incidents, dates and people that are involved. You should avoid making general, broad and sweeping statements. Although you may report incidents anonymously, it will be valuable if you can also provide your name and the names of those who can give the Group Compliance Officer further assistance. This will enhance the chances of a successful investigation.

6 WHAT HAPPENS IF I REPORT A SUSPECTED VIOLATION?

The Company's senior management will promptly investigate the report. We will make every effort to treat any information, including your identity, as confidential. The Company does not permit retaliation against anyone who in good faith reports a suspected violation or lodges a complaint.

7 WHAT SHOULD I DO IF I AM ASKED TO DO SOMETHING THAT I THINK VIOLATES THE POLICY OR IS ILLEGAL?

First, you should discuss your concerns with your supervisor. If you are not comfortable doing so, you should report it to the Group Compliance Officer.

8 IS IT PERMISSIBLE FOR A SENIOR MANAGER TO WAIVE COMPLIANCE WITH THE POLICY, EITHER WHOLESALE OR ON AN AD HOC BASIS FOR SPECIFIC SITUATIONS?

A senior manager may not waive compliance with this Policy. To the extent any exceptions are requested with regard to gifts, entertainment, or due diligence of third parties, these should be raised with Group Compliance Officer, who has the authority to approve exceptions.

9 WHAT ARE POSSIBLE CONSEQUENCES OF VIOLATION OF THIS POLICY?

Failure to comply with anti-bribery laws could have significant negative consequences, both for you and for the Company. Apart from reputational damage, it can result in millions of dollars in fines against the Company and can subject you and management to prosecution, criminal fines, and imprisonment for individuals. Additionally, violations of this Policy can result in disciplinary action by the Company, including termination of employment.

10 DEFINITIONS

Agent

Any third party acting for or on behalf of the Controlled Entity including sales representatives, commission-based distributors, consultants, joint venture partners, business partners or other representatives.

Bribe

When something of value is given to improperly influence business actions or decisions or to acquire an improper advantage.

Conflict of interest

A situation in which a person or organisation is involved in multiple interests (financial, emotional, or otherwise), one of which could possibly corrupt the motivation of the individual or organisation.

Consultant

Any professional practice who gives advice or services within a particular field.

Controlled Entity

All consolidated and controlled companies within the Endemol Shine Group.

Gifts

Includes, but are not limited to, anything of value, such as cash, discounts, favorable terms on any product or service, free or discounted services, prizes, transportation, use of vacation properties, stocks or other securities, home improvements, tickets, jewellery and gift cards/certificates. For example, providing a third party with tickets to an event that will not also be attended by an employee of the Endemol Shine Group accompanying the third party would be considered a gift rather than a hospitality expense for purposes of this Policy. Donations or contributions made at the request or for the benefit of a third party also may be considered a gift.

Government official

For the purposes of this policy, any of the following should be considered to be a government official: (i) an employee, official, contractor or representative of a government-related entity or any department, agency or instrumentality thereof, (ii) a person holding or performing the duties of an appointment, election, office or position under a law, custom or convention of a country, (iii) a person in the service of a government, including members of the military, police or civil service, (iv) a member of the legislative, administrative, executive, judiciary or magistracy, (v) an officer, employee or contractor of a public international organization (e.g., United Nations, World Bank), (vi) political parties, party officials or any candidate for a political office, (vii) members of a royal family, or (viii) family members and relatives of any of the above.

Always keep in mind that “government-controlled” may be widely interpreted (e.g. an entity in which the government has less than a majority ownership interest, or does not have management control, may still be considered “government-controlled”).

Also keep in mind that someone who would not normally be a government official in one country may very well have that status in another country. For example, airline pilots, medical doctors and media professionals may be considered Government Officials for the purpose of anti-corruption laws, if the airline, hospital or media outlet they work for is state-owned or controlled.

If there is any doubt as to whether or not an entity is “government-controlled” or whether a person is a Government Official, consult the Group Compliance Officer for further guidance.

DEFINITIONS (CONTINUED)

Government-Related Entity

Any government agency, body, or state organisation, including subdivisions thereof or entities acting on behalf of such entities. This includes, but is not limited to military, police, medical organisations, public transportation, public international organisations (e.g., United Nations or World Bank), governmental tax authorities or permitting agencies and political parties, as well as organisations that may have full or partial government ownership.

Hospitality

Any socialisation associated with a business purpose. Examples of such hospitality may include: hosting a third party (i) for a meal or drinks to discuss company business, (ii) at a business-related conference, (iii) at a theatrical or sporting event, or (iv) on a visit to a set or production facilities.

Individual

A person responsible for the company's relationship with the third party and in particular is responsible for obtaining all necessary information about the third party and documenting in accordance with the rules set out in this policy.

Kick-back

When an amount of money already paid, or due, is given back as a reward for favourable business arrangements.

Something of value

This can be money, a favour (such as employing a family member or making a donation to someone's favourite charity) or over-the-top hospitality.

State-owned enterprise

Includes any entity created by a government in order to partake in commercial activities on the government's behalf. A State-Owned Enterprise ("SOE") can be either wholly or partially owned by a government and is specifically identified to participate in commercial activities, including, but not limited to, television stations and media outlets.

Subsidiary, subsidiary company or local company

A consolidated and controlled company within the Endemol Shine Group.

Third party

Any individual, company, organisation, or entity that sells or purchases goods or services to or from the local company. Includes clients, customers, vendors, distributors, agents, government officials, and any other person outside the Endemol Shine Group.

11 YOUR ACKNOWLEDGEMENT FORM

So that we can promote a work environment that respects integrity, honesty and professionalism, we ask you to read this document carefully, then complete, sign and return it to your local HR department.

I have received a copy of the Company's Bribery Prevention Policy. This policy outlines certain responsibilities that I have to the Company. I have read and understood the policy, and I will comply with it.

I will consult with the Endemol Shine Group Compliance Officer if any questions arise regarding the matters discussed in this policy or if I suspect any violation of this policy.

Reviewed by Head of Legal

Signature

Name

Date
