

# CODE OF ETHICS



LE GROUPE



A large media group such as the TF1 Group, with daily viewership in excess of 30 million television and internet users, has a considerable societal impact. That is why we must be aware of this special responsibility, and be proud of it.

Being a major media Group also has its requirements: respect for intransigent ethical values, an essential condition for the confidence of our public, our customers, partners (producers, advertisers, etc...) and our shareholders and investors.

Ethics must be the driving force behind our actions and guide our company choices in all circumstances, even in periods of change and transformation, because there can be no “sustainable” company that is not ethical.

The quality of the information produced and broadcast on all media formats, the compliance of our programmes with the commitments made to the community, our individual behaviour such as loyalty and being exemplary are the key challenges for our societal impact and our role in creating a social bond.

Ethics must be everyone’s business, and apply in every circumstance, whatever our functions and responsibilities. They are not a constraint, but a state of mind which must guide our actions on a daily basis, from the simplest to the biggest commitments: if you are in any doubt, feel free to talk to your supervisor or your colleagues.

To achieve these objectives, our Group must rely on a rigorous practice of individual and collective responsibility and I invite you to this now more than ever.

A handwritten signature in black ink, consisting of a stylized, cursive script that is difficult to read but appears to be the name of the signatory.

GILLES PELISSON  
Chief Executive Officer

# CONTENTS

I. ETHICS & GOVERNANCE .....	6
1. Respect for law.....	6
2. Respect for persons .....	6
3. Higher interests of the group .....	7
4. Intra group relations .....	7
5. Protection of assets.....	8
6. Communication and information - Loyalty towards shareholders .....	8
7. Financial transactions - Accounting.....	9
8. Internal control.....	9
9. Quality .....	10
10. Conflicts of interest.....	10
11. Corruption .....	10
12. Political activity .....	11
13. Institutional relations.....	11
14. Commercial actions - Relations with clients, suppliers and partners .....	11
II. OTHER THEMES OF CORPORATE SOCIAL RESPONSIBILITY .....	14
15. Dialogue with stakeholders .....	14
16. Societal responsibility related to the content produced and broadcast.....	14
17. Contributions to charitable activities - Patronage .....	14
18. Social responsibility.....	15
19. Environmental responsibility.....	15
20. Responsible procurement .....	15
III. IMPLEMENTATION OF THE CODE OF ETHICS AND ALERTING .....	17
21. Implementation of the Code of Ethics.....	17
22. Professional alerting in the Group .....	17
1. CONDITIONS OF ADMISSIBILITY OF ALERTS: REMINDER.....	21
2. RECIPIENT OF THE ALERT .....	21
3. TERMS OF REFERRAL .....	21
4. CONTENT OF THE ALERT: STATEMENT OF THE FACTS: .....	21
5. ELEMENTS OF PROOF-DOCUMENTATION.....	22

## CODE OF ETHICS OF THE TF1 GROUP - 2019

6.	ACKNOWLEDGEMENT OF RECEIPT .....	22
7.	GUARANTEE OF CONFIDENTIALITY.....	22
8.	THE RIGHTS OF A PERSON TARGETED BY AN ALERT/CNIL.....	23
9.	HANDLING OF THE ALERT .....	23
10.	FOLLOW-UP OF THE ALERT – COMPLETION OF THE PROCESSING .....	24
11.	DISTRIBUTION OF THE PROCEDURE .....	25
12.	REMINDER OF THE LEGAL PROVISIONS .....	25
13.	ENTITY RESPONSIBLE FOR THE PROCEDURE.....	25

### Preamble

The Code of Ethics of the Group calls on each executive or employee to respect professional ethics set out in the form of "principles of action" which must inspire the behaviour of the executive or employee in all circumstances and in all countries.

These principles of action are not only the result of moral considerations or rules of law. They are not limited to the necessity to respect the law. They seek to promote integrity and exemplary professional behaviour under all circumstances.

Some of the themes that are considered major are detailed in the Compliance Programmes.

The objectives of the code will however only be achieved through reflecting on each person's sense of responsibility. The Code cannot recall or complete all the laws and regulations, conventions or internal reference guides that govern the activities of the companies and employees of the TF1 Group. Neither can it address all of the situations with which the executives or employees may be confronted in the framework of their activities.

In fact, there are numerous situations that have not been covered by laws, regulations or other external or internal standards. In this case, the principles of respect, equity and honesty should govern each person's conduct. It is up to each person to examine these situations in the light of these principles.

Each employee must therefore exercise reflection, good sense and judgement.

The company in which an executive or an employee exercises his or her activity may have enacted specific rules to better comply with the laws, regulations or obligations that govern its activity. This code does not replace them. However, it is up to each company of the Group to develop internal rules that are suited to its business and to transpose the principles defined in the Code of Ethics and the Compliance Programmes as much as possible.

Should this code turn out to be incomplete or lack precision in certain situations, should an employee feel any uncertainty or doubt about the conduct to adopt when faced with a specific situation, he or she is invited to consult with his or her supervisor and/or legal or human resources department, or the people in charge of sustainable development.

The employees, the legal or human resources departments, or the people in charge of sustainable development can also refer to and consult the Head of Ethics of TF1 about any situation or question relating to ethics. Furthermore, the Head of Ethics of the TF1 Group will submit the guidelines and general questions in the field of ethics to the Ethics, CSR and Patronage Committee of the board of directors.

The Head of Ethics also has a mission to ensure the proper functioning of the alerting procedure defined by this Code. He or she is appointed by the Board of Directors after the opinion of the Ethics, CSR and Patronage Committee.

# I. ETHICS & GOVERNANCE

## 1. Respect for law

The Group<sup>1</sup> and its employees respect the laws and regulations of all of the countries in which they exercise their activities. Each employee avoids actions and behaviour that could lead him or herself, other employees, the company or the Group into an illicit practice.

While not everyone can be expected to be a specialist in the legislation applying to his or her profession and responsibilities, each employee shall acquire sufficient knowledge of the rules of law applicable to his or her business, whether it is located in France or in a foreign country.

This minimum knowledge must allow him or her to determine the time when it becomes necessary to seek the advice of the hierarchy, legal departments and human resources, as well as possibly Group counsel.

Strict compliance with the rules of law in matters of corruption, competition, stock

market regulations and embargo is absolutely essential. The same applies to respect for the rules relating to respect for human rights and fundamental freedoms, to work and employment, to hygiene and safety and the protection of personal data, as well as to the protection of the environment which require particular vigilance.

Due to the special nature of its business, the TF1 Group is also subject to specific laws and decrees, as well as to the convention signed with the Conseil supérieur de l'Audiovisuel, in appendix to its authorisation to emit terrestrial frequencies. Top ranking among these texts are the law of 29 July 1881 on the freedom of the press and law no. 86-1067 of 30 September 1986 relating to the freedom of communication.

## 2. Respect for persons

The management of human resources, the leadership of TF1 Group employees, as well as the relations between employees are based on principles of

---

<sup>1</sup> In this Code of Ethics, the term "employee" refers to all of the executives and employees of the companies of the TF1 Group which means the company TF1 SA and all the companies and entities under French and foreign law "controlled" directly or indirectly by the company TF1 SA (hereinafter "Entity of the TF1 Group"). The notion of "control" has the same meaning as in the combined provisions of articles L 233-3 and 233-16 of the Code of Commerce and includes, accordingly both "de jure control" and "de facto control". When a company or entity is the

subject of "joint control", the principles set out in this Code of Ethics also rightfully apply to said company or entity. The companies or entities over which a company or entity of the TF1 Group only exerts "significant influence" is not part of the TF1 Group. However, the companies or entities of the TF1 Group shall seek to ensure that the activities of these companies or entities are conducted with respect for similar or neighbouring principles to those set forth in this Code of Ethics.

mutual trust and respect, with care being given to treating one other with dignity.

The Human Resources Charter of the Group is the reference that guides each employee in his or her everyday acts.

The TF1 Group means to apply a fair human resources policy that is compliant with the law. In particular, it refrains from any discrimination based on an illicit motive.

Any psychological or sexual pressure, pursuit or harassment is prohibited.

Each person respects the laws relating to the respect for the private life of employees, including those governing computer files.

The TF1 Group places the quality of life at work and the prevention of psychosocial risks among its priorities.

Ensuring and strengthening the safety and security of employees in the exercise of their activities is an ongoing concern.

### 3. Higher interests of the group

In all circumstances, the conduct of employees is fair and inspired by the interest of the Group. The quality of its image and the reputation of its programmes, its services or of its products are the conditions for its development and sustainability.

Everyone shall refrain, in particular, from any act of denigration vis-a-vis the employer company or the TF1 Group.

Employees of the Group are careful to ensure that special attention is given to the protection and the profitability of investments made by the shareholders of the Group.

The satisfaction of viewers, advertisers, clients and all of our partners or stakeholders (producers, authors, etc.) is a primary objective of the Group. The confidence of our partners, viewers, clients and advertisers is acquired and maintained through respect for their rights and the constant concern to only make commitments that can be upheld, and to respecting them.

### 4. Intra group relations

When several companies of the Group come together to establish business relations between themselves, they observe the loyalty due to external clients, suppliers or partners with the same vigilance. In the interest of the Group, they implement every measure to prevent disputes. In the case whereby a dispute could not have been avoided, a fair solution is sought, each being invested with a spirit of conciliation, transparency and good faith.

More generally, any employee, while he or she is required to watch over the interests of the company in which he or she exercises his activity, is also aware that the higher interest of the Group commands each person to ensure the quality and the proper conduct of internal relations, regardless of the field concerned: contracts concluded in the normal course of business, commercial or financial relations, along with and particularly in the field of human resources, for example intra-Group mobility.

## 5. Protection of assets

Each person ensures the integrity of the assets of the Group. These are not only the fittings, buildings or intangible property identified and defined by law. They also include economic rights to works, copyright, intellectual and artistic property rights, neighbouring rights and the ideas or the expertise developed by employees of the Group. The lists of clients and sub-contractors or suppliers, the market information, technical or commercial practices, commercial offers and technical studies, all data or information to which employees have access in the exercise of their duties are part of the heritage of the Group. These elements are subject to protection. This duty shall continue to exist notwithstanding the departure of the employee.

No funds, no property of the Group, is used for illicit purposes or purposes with no relationship to the activities of the Group. Therefore, the facilities, materials, funds, services and, in a general way, the assets of the company are not used for personal purposes. It is particularly reminded that works which fall under intellectual, industrial and artistic property (cinematographic, audiovisual, musical works, etc...) to which TF1 employees have access are protected works whose use or reproduction in any format is strictly prohibited, even for broadcasting inside the company, except for strictly professional needs and subject to respecting all of the rules in force in the company.

Similarly, each employee is responsible for the use he or she makes of the tools of the company when exercising his or her duties within the TF1 Group. This use is governed by "the rules relating to the use of the information and communication technologies (NTIC)" contained in the appendix to the internal rules of procedure.

## 6. Communication and information - Loyalty towards shareholders

Group communication seeks transparency and reliability. Its aim is to enable partners and employees of the Group to be thoroughly informed of the activities of the Group.

The Group means to provide sincere and quality information, in particular to its shareholders and to financial markets.

Good management of the Group requires that everyone, regardless of the level at which he or she intervenes, be vigilant with the utmost rigour about the quality and the accuracy of the information that he or she transmits inside the Group.

Therefore, it is up to each employee to maintain professional discretion and to ensure that he or she does not disclose confidential information that he or she possesses due to his or her duties or incidentally due to the fact of belonging to the Group inside or outside the Group. Special vigilance is paid to information relating to the results, the forecasts and other financial data, to acquisitions and transfers, to new products, to expertise or techniques, to commercial offers, as well as to information relating to human resources. This duty of confidentiality shall continue to exist notwithstanding the departure of the employee.

Similarly, only persons duly empowered by their duties within the TF1 Group, can perform acts of communication vis-à-vis the outside. Under this title, relations with the media, investors, financial analysts, public bodies and regulators are exclusive to certain executives and to specialised departments (communications management, financial management,

general secretariat and legal management).

The notoriety that exercising certain functions in the Group confers and the media exposure of specific employees of the Group impose the requirement that these duties of reserve and restraint be especially observed. With respect to this, it is reminded that the status of TF1 as a media concern confers special responsibility on the personnel in charge of information related to the ethics of their profession, in accordance with the law of 1881 on the freedom of the press and the convention signed with the CSA.

### **7. Financial transactions - Accounting**

The operations and transactions which are carried out by the Group are recorded in a sincere and faithful manner in the accounts of each company, in accordance with the regulations in force and internal procedures.

Under this title, accounting records require accuracy and honesty.

Similarly, any transfer of funds requires special vigilance, particularly with regard to the identity of the recipient and the reason for the transfer.

It is reminded that shares in the company are admitted to trading on the NYSE EURONEXT regulated market and this listing implies strict compliance by TF1 S.A., its executives and employees concerned, with stock market regulations in force, through awareness-raising or training if the employee wishes and when this is necessary.

Dissemination of financial information and transactions that employees perform on the stock markets, whether they are transactions carried out due to their duties or personal transactions on listed securities of the Group, respect the laws and regulations that govern financial activities. It is reminded that the dissemination of inaccurate information, the communication and use of privileged information, along with market manipulation, are subject to criminal sanctions.

In particular, it is up to every employee to ensure the confidentiality of any non-public information that might influence the price of TF1 shares, until it is published by authorised persons. Employees refrain from performing transactions on TF1 shares until such time as this information has been made public.

The act of using this information for personal profit, directly or indirectly, or allowing a third party to perform a stock market transaction is prohibited.

In case of doubt or a question, each person, in particular those in possession of privileged information may consult the Head of Ethics of the Group to ensure compliance with the ethics and rules in force on the exercise of stock options or of any transaction on securities issued by a company of the Group.

### **8. Internal control**

The promotion of ethics inside the TF1 Group, the fight against corruption and fraud, the respect for the right to competition and the rules relating to embargoes are important themes of the Reference guide to risk management and internal control of the TF1 Group. Regular monitoring of the application of the principles of internal control related to

ethics is performed in the TF1 Group through the implementation of mechanisms for self-assessment provided by the Reference guide to internal control.

Furthermore, the internal audit departments of the TF1 Group check, as part of regular missions or specific missions, that the operations of the TF1 Group are conducted in compliance with the principles of this Code of Ethics and the Reference guide to internal control of the TF1 Group.

Each person contributes to internal audits and controls with concern for transparency and honesty, so that any deficiency or significant weakness can be identified and corrected.

Any obstruction of the proper execution of the controls and audits, whether they are performed by internal services or the statutory auditors, as well as any concealment of information within this framework, is prohibited.

### 9. Quality

Quality is a strategic concern of the TF1 Group.

The companies of the TF1 Group must treat their clients with honesty and fairness. They are convinced that client satisfaction ensures the sustainability of the company. Employees and each of the companies of the TF1 Group encourage quality contact and ensure constant improvement in the quality of products and services by being attentive to health and safety in the use of the proposed products.

The technologies and processes implemented take into account requirements relating to quality, safety, the environment, contracts and regulations.

These requirements are also taken into account in the choice of suppliers and sub-contractors.

### 10. Conflicts of interest

With regard to their duty of loyalty vis-à-vis the Group, employees undertake not to exercise, directly or indirectly, an activity which would put them in a situation of conflict of interests with the company, and in particular not to have an interest in or invest in a business, whether it be a client, supplier or competitor of the Group, if this investment is of a nature to affect their behaviour when performing their duties within the Group.

In accordance with the rules in force in the company, if required every employee provides the TF1 Group with the useful information to allow verification that compliance with the absence of a conflict of interest is observed.

No employee will accept a mission or outside work proposed by a supplier, client or competitor that may affect his or her performance or judgement when performing his or her duties in the Group.

The specific nature of professions within audiovisual production, audiovisual communication and information will be taken into account, subject to transparency.

Conflicts of interest are avoided with the help of everyone's good sense and personal conscience.

### 11. Corruption

Acts of corruption are totally contrary to the values of the Group and to the ethical principles to which it adheres.

The negotiation and execution of contracts must not give rise to behaviour or acts that could be qualified as active or passive corruption, or complicity in influence peddling or favouritism. It is recalled that committing these offences through intermediaries, commercial agents or consultants may incur the liability of the person commissioning with the same severity as acts that he or she would have committed directly.

In accordance with the OECD Convention on the fight against corruption of 17 December 1997, the corruption of foreign public officials, under all its forms, is prohibited.

### 12. Political activity

The TF1 Group, respectful of the commitments of its employees who, as citizens, participate in public life, must maintain an attitude of political neutrality, in particular in the framework of its media activity, respecting the pluralism of currents of expression. With regard to this, it is reminded that the TF1 Group is subject to a specific obligation of respect for pluralism in the expression of currents of thought and opinion in the framework of its convention with the Conseil supérieur de l'Audiovisuel (article 7).

In 2017, the TF1 Group put in place a mechanism that allows them not to be at a disadvantage if they are candidates in an election or when they exercise a political mandate.

Therefore, all employees exercise their freedom of opinion and political activity outside the employment contract at their own expense and in an exclusively personal manner. With respect to this, they cannot morally engage the Group or one of its entities in these activities, or communicate about their membership of the Group in the framework of their

political activity. Similarly, no assets of the group may be used for political activities.

The contribution of a business to financing political parties or the activity of elected representatives or candidates is strictly prohibited in France.

In other countries, such contributions are permitted and/or subject to legislation. The general policy of the TF1 Group is not to contribute, directly or indirectly, to the financing of parties or politicians. Should it appear in a country that a company cannot adopt civic behaviour that is different from that which is generally accepted and in practice, any contributions made respect local legislation, are accounted for and receive the prior written agreement of the senior executive of the donor company. In any case, they are limited to the most reasonable amounts in practice in the country and they do not seek to promote a particular interest.

Any employee participating in the framework of his or her political activities in decisions of a State, a public authority or a local community must pay particular attention to the risk of a potential conflict of interest and refrain from taking part in a decision that interests the TF1 Group or one of its entities.

### 13. Institutional relations

The TF1 Group may contribute to discussions and reflections on the drafting or the application of a law, a regulation or a public policy by giving its opinion or by providing its technical expertise.

### 14. Commercial actions - Relations with clients, suppliers and partners

The companies of the group deal with their clients and suppliers with honesty and fairness, regardless of their size and condition.

Professions in audiovisual communication and the commercial actions of the Group arising from them, in France as well as internationally, are exercised with respect for the regulatory and legislative framework specific to each country. With regard to this, companies and subsidiaries of the Group must comply with the specific rules that govern their commercial activities in the specific audiovisual communication and media market, regardless of the country in which they exercise their activities.

The companies of the Group will only find advantages from fair and open competition. The employees and the companies of the Group conduct any commercial action or any purchase by following the principle of fair competition, and by prohibiting any agreement or behaviour that could be qualified as anti-competitive practice, especially taking into account the specific nature of professions in audiovisual communication, of the sale of advertising space and the management of intangible rights which the TF1 Group holds.

Competition law is by nature complex and changing, as are the administrative, criminal and/or civil sanctions that may be inflicted. Accordingly, employees must seek legal advice in case of doubts or questions.

Employees refrain from offering or granting to third parties any acts of indulgence, favours or services, pecuniary or otherwise. In particular, promising or handing over gifts or free services is prohibited, unless as usual acts of courtesy or hospitality, or as token or minimal gifts. More generally, the sales approaches comply with the legislation applicable to the activity concerned and remain within the limits of the most

reasonable customs in the profession or in the country where they being performed.

Support given by agents, consultants or intermediaries in commercial matters may be necessary in sectors in which the implantation of the TF1 Group is reduced or because of their skills. Recourse to these intermediaries is justified only as part of this framework and only if the services provided are real, lawful and necessary. Their remuneration is in relation to these services and payments, in accordance with the terms and conditions of their contract, entered into with respect for internal procedures.

The executives of the companies concerned shall be vigilant about the framework for this use and the services actually carried out by the intermediaries, in compliance with the applicable rules

Employees do not accept, directly or indirectly, to receive any payment, gift, loan, entertainment or advantage of any kind from anyone engaged in a business relationship with the Group. Only customary acts of courtesy or hospitality are acceptable, business meals or other events corresponding to the most reasonable customs in the country or the profession, as well as gifts other than financial ones, once their value is low and if such a practice is consistent with customary practice. Everyone should ask himself or herself whether such a gift or advantage is lawful, whether it is likely to affect their action within the Group and whether the giver will think that the employee has been compromised. The hierarchy is informed of any solicitation or offer of particular advantages that may have been proposed to an employee.

Finally, fraud, namely any action or omission committed with the intention to deceive (falsification, concealment, lying, etc.) both internally and vis-a-vis third parties, is unacceptable and totally contrary to the values of the Group. Every

employee respects the highest standards of honesty and sincerity in all circumstances vis-a-vis its co-contractors and its clients, in particular about the nature, quality, quantity and composition of the proposed products and services.

## II. OTHER THEMES OF CORPORATE SOCIAL RESPONSIBILITY

### 15. Dialogue with stakeholders

The Group encourages the development of a respectful and constructive dialogue with all of its stakeholders, contractual and non-contractual. The development of a close relationship with the public must allow every person to interact with the Group if he or she so wishes. This key element of the policy of communication is part of the public relations department and ombudsman services, but is also based on each person's attention to answering every question, or transferring it to the service in question, once the solicitation is not commercial in nature. In particular, any request for employment should be sent to the Human Resources department for a response.

### 16. Societal responsibility related to the content produced and broadcast

Each one of the employees of the Group who contributes to the manufacture of programmes contributes to respecting the commitments made to the community: the compliance of the programmes with ethical commitments, including the quality

of the information broadcast on the stations of the Group, the diversity of programmes and representations on offer, their inclusive and non-discriminatory nature, the promotion of solidarity, of social relations and awareness of major environmental issues, in a constant effort to dialogue with all of the public.

### 17. Contributions to charitable activities - Patronage

The TF1 Group actively participates in the support of a number of charitable associations through its stations with: dedicated programmes, free advertising slots offered by TF1 Publicité and the thematic channels, payment of winnings from games and cash donations.

Contributions to charitable activities and acts of corporate philanthropy are authorised if they genuinely serve a cause of general interest or contribute to citizens' action as defined by the Group or its entities. Acts of sponsorship may serve either the general and social interest of the company, or be part of its usual sales

activity, respecting the principles of the Code of Ethics.

the preservation of the environment and natural resources into account.

### 18. Social responsibility

The Group means to comply:

- With the principles of the Universal Declaration of Human Rights of the United Nations;
- With the fundamental conventions of the International Labour Organization, in particular in matters of forced labour or child labour;
- With the principles of the United Nations Global Compact.

Signatory to the Diversity Charter, the TF1 Group also received the Diversity Label in December 2010 and in April 2018. This label recognises the compliance and effectiveness of the Group in the area of equality of treatment and prevention of discrimination in terms of recruitment, career management, training, communication and relations with clients and service providers. Agreements with trade union bodies have been signed on four themes (generation contract, diverse origins, professional equality between women and men, integrating and maintaining people with disabilities in employment). An alert cell is in place. All of the texts, internal rules of procedure, agreements and mechanisms are at the disposal of all employees.

### 19. Environmental responsibility

In application of the principles of continuous improvement based on concrete actions, the entities of the Group, in their strategy and their processes, take

In particular, the Group is a founding partner of the collective Ecoprod, which offers tools for the measurement of and reduction in the carbon footprint of audiovisual shoots, for the use of internal productions as well as external ones.

In its headquarters, the objective of the Group is to achieve the best standards in terms of environmental protection. Management of water and energy consumption, management of waste and toxic substances and the quality of the indoor air are subjects of common concern to all employees of the Group. Reducing and sorting waste are efforts in which employees are particularly involved according to the arrangements put in place by the Senior Management of General Affairs.

### 20. Responsible procurement

The TF1 Group develops a responsible procurement policy that aims to integrate all suppliers into an approach of social responsibility. The four lines of actions are the following: recourse to suitable companies as soon as possible, "green" purchases, criteria related to sustainable development and diversity in the specifications and evaluation of the CSR initiatives of suppliers.



# III. IMPLEMENTATION OF THE CODE OF ETHICS AND ALERTING

## 21. Implementation of the Code of Ethics

Each entity of the Group must implement this Code of Ethics by taking into account the constraints and specificities of its activity or its geographical location.

Each executive or employee who joins one of the entities of the TF1 group is given a copy of the Code of Ethics or has access to the Code of Ethics on the company Intranet.

Respecting and applying the rules contained in this code of ethics is an obligation for all employees according to their duties and responsibilities.

To this effect, each person must be vigilant on a personal level, and also with his or her entourage, within his or her team or with respect to persons placed under his or her responsibility in order to contribute to its implementation.

## 22. Professional alerting in the Group

When an employee is faced with an ethical problem, he or she shares it with his or her direct or indirect hierarchical superior or with the senior management of the company in which he or she is working, within a period that allows the latter to offer relevant advice or take the appropriate decision.

It is the responsibility of a hierarchical superior and senior managers of a company to help employees resolve the difficulties they may be facing. In case of doubt, the legal or human resources departments are consulted, as well as possibly external counsel.

No penalty measures may be taken against an employee who reports a breach of the rules of this Code in good faith and in a selfless way.

Each employee may use the professional alerting mechanism of the TF1 Group, to

report, in a selfless manner and in good faith, facts of which he or she has had personal knowledge and which fall within the scope of the alerting mechanism of the TF1 Group. The professional alerting mechanism of the TF1 group is governed by the following rules.

### Scope of the alerting mechanism of the Group

The scope of the alerting mechanism was expanded in 2017 and now concerns:

- any crime or offence;
- any serious and flagrant breach of law or a regulation, of a treaty or an international convention ratified or approved by France. It may be a unilateral act of an international organisation taken on the basis of a treaty or an international convention ratified or approved by France;
- a threat or serious prejudice to general interest.

In particular, it integrates the following areas:

- corruption and influence peddling (in particular any behaviour or situation contrary to the rules contained in the Anti-Corruption Compliance Programme);
- irregularities in accounting matters;
- irregularities in stock market matters;
- a breach of the rules and standards in matters of competition and embargoes;
- the existence or the occurrence of risks relating to serious violations of human rights and fundamental freedoms, health and safety of persons, as well as the environment resulting from the activities of the Group or those of its sub-contractors

or suppliers with which it maintains an established commercial relationship.

Facts, information or documents, regardless of their form or format, covered by National Defence secrecy, medical secrecy or lawyer client privilege are excluded from the alerting regime of the Group. However, as an exception, infringement of a secret protected by law may be considered using the alerting mechanism to the extent that such a disclosure is necessary and proportionate to the safeguarding of the interests in question, if it takes place in the framework of the alerting procedure and if the person issuing the warning is a good match for the criteria defining a whistle blower.

### Persons concerned by the Group alerting mechanism

Any employee of a company of the Group may use the Group alerting mechanism. This right to alert is also open to external or casual collaborators (for example, interim staff, trainees, staff of a subcontractor or service provider) with the exception of alerts relating to the existence of conduct or situations contrary to the Anti-corruption Compliance Programme that are exclusively reserved for employees of the companies of the Group.

All employees may be the subject of an alert. However, some employees are more particularly susceptible to be targeted in the following areas:

- Corruption: Executives, managers and employees in the procurement, projects, works, general services, IT, sales and marketing departments.

- Accounting irregularities:  
Executives, managers and employees of the consolidation, accounting, treasury and finance departments.
- Stock market irregularities:  
Executives, managers and employees of the treasury and finance departments and, more generally, all employees liable to be in possession of privileged information, including employees who have been declared insiders.
- Irregularities in the field of competition:  
All employees
- Human rights and fundamental freedoms:  
All employees

### Triggering the Group professional alerting mechanism

Use of the alerting mechanism is optional. It should only be triggered in observance of the applicable laws and regulations, and insofar as the whistle blower is selfless and acting in good faith, and he or she has personal knowledge of the alleged facts. The fact that an employee refrains from using the alerting mechanism cannot result in any consequences for him or her.

Compliant use of the mechanism, even if the facts go on to prove to be inaccurate or do not lead to any further proceedings, will not expose the whistle blower to any disciplinary action or discriminatory measure of any kind. However, misuse of the mechanism leaves the whistle blower open to disciplinary sanctions, as well as, where appropriate, to prosecution.

### The recipients of the Group professional alerting mechanism

The data and information are transmitted by the person issuing the alert to the Head of Ethics of the Group<sup>2</sup>. To this effect, the Head of Ethics of the Group is bound by an increased obligation to confidentiality.

However, as an exception, when the employee is faced with a situation which he or she believes goes beyond the framework of the Business line, he or she may refer to the Head of Ethics of the Group<sup>3</sup>, who is also bound to an increased obligation to confidentiality.

### Collecting and handling the alert

The procedure for collecting and processing the alert appears in appendix 1 of this Code of Ethics.

Alert processing in matters of workplace violence has been established in consultation with the staff representatives and is the subject of a specific procedure detailed in the internal rules of procedure of the companies of the TF1 Group. Triggering the alert is not an obstacle to the implementation of the specific procedure for handling workplace violence.

### The rights of persons targeted by a Group alert

Any person targeted by an alert is informed by the recipient of the alert as soon as the data that concerns him or her is recorded, in a computerised way or not. He or she can access it and request that

---

<sup>2</sup> He or she is the reference person as foreseen by the applicable regulations.

<sup>3</sup> He or she is, in this case, the reference person as foreseen by the applicable regulations.

data be corrected or deleted should it be inaccurate, misleading or obsolete.

When protective measures become necessary, in particular to prevent the destruction of evidence relating to the alert, the person targeted by an alert is informed of this after the adoption of such measures.

The following information in particular is provided to any person targeted:

- a copy of these rules which govern the alerting procedure of the Group,
- the facts with which he or she is accused,
- the eventual list of departments to which the alert may have been sent,
- the means by which he or she may exercise his or her right to access and rectification,

The person targeted by the alert may in no case obtain communication of the identity of the person who has issued the alert.

---

HEAD OF ETHICS

**Jean-Michel COUNILLON**

GENERAL COUNSEL OF THE TF1 GROUP

EMAIL: JML@TF1.FR

## APPENDIX

# PROCEDURES AND RULES FOR COLLECTING AND PROCESSING ALERTS

### 1. CONDITIONS OF ADMISSIBILITY OF ALERTS: REMINDER

Any reporting of an alert must be carried out in a disinterested way and in good faith. The whistle blower must have had personal knowledge of the facts or acts being revealed or reported in the framework of the alert.

### 2. RECIPIENT OF THE ALERT

The recipient of the alert is the Head of Ethics of the TF1 Group. He or she is the referent as foreseen by the applicable regulations.

Exceptionally, when the whistle blower considers that the situation goes beyond the framework of the TF1 Group, he or she may refer to the Head of Ethics of the Bouygues Group instead of the Head of Ethics of the TF1 Group.

### 3. TERMS OF REFERRAL

Any alert must comply with the following terms:

- **Form:** The alert will, in principle, be sent by letter, by e-mail or via the dedicated platform<sup>1</sup>, for the attention of the recipient of the alert and to that person alone (see table in appendix).

However, if the alert is made by phone or during a private interview with the alert recipient, said alert shall, if nothing prevents this, be confirmed in writing.

For the sake of confidentiality, any alert sent by e-mail must meet the requirements of the table in appendix.

- **Purpose:** the letter or e-mail must clearly indicate in the subject line that this is the reporting of an alert.

- **Identity of the whistle blower:** the alert (letter, e-mail, etc.) will indicate the contact details of the whistle blower to allow their identification, as well as an exchange between the whistle blower and the recipient of the alert (last name, first name, employer, position, personal address, e-mail, telephone numbers, etc.).

### 4. CONTENT OF THE ALERT: STATEMENT OF THE FACTS:

The whistle blower will expose the facts and information that are the subject of the alert accurately and objectively. The wording used to describe the nature of the reported facts reveals their alleged character.

Only elements in direct relation with the areas which fall within the scope of the alerting mechanism and which are strictly necessary to operations of verification will be taken into account. Data that does not satisfy these criteria will be destroyed.

Under the hypothesis whereby the whistle blower considers that it is useful to target one (or more) physical individual(s) in the framework of the alerting, he or she proceeds in the following way in order to respect the confidentiality of the identity of the person(s) who may be referred to:

- if the alert is sent by e-mail, it will only be sent through a secure e-mail or via the dedicated platform<sup>1</sup>;
- the whistle blower on all occasions (except in the framework of handling the alert) shall refrain from mentioning the alert and especially the contents of the alert or the names of the person(s) referred to.

(1) The dedicated platform will be online in 2018 and accessible at the following URL address:  
<https://alertegroupe.bouygues.com>

### 5. ELEMENTS OF PROOF-DOCUMENTATION

The whistle blower provides the documents or data, regardless of their form or format, of a nature to support the alert, when such elements are in his or her possession.

These can be simply mentioned in the alert letter or e-mail and then made available to the recipient of the alert within a short period of time.

Any data provided in the framework of the implementation of the alerting mechanism that does not fall within the scope of the alert, will be destroyed or archived without delay by the alert recipient, unless the vital interest of the company concerned or the physical or moral integrity of its employees is in play.

### 6. ACKNOWLEDGEMENT OF RECEIPT

Upon receipt of the alert, the alert recipient shall inform the person sending the alert by registered letter with acknowledgement of receipt, secure e-mail or via the dedicated platform:

- of the reception of the alert;
- where applicable, the remaining elements to provide in order to be able to proceed with the processing of the alert;
- the reasonable and foreseeable time frame for processing the alert;
- the terms under which he or she will be informed of the follow-up proceedings (letter, e-mail or via the dedicated platform), it being specified that this information should normally intervene before the expiry of the period referred to above.

Under the hypothesis whereby the alert recipient would consider that the prerequisite conditions for an in-depth review of the alert have not been met, he or she informs the whistle blower of this as soon as possible.

### 7. GUARANTEE OF CONFIDENTIALITY

The alert recipient takes all measures necessary to preserve the security and confidentiality of the data, whether at the time of collection, processing or storage.

In particular, access to the processing of data is carried out by through an individual ID and password, which is regularly renewed, or by any other means of authentication. Any access is recorded and its regular nature is controlled. The recipient of the alert is bound by a strengthened and contractual commitment to confidentiality.

The alerts are collected and processed in such a way as to ensure strict confidentiality:

- of the identity of the whistle blower;

- of the identity of the persons targeted by the alert;
- of the information collected in the framework of the alerting.

The elements of a nature to identify the whistle blower may not be disclosed, except to the judicial authority, and only with the consent of the latter.

The elements of a nature to identify the person incriminated by an alert may not be disclosed, except to the judicial authority, and only once the basis for the alert has been established.

To this end, the process will, in particular, be as follows:

- e-mail alerts are systematically sent by e-mail or via the dedicated platform<sup>1</sup> to which only the recipient of the alert may have access. The alert recipient is informed of the sending of an alert by e-mail through a message received to his or her e-mail inbox;
- the acknowledgement of receipt of the alert is carried out by registered mail with acknowledgement of receipt, by secure e-mail or via the dedicated platform<sup>1</sup>;
- in the framework of processing the alert, the alert recipient shall refrain in all circumstances from mentioning the name or names of the person(s) targeted by an alert except, where applicable, (i) for information given to the hierarchical superior (direct or indirect) if this is necessary for the internal investigation, while observing legal provisions, (ii) to the Head of Ethics of the Bouygues Group and (iii) for the information given to the judicial authority. He or she also refrains from providing any information that could identify the person(s) targeted by the alert. The supervisor and the Head of Ethics of the Bouygues Group are then required to respect strict confidentiality in the same way as the recipient of the alert.

### **8. THE RIGHTS OF A PERSON TARGETED BY AN ALERT/CNIL**

Any person targeted by an alert is informed by the recipient of the alert as soon as the data that concerns him or her is recorded, in a computerised way or not. He or she can access it and request that data be corrected or deleted should it be inaccurate, misleading or obsolete. He or she can exercise his or her rights with the recipient of the alert of the TF1 Group, using the contact details that appear in the table below.

When protective measures become necessary, in particular to prevent the destruction of evidence relating to the alert, the person targeted by an alert is informed of this after the adoption of such measures.

The alert recipient shall inform any person targeted by an alert of the allegations that are being made against him or her.

The following information in particular is provided to any person targeted, on request:

- a copy of these rules which govern the alerting procedure of the Group;
- a copy of the legal provisions relative to the alerting mechanism.

The person targeted by the alert may in no case obtain communication of the identity of the person who has issued the alert.

(1) The dedicated platform will be online in 2018 and accessible at the following URL address:  
<https://alertegroupe.bouygues.com>

### **9. HANDLING OF THE ALERT**

The Head of Ethics will first ensure, in the framework of a preliminary investigation, that the whistle blower has indeed acted within the bounds of the procedure and in accordance with

the conditions laid down by the regulations in force. If he or she considers that this is not the case, he or she will inform the whistle blower of this without delay. He or she may, if he or she considers it to be appropriate, ask the whistle blower to provide additional elements, if applicable, prior to an in-depth review of the alert. The wording used to describe the nature of the reported facts during the handling of the alert reveals their alleged character.

Within the framework of handling the alert, the alert recipient may perform all the investigations he or she considers necessary for the purposes of verifying whether the alert is founded in character or not. In particular, he or she may involve the hierarchy (if the latter is not targeted) or any employee whose intervention may appear necessary in the framework of the verification or the handling of the alert, strictly respecting the obligations to confidentiality.

He or she may also inform and get an opinion from the Head of Ethics of the Group or of the relevant ethics committee. The recipient of the alert may also ask the whistle blower for additional clarifications.

In the framework of his or her investigations, he or she may mandate, if this is deemed necessary, any external service provider, which will have to comply with the most stringent confidentiality requirements.

If the alert recipient believes that a longer than expected delay is necessary, he or she should inform the whistle blower, explaining, should he or she consider this to be appropriate, the reasons for this additional delay and indicating the current status of the processing of the alert.

The processing of the alert is carried out, in particular, with respect for the adversarial principle and labour law throughout the procedure.

The alert may not give rise to any compensation or gratuity: it is strictly selfless.

### **10. FOLLOW-UP OF THE ALERT – COMPLETION OF THE PROCESSING**

At the end of the investigation of the alert, the next steps to give to potential failures identified will be decided, such as disciplinary sanctions against persons who have committed or participated in the illicit acts, as well as, where appropriate, referral to the administrative or judicial authorities.

The whistle blower is informed of the follow-up given to the alert by mail, secure e-mail or via the dedicated platform. In addition, the whistle blower and the persons targeted by the latter are informed of the completion of the alert processing operations.

When no disciplinary or judicial proceedings are taken after investigation of the alert, the elements in the alerting file that allow the identification of the whistle blower and the person(s) targeted are destroyed or archived as quickly as possible (this deadline may not exceed two months from the date of the completion of the verification operations).

The means of destruction should cover all media formats or elements, in particular any data contained on a computerised format.

## 11. DISTRIBUTION OF THE PROCEDURE

This procedure constitutes an appendix to the Code of Ethics of the TF1 Group. It is distributed to employees through all adequate means:

- if possible, the Code of Ethics is given to any new employee;
- publication on the internet and intranet sites of the Bouygues Group and the TF1 Group;
- display on the company notices boards reserved for this purpose.

The procedure must be accessible to all employees, as well as external and casual collaborators.

## 12. REMINDER OF THE LEGAL PROVISIONS

No penalty measures may be taken against an employee who reported in good faith and in a selfless way about an alert that falls under the scope of and respects the conditions of the procedure.

In contrast, misuse or use in bad faith of the mechanism leaves the person using the procedure open to disciplinary sanctions, as well as to judicial proceedings. People expose themselves to criminal sanctions as provided for by article 226-10 of the Criminal Code in the case of false allegations.

## 13. ENTITY RESPONSIBLE FOR THE PROCEDURE

The entity responsible for the Mechanism is the Business line concerned or Bouygues SA<sup>4</sup>. These entities are listed in the following table.

Business lines	Name	Contact details (France)
TF1	Mr. Jean-Michel COUNILLON	Email: alerteprofessionnelle@tf1.fr Address: 1 quai du point du jour 92100 Boulogne-Billancourt Tel.: +33 (0)1 41 41 22 67
Group and/or Bouygues SA	Mr. Arnauld VAN EECKHOUT	Email: alerte@bouygues.com Address: 32 avenue Hoche 75378 Paris Cedex 08 Tel.: +33 (0)1 41 41 10 19

<sup>4</sup> When the Head of Ethics of the Group is referred to, as well as Bouygues SA

## PROVISIONS OF THE LAW 2016-1691 OF 9 DECEMBER 2016, KNOWN AS “SAPIN 2 LAW”, RELATIVE TO WHISTLE BLOWERS

[...]

### CHAPTER II: ON THE PROTECTION OF WHISTLE BLOWERS

#### Article 6

A whistle blower is a physical person who reveals or reports, selflessly and in good faith, a crime or a misdemeanour, a serious and obvious breach of an international commitment duly ratified or approved by France, a unilateral act of an international organisation adopted on the basis of such a commitment, a law or regulation or a grave and serious threat to public interest, of which he or she has had personal knowledge.

Facts, information or documents, regardless of their form or format, involving national defence secrets, medical confidentiality or lawyer client privilege are excluded from the protection regime as defined by this chapter.

#### Article 7

Chapter II of Title II of Book I of the Penal Code is supplemented by article 122-9 thus drafted:

“Art. 122-9. The person who infringes a secret protected by law is not criminally responsible once this disclosure is necessary and proportionate to the safeguarding of the interests in question, when it takes place with respect for the procedures for alerting defined by law and when the person meets the criteria for the definition of whistle blower as provided for in Article 6 of the law No. 2016-1691 of 9 December 2016 relating to transparency, to the fight against corruption and to the modernisation of economic life.”

#### Article 8

I. Reporting an alert is brought to the knowledge of the direct or indirect hierarchical superior, to the employer or to a contact person designated by the latter.

In the absence of due diligence from the person receiving the alert referred to in the first paragraph of this I to verify the admissibility of the alert within a reasonable time frame, it is sent to the judicial authority, to the administrative authority or to the professional body.

As a last resort, in the absence of handling by one of the organisations mentioned in the second paragraph of this I within a period of three months, the alert may be made public.

II. In the event of serious and imminent danger or in the presence of a risk of irreversible damage, the alert may be brought directly to the attention of the bodies mentioned in the second paragraph of I. It may be made public.

III. Appropriate procedures for the collection of reports issued by the members of their staff or by external and casual collaborators are established by legal entities under public or private law with at least fifty employees, State administrations and municipalities of more than 10,000 inhabitants, as well as public institutions of intercommunal cooperation with their own taxation of which they are members, the departments and the regions, in accordance with the conditions laid down by decree in Council of State.

IV. Any person may send an alert to the Public Defender of Rights in order to be directed towards the appropriate body for the collection of the alert.

### Article 9

I. - The procedures implemented to collect the alerts, under the conditions mentioned in Article 8, guarantee strict confidentiality of the identity of the persons reporting, of the persons referred to by the latter and the information collected by all of the recipients of the alert report.

The elements of a nature to identify the whistle blower may not be disclosed, except to the judicial authority, and only with the consent of the latter.

The elements of a nature to identify the person incriminated by an alert may not be disclosed, except to the judicial authority, and only once the basis for the alert has been established.

II. - The act of disclosing confidential elements defined in I is punishable by two years of imprisonment and a €30,000 fine.

### Article 10

I. - Article L. 1132-3-3 of the Labour Code is thereby modified:

1° After the first paragraph, a paragraph worded as follows is inserted:

"No person may be excluded from a recruitment procedure or access to an internship or a period of vocational training, no employee may be sanctioned, dismissed or be the subject of a discriminatory measure, direct or indirect, particularly in the area of remuneration, within the meaning of article L. 3221-3, profit-sharing measures or the distribution of shares, training, reclassification, reassignment, qualification, classification, professional promotion, transfer or renewal of contract, for having reported an alert in respect of articles 6 to 8 of Law No. 2016-1691 of 9 December 2016 relating to transparency, to the fight against corruption and to the modernisation of economic life." ;

2° The first sentence of the second paragraph is worded as follows:

"In the event of a dispute relating to the application of the first and second subparagraphs, once the person presents factual elements which allow the assumption that he or she has reported or testified in good faith about facts that constitute a misdemeanour or a crime, or has reported an alert in respect of articles 6 to 8 of Law No. 2016-1691 of 9 December 2016, supra, it is the responsibility of the defending party, in the light of the elements, to prove that its decision is justified by objective elements foreign to the declaration or to the testimony of the person concerned."

II. - Article 6 ter A of law no. 83-634 of 13 July 1983 bearing on the rights and obligations of civil servants is thus amended:

1° After the first paragraph, a paragraph worded as follows is inserted:

"No civil servant may be sanctioned or be subject to a direct or indirect discriminatory measure for having reported an alert in respect of articles 6 to 8 of Law No. 2016-1691 of 9 December 2016 relating to transparency, to the fight against corruption and to the modernisation of economic life." ;

2° The first sentence of the second-last paragraph is modified as follows:

a) The word: "three" is replaced by the word: "four";

b) The words: "or in a situation of conflict of interests" are replaced by the words: "of a situation of conflict of interests or of a report that constitutes an alert within the meaning of article 6 of Law No. 2016-1691 of 9 December 2016 supra";

3° The last paragraph is worded as follows:

"The public servant who recounts or testifies about facts relating to a situation of conflict of interests in bad faith or of any fact likely to lead to disciplinary sanctions, with the intent to harm or with at least partial knowledge of the inaccuracy of the facts made public or broadcast is punishable by the penalties laid down in the first subparagraph of article 226-10 of the Criminal Code."

#### Article 11

After Article L. 911-1 of the Code of Administrative Justice, an article L. 911-1-1 is inserted and is worded as follows:

"Art. L. 911-1-1.-When this is done in application of article L. 911-1, the court may prescribe to reinstate any person who is the subject of a dismissal, of a non-renewal of contract or a revocation with disregard to the second paragraph of article L. 4122-4 of the Defence Code, the second paragraph of article L. 1132-3-3 of the Labour Code or the second subparagraph of Article 6 ter A of Law No. 83-634 of 13 July 1983 concerning the rights and obligations of public servants, including when this person was linked by a relationship of fixed duration with the legal person in public law or organisation under private law responsible for the management of a public service."

#### Article 12

In the event of a break in the employment contract consecutive to the reporting of an alert within the meaning of Article 6, the employee may refer to the Conseil des prud'hommes (labour court) under the conditions laid down in Chapter V of title V of book IV of the first part of the Labour Code.

#### Article 13

I. - Any person who is an obstacle, in any way, to the transmission of an alert to persons and organisations referred to in the first two subparagraphs of I of article 8 may be punished by one year of imprisonment and a €15,000.

II. - When the investigating judge or the chamber of investigation is referred to with a complaint for defamation against a whistle blower, the amount of the civil fine that can be imposed under the conditions laid down in articles 177-2 and 212-2, of the Code of Criminal Procedure is increased to €30,000.

#### Article 14

[Provisions declared to be non-compliant with the Constitution by the decision of the Constitutional Council No. 2016-741 DC of 8 December 2016.]

#### Article 15

I. After the first paragraph of article L. 4122-4 of the Code of Defence, a paragraph worded as follows is inserted:

"No military officer can be sanctioned or be subject to a direct or indirect discriminatory measure for having reported an alert in respect of articles 6 and 7 and of I of article 8 of Law No. 2016-1691 of 9 December 2016 relating to transparency, to the fight against corruption and to the modernisation of economic life."

II. Articles L. 1351-1 and L. 5312-4-2 of the Code of Public Health are repealed.

III. Articles L. 1161-1 and L. 4133-5 of the Labour Code are repealed.

## CODE OF ETHICS OF THE TF1 GROUP - 2019

IV. Article 1, 3° and 4° of Article 2 and Article 12 of Law No. 2013-316 of 16 April 2013 relating to independent expertise in matters of health and the environment and to the protection of whistle blowers are repealed.

V. Article 25 of Law No. 2013-907 of 11 October 2013 relating to transparency in public life is hereby repealed.

VI. [Provisions declared to be non-compliant with the Constitution by the decision of the Constitutional Council No. 2016-741 DC of 8 December 2016.] [...]

Link to the Sapin 2 Law:

<https://www.legifrance.gouv.fr/affichTexte.do?cidTexte=JORF-TEXT000033558528&dateTexte=&categorieLien=id>

## COMMISSION NATIONALE DE L'INFORMATIQUE ET DES LIBERTÉS (National Data Protection Authority)

**Deliberation No. 2017-191 of 22 June 2017 on the amendment of deliberation No. 2005-305 of 8 December 2005 on the single authorisation of automated processing of personal data implemented in the framework of professional alerting mechanisms (IN-004)**

NOR: CNIL1721434X

The Commission nationale de l'informatique et des libertés,

Given Convention No. 108 of the Council of Europe for the protection of individuals with regard to automatic processing of personal data;

Given directive 95/46/EC of the European Parliament and of the Council of 24 October 1995 relative to the protection of individuals with regard to the processing of personal data and the free movement of such data; Given law no. 78-17 of 6 January 1978 relative to Computing, Files and Freedoms as amended by Act No. 2004-801 of 6 August 2004 relative to the protection of individuals with regard to the processing of personal data, and in particular its article 25-I-3.°, 25-I-4° and 25-II;

Given law No. 2016-1691 of 9 December 2016 relating to transparency, to the fight against corruption and to the modernisation of economic life;

Given decree No. 2017-564 of 19 April 2017 relating to the procedures for the collection of reports issued by whistle blowers within legal persons under public or private law or State administrations; Given deliberation No. 2005-305 of 8 December 2005 on the single authorisation of automated processing of personal data implemented in the framework of professional alerting mechanisms;

Given deliberation No. 2010-369 of 14 October 2010 amending single authorisation No. 2005-305 of 8 December 2005 No. AU-004;

Given deliberation No. 2014-042 of 30 January 2014 amending single authorisation No. 2010-369 of 14 October 2010 No. AU-004;

Given the guidance document on professional alerting mechanisms adopted by the commission on 10 November 2005, in appendix to the present decision;

After having heard Ms Marie-France MAZARS, Commissioner, in her report, and Ms Nacima BELKACEM, Commissioner of the Government, in her observations,

Issues the following opinion:

A professional alerting mechanism is a system implemented by public or private organisations, intended for members of their staff or external and casual collaborators to encourage them, in addition to the normal methods of alert about dysfunctions within the organisation, to report to the employer organisation about behaviour of which they personally have had knowledge, which they feel is contrary to the applicable rules and to organise the verification of the alert that has been collected within the organisation in question.

Notes that the professional alerting mechanisms implemented in places of work may take the form of automated processing of data of a personal nature liable, due to their scope, to deprive persons of the benefit of their employment contract in the absence of any legislative or regulatory provision and liable also to contain data relating to offences.

Therefore, such mechanisms constitute processing and fall under both article 25-I 3° and article 25-I-4° of the law of 6 January 1978 amended and, as such, must be authorised by the CNIL.

Under article 25-II of the law of 6 January 1978, amended, the Commission may adopt a single authorisation decision, in particular for processing that responds to the same end purposes, bearing on identical categories of data and categories of recipients.

The data controller implementing a professional alerting mechanism with respect to the provisions of this single decision sends the Commission a commitment to compliance with this authorisation.

Decides that the data controllers who send the Commission a statement containing a compliance commitment for their processing of personal data that meets the conditions laid down by this single decision are authorised to implement this processing.

### **Art. 1 – End purposes of processing**

Automated processing of data of a personal nature implemented by public or private organisations can be subject to a commitment to compliance with this single decision when the end purpose is the reporting and processing of alerts issued by a physical person relating to:

- a crime or a misdemeanour;
- a serious and obvious breach of an international commitment duly ratified or approved by France;
- a serious and obvious breach of a unilateral law of an international organisation adopted on the basis of a duly ratified international commitment;
- a serious and obvious violation of the law or a regulation;
- or a threat or serious prejudice to public interest, of which the person issuing the alert has had personal knowledge.

Also covered by this single decision is automated processing of personal data implemented by an organisation to compile alert reports, emanating from its personnel, relating to the obligations defined by European regulations and by the monetary or financial code or the general regulations of the Financial Markets Authority and for which monitoring is ensured by the Financial Markets Authority or the Authority of Prudential Control and resolution.

Also covered by this single decision is the automated processing of personal data implemented by an organisation for compiling alert reports emanating from employees, relating to the existence of conduct or situations contrary to the company Code of Conduct, concerning acts of corruption or of influence peddling.

This is the case once the implementation of this processing responds to a legal obligation or a legitimate interest of the data controller.

The alert may not, however, bear on elements covered by secrets of national defence, medical confidentiality or lawyer client privilege.

### **Art. 2 - Handling of the identity of the person issuing the alert and the person targeted**

The person issuing the professional alert must be identified but his or her identity is treated in a confidential manner by the organisation responsible for managing alerts.

The organisation must not encourage people who may be destined to use the mechanism to do so anonymously.

As an exception, an alert by a person who wishes to remain anonymous can be handled under the following conditions:

1. the seriousness of the facts mentioned is established and the factual elements are sufficiently detailed;
2. the handling of this alert must include special precautions, such as initial screening, by the first recipient, of the advisability of its dissemination within the framework of the mechanism.

The elements of a nature to identify the person issuing the alert may not be disclosed, except to the judicial authority, and only with the consent of the person.

The elements of a nature to identify the person accused by an alert may not be disclosed, except to the judicial authority, and once the founded nature of the alert has been established.

### **Art. 3 - Categories of personal data recorded**

Only the following categories of data may be processed:

- identity, duties and contact details of the person issuing the professional alert;
- identity, duties and contact details of persons who are the subject of an alert;
- identity, duties and contact details of persons involved in the collection or in the processing of the elements collected in the framework of the verification of the reported facts; report on verification operations; follow-up given to the alert.

The facts collected are strictly limited to the acts targeted by the alerting mechanism. Taking the professional alert into account is based on data formulated in an objective manner, in direct relation with the scope of the alerting mechanism and strictly necessary for the verification of the alleged facts. The wording used to describe the nature of the reported facts reveals their alleged character.

### **Art. 4 - Recipients of personal data**

Excepting a legal or regulatory provision to the contrary, the alerts are sent to the direct or indirect hierarchical superior, to the employer or to the contact person designated by the employer. These are only the recipients of all or part of the data referred to in Article 4 to the extent that this data is necessary to accomplish their duties.

This data can be communicated to persons specially entrusted with the management of professional alerts within the group of companies to which the organisation concerned belongs if this communication is necessary for the sole needs of the verification or handling of the alert.

If there is recourse to a contact person or service provider to collect or handle the alerts, the persons specially responsible for these duties within this organisation have access to all or part of the data referred to in Article 3 within the limits of their respective attributions. The contact person or service provider who may be designated to manage all or part of this mechanism undertakes in particular, contractually, not to use the data for deviant purposes, to ensure its confidentiality, to respect the time period for the conservation of data and to proceed to the destruction or restitution of all manual or computerised personal data media formats at the end of the service provision.

In all cases, the individuals responsible for the collection and handling of professional alerts are limited in number, specially trained and subject to a strengthened and contractually defined obligation to confidentiality.

### Art. 5 - Transfers of personal data outside of the European Union

This article shall apply in cases where the data communication envisaged in article 4 concerns a transfer to a legal person established in a country that is not a member of the European Union or that does not offer sufficient protection within the meaning of Article 68 of the law of 6 January 1978 amended.

In these cases, the communication of personal data must be made in accordance with the specific provisions of the law of 6 January 1978 amended relating to international transfers of data, and in particular article 69 paragraph 8.

These provisions are satisfied when the legal person within which the recipient of the data works has joined the Privacy Shield, to the extent that the American company in question has expressly made the choice to include the human resources data within the scope of this membership.

These provisions are also satisfied when the recipient has entered into a contract of transfer based on the standard contractual clauses issued by the European Commission in its decisions of 15 June 2001, of 27 December 2004, or when the group to which the entities concerned belong has adopted internal rules which the CNIL has previously recognised as guaranteeing a sufficient level of protection of privacy and the fundamental rights of persons. If these conditions are satisfied, and if the processing from which the transfer is derived is also consistent with all of the other provisions of this deliberation, the present deliberation also bears on the authorisation of the transfer envisaged in application of article 69, paragraph 8, of the law of 6 January 1978 amended.

### Art. 6 - Duration of conservation of personal data

The data relating to an alert under consideration that does not fall within the scope of the mechanism, is destroyed or archived without delay once it has been collected by the data controller, .

When the alert is not followed by a disciplinary or judicial procedure, the data relating to this alert is destroyed or archived by the organisation responsible for the management of alerts within a period of two months from the end of the verification operations.

When a disciplinary procedure or judicial proceedings are instituted against the person in question or the person making an unsubstantiated alert, the data relating to the alert is kept by the organisation responsible for the management of alerts until the end of the procedure.

Data that is subject to measures of archiving is preserved, in the framework of a separate system of information with restricted access, for a period not exceeding the time limits of litigation procedures.

### **Art. 7 – Security measures**

The person responsible for the handling takes all the necessary precautions to preserve the security of the data both at the time of its collection, as well as its communication or conservation.

In particular, access to the processing of data is carried out by through an individual ID and password, which is regularly renewed, or by any other means of authentication. Any access is recorded and its regular nature is controlled.

The identity of the person issuing an alert and of persons targeted by the alert as well as the information gathered by all of the recipients of the alert report are treated in a confidential manner.

### **Art. 8 - Information for potential users of the mechanism**

Clear and comprehensive information for all potential users of the alerting mechanism is created. This information is given to staff members of the organisation and also to external and occasional collaborators who may be destined to use the mechanism.

Above and beyond the collective and individual information provided for by the Labour Code, and in accordance with article 32 of the law of 6 January 1978 amended, the information particularly specifies the identification of the entity responsible for the mechanism, the objectives pursued and the areas affected by the alerts, the optional character of the mechanism, the absence of consequences with respect to employees for non-use of this mechanism, the eventual transfers of personal data to a destination in a non-member State of the European Community, as well as the existence of a right to access, rectification and opposition for the benefit of the persons identified in the framework of this mechanism.

The information also specifies the steps of the procedure for collecting alerts and in particular, the recipients and the conditions under which the alert can be sent, in accordance with the provisions of article 8 of law No. 2016-1691 of 9 December 2016 relating to transparency, to the fight against corruption and the modernisation of economic life.

It is clearly indicated that misuse of the mechanism can expose the person issuing the alert to disciplinary sanctions as well as to judicial proceedings but that, conversely, the use in good faith of the mechanism, even if the facts later prove to be inaccurate or do not give rise to further proceedings will not expose the person issuing the alert to any disciplinary sanctions.

### **Art. 9 - Information for the person who is the subject of a professional alert**

The person who is the subject of an alert is, in accordance with articles 6 and 32 of the law of January 6, 1978, informed by the person responsible for the mechanism as soon as the data relating to him or her is recorded, in a computerised way or not, allowing him or her oppose the processing of this data.

When protective measures become necessary, in particular to prevent the destruction of evidence relating to the alert, the person is informed of the alert only after the adoption of such measures.

This information, which is carried out according to terms that ensure its correct delivery to the person concerned, notably specifies the entity responsible for the mechanism, the alleged facts, the potential recipient departments of the alert as well as the terms under which he or she may exercise his or her right to access and rectification. If he or she has not previously benefited from this, the person also receives information consistent with article 8 of this decision.

**Art. 10 - Respect for the rights to access and rectification**

In accordance with Articles 39 and 40 of the law of 6 January 1978 amended, the person responsible for the alerting mechanism guarantees any person identified in the professional alerting mechanism the right to access data that concerns them and to request its rectification or deletion should it be inaccurate, incomplete, equivocal or out of date.

The person who is the target of an alert may in no case to obtain communication from the person responsible for handling of information concerning the identity of the issuer of the alert based on his or her right to access.

Art. 11 - Any professional alerting mechanism that provides for the implementation of processing of personal data that does not meet the preceding provisions shall be the subject of an application for authorisation made to the Commission in the forms prescribed by articles 25-I 3° 25-I-4° and 30 of the law of 6 January 1978 amended.

This deliberation modifies deliberation No. 2005-305 of 8 December 2005, last amended on 30 January 2014 and will be published in the Official Journal of the French Republic.

The President,

I. Falque-Pierrotin

## CODE OF ETHICS: WHAT TO REMEMBER

**In this code of ethics, the TF1 Group states the essential values that it intends to respect given its responsibilities vis-à-vis its customers, employees, shareholders, public or private partners, and more generally, vis-à-vis civil society.**

**The TF1 Group expects all employees of the Group to observe essential values in their professional life:**

1. Rigorous application of laws, regulations and internal standards, in particular in matters of health protection, safety and environmental preservation;
2. Respect for employees, including compliance with the Universal Declaration of Human Rights and the fundamental conventions of the International Labour Organization (ILO);
3. Honesty, fairness and transparency vis-à-vis customers, shareholders and partners;
4. Sincerity and reliability of internal controls, accounts and financial information;
5. Compliance with the rules of free competition and rejection of corruption in all its forms, including those prohibited by the OECD;
6. Loyalty towards the company, in particular by avoiding conflicts of interest and breaches of confidentiality, as well as by refraining from any prohibited stock market transaction on listed securities of the Group;
7. Spirit of solidarity in intra-group relations;
8. Protection of the assets of the Group, in particular by refraining from any personal appropriation;
9. Permanent concern for quality and for sustainable development;
10. Political neutrality of the company, the principle of prohibition of any contribution to political financing.

The Code of Ethics and the Compliance Programmes of the TF1 Group (competition, anti-corruption, financial information and stock market transactions, conflicts of interest) can be accessed on the Intranet of the TF1 Group.