



CODE OF CONDUCT

Our success depends on the highest standards of professionalism of all of our colleagues – in all our external dealings and in how we conduct ourselves in relation to other individuals. Upholding our ethical principles and guidelines is dependent on all colleagues understanding and observing them.

Our Code of Conduct is intended to demonstrate our commitment to ethical business conduct, to comply with all relevant laws and regulations and to demonstrate that such conduct is a fundamental part of our values and culture.

This Code is not intended to cover every eventuality that could arise but instead provides basic guidance as to how we should deal with a particular situation and where to go for guidance and support. The need for personal accountability and individual good judgement by all of us remains paramount.

This Code of Conduct is incorporated in your contract with us (whether you're an employee or freelancer) so it is vital that you understand and comply with it.

We take adherence to the letter and spirit of this Code seriously - our colleagues, shareholders, investors, viewers, producers, suppliers, advertisers and other stakeholders expect no less from us. Breach of the Code could result in disciplinary action (which may include reprimand, probation, suspension or termination of engagement and legal action), so it's vital that we all comply.

1. Equal opportunities, respect, dignity & understanding

Colleagues should be treated fairly and courteously whether in or out of normal working hours and whether in or out of the workplace.

All colleagues will have equal opportunities in their engagement. People will be recruited for their aptitude, skills, experience and ability.

Each colleague is responsible for upholding and implementing our Equal Opportunity policy in the workplace and any other policy dealing with such matters.

2. Harassment, discrimination and abusive behaviour

We are committed to a working environment that is free from verbal or physical harassment, bullying and abuse. We will treat one another with courtesy, dignity and respect and we will not tolerate any discrimination on grounds of race, national origin, gender, gender reassignment, age, disability, marital status, sexual orientation, pregnancy, maternity, religion or belief.

Harassment is any conduct that creates an intimidating, hostile or offensive working environment, violates a person's dignity or unreasonably interferes with an individual's work performance. A single incident can amount to harassment – it doesn't have to be an ongoing problem. Examples include:

- unwanted physical conduct or "horseplay" including touching, pinching, pushing or grabbing;
- continued suggestions for social activity – whether one-to-one or as part of a group – after it has been made clear that such suggestions are unwelcome;
- sending or displaying material that is pornographic or that some people may find offensive (including e-mail, text messages, video clips and images sent by mobile phone or posted on the internet);
- unwelcome sexual advances or suggestive behaviour (which the harasser may perceive as harmless);
- racist, sexist, homophobic or ageist jokes or derogatory or stereotypical remarks about a particular ethnic or religious group or gender;
- outing or threatening to out someone as gay or lesbian;
- offensive e-mails, text messages or social media content; and
- mocking, mimicking or belittling a person's disability.

Bullying is any offensive, intimidating, malicious or insulting behaviour involving the misuse of power that can make a person feel vulnerable, upset, humiliated, undermined or threatened. Power does not always mean being in a position of authority, but can include both personal strength and the power to coerce through fear or intimidation. We do not tolerate bullying behaviour of any form in the work place. Examples include:

- physical or psychological threats, whether express or implied;
- overbearing and intimidating levels of supervision; and
- inappropriate derogatory remarks about someone's performance.

Legitimate, reasonable and constructive criticism of a person's performance or behaviour, or reasonable instructions given to somebody during the course of their work will not, on their own, amount to bullying.

There will be no victimisation for truthfully reporting abusive behaviour or participating in an investigation of a complaint. If you are being harassed or bullied, please refer to our 'Complaints Procedure for Independent Contractors' or, if you are an employee, to our Grievance Policy.

3. Child Safeguarding and protection

We are committed to the safeguarding and protection of children and take both our legal and moral duties to children seriously. Colleagues who work with children are expected to follow our Child Protection Policy. All colleagues should respect and conduct themselves appropriately around any child (any person under 18 years old) who is working with us, visiting or who has made contact with our business. If a colleague has any concerns regarding a child's welfare they should report to Jon Williams.

4. Drugs and alcohol

You must not use, distribute or possess illegal or unauthorised drugs on any of our premises. Colleagues whose behaviour, judgement or performance of their work responsibilities is impaired by drugs or alcohol will be prohibited from entering our premises or engaging in company business and may face disciplinary action.

5. Theft or misuse of property

Any colleague found to be engaging in, or attempting, theft, fraud or misuse of any property of the company or personal property of other colleagues may result in dismissal. Matters may also be referred to public authorities for possible criminal prosecution.

Theft, fraud or misuse of our property can take many forms. Examples include, but are not limited to: stealing supplies, equipment, documents, cash or other property; misusing corporate credit cards, telephones, mobile phones, BlackBerrys, computers, printers or other equipment; submitting falsified time sheets or expense claims; using company information or other assets without authority; retaining any benefit from a customer or supplier that properly belongs to the company.

6. Acceptable use of systems and technology

You are responsible for using Mammoth's systems and technology (and, if they are used in connection with Mammoth business, your own systems and technology) properly and in accordance with this Code. Failure to do so could result in damage to our business and reputation and could lead to disciplinary action, termination of contract or in extreme cases criminal prosecution.

Passwords

You must use a strong complex password and should not share, write it down or store it, or attempt to logon as another user.

When registering with third party websites a different password must be used to that used to access Mammoth's network.

Software / Keeping devices safe

All software on any device must be properly licensed and when operating in the Mammoth environment should only be used for legitimate business purposes.

You are personally responsible for the security of all equipment allocated to or used by you. When travelling with Mammoth equipment or information, please take all necessary care to prevent loss or theft.

Only share information with those authorised to view it and do not store Mammoth's sensitive information on a device unless the data is password protected. Sensitive information should always be password protected when sending it by email or otherwise.

Use of email

You must exercise the same care, caution and etiquette in sending e-mail or other messages as they would in normal written business communications. We will not tolerate abusive or unprofessional e-mails or other messages or anything that may damage our reputation or our relationship with our clients or viewers.

You are accountable for your actions on the internet and email systems. You must never use our systems or equipment to send or intentionally receive, retrieve, distribute, store or access:

- information that is defamatory, illegal, abusive, harassing, sexually explicit, discriminatory or offensive,
- copyrighted materials, trade secrets or similar materials without proper authority or in breach of the rights of third parties, or
- messages, files or websites for any illegal or unethical purpose, or for any purpose that violates our policies or may lead to liability or cause harm to Mammoth (including accessing the “dark web” or circumventing Mammoth’s security controls or policies).

You must comply with the company’s Social Media Policy which, in short, requires you not to abuse access to the internet for any improper purpose or in any way that may interfere with the performance of your duties.

You should never attempt to evade any security control and a device may be disconnected immediately from the network if any security issue is detected. You should also not attempt to exceed the limits of your authorisation or specific business need to integrate the system or data. To do any of these will constitute a disciplinary offence, which may result in dismissal.

Reporting Incidents

You must be vigilant against any cyber threats and phishing attacks and report any security incidents or suspicious activity in accordance with our *Cyber Security and Data Privacy Incident Breach Procedure*.

Please inform your line manager immediately if you do suspect any computer may have a virus and do not use it again until informed it is safe to do so.

7. Privacy & data protection

You must comply with applicable local privacy and data protection laws and regulations and respect the privacy of our viewers, customers, contractors and colleagues and seek to protect their personal data. If you handle personal data at Mammoth, you must follow our Privacy Notice (available here: www.mammothscreen.com/privacy). Failure to do so could result in disciplinary action, termination of contract or even criminal prosecution.

Any system used to collect and process personal data should provide the data subject with information regarding its processing. This is usually done via a privacy notice.

8. Monitoring

Any use of company systems, telephones, email and internet facilities may be monitored (in accordance with all applicable laws). For example, we may monitor your usage:

- for legitimate business purposes;
- to prevent, detect or investigate suspected illegal conduct, wrongdoing or other misuse;
- to ensure that customers and other business contacts are being appropriately responded to;
- to comply with legal obligations; or
- to locate and retrieve lost messages or files.

Sometimes we may need to check your email accounts or voicemail during your absence from work (e.g. when you are on holiday or sick leave).

Some production offices may use CCTV and you may be recorded when working from our premises.

We cannot guarantee the confidentiality of your usage of our systems. E-mail and voice mail messages and Internet usage are potentially subject to interception and to disclosure to third parties in the course of litigation or an investigation.

Please ensure that you have read the Cyber Security and Data Privacy *Essential Do's and Don'ts*

9. Intellectual property

Please safeguard our confidential information, trade secrets and intellectual property (including copyrights, trademarks and patents) in the same way as all other physical assets belonging to the Company.

All documents, files, materials, records and reports acquired or created in the course of your engagement are the property of the company. You may only remove originals or copies of such property from our offices for the sole purpose of performing your duties, and they must return such records at any time upon request.

10. Health & Safety

We are committed to conducting our business with the utmost concern for the health and safety of our colleagues, customers and the general public. We will always strive to comply fully with all applicable and relevant laws and regulations relating to workplace, health and safety and environmental protection for the benefit of our colleagues, customers and members of the general public.

We are committed to ensuring that our health and safety policies conform to best practice and encourage open dialogue and constructive feedback.

Every colleague is responsible for checking and ensuring that their working environment is healthy and safe. As well as considering their own health and safety, they must also consider that of anyone who may be affected by their actions or behaviour.

You must always follow Health & Safety policies and guidelines and fully co-operate with the instructions of Health & Safety advisors.

Please make sure that you have read and you comply with all **Health & Safety** policies and guidelines that are relevant to your role. Further details can be obtained from Jon Williams or James Penny.

11. Financial and accounting controls & records

All information about us must be recorded and presented accurately, diligently and fairly, in accordance with good business practices, applicable accounting standards and local laws. The company has a system of limits and other controls for the proper authorisation of expenditure which must be adhered to, details of which are available from Mark Hammond.

12. Tax evasion and facilitating tax evasion

Tax evasion is the deliberate, fraudulent cheating of the public revenue. You must not commit any acts intended to result in tax evasion by Mammoth and must not facilitate tax evasion by third parties.

When choosing agents, contractors, suppliers or other intermediaries please carry out pre-contract enquiries to ensure that they do not condone tax evasion, and that they have procedures in place to prevent tax evasion and the facilitation of tax evasion. If you need any help please contact James Penny or Jon Williams. If you are concerned that you may have identified tax evasion within Mammoth, please report it to any Mammoth director.

13. Preservation and protection of corporate assets

Every colleague has the duty to preserve and protect our assets, including our property, equipment and monies, and is expected to use those assets properly and appropriately. Please report to your line manager any suspected fraud, theft or abuse of our assets by either a colleague or any third party.

14. Creating documents and retaining records

All colleagues must ensure that any documents created (electronically or otherwise) are accurate, clear, detailed and timely. They must also be written in a polite tone. In order to comply with our legal and regulatory requirements, we are required to retain our business records for reasonable time periods before they can be destroyed. This relates particularly to contractual documentation, tax, finance, accounting, employee related documentation, Health & Safety and the environment. Also, records and documentation pertinent to a particular investigation or legal dispute may not be destroyed once we have notice of related pending litigation.

15. Business Ethics

a. *Conflict of interest*

We should actively avoid any obvious or implicit conflict between our personal interests and those of the company. Any actual, potential or perceived conflict of interest must immediately be disclosed to a Mammoth director for approval. Examples of a conflict of interest could be if any colleague:

- places a contract on behalf of Mammoth with a supplier managed by a close friend or family member;
- works as a consultant, paid or unpaid, in a private capacity for a supplier or customer of Mammoth;
- carries on a business in their own time of a similar nature to their work at Mammoth;
- has a personal or financial interest in a business that has transactions or dealings with Mammoth; or
- obtains a personal financial gain or advantage (other than normal remuneration) in business transactions or dealings involving Mammoth.

No one should use any inside information they have gained through their engagement with Mammoth for his or her own advantage, for that of a friend or relative or for any one else. "Advantage" in this context includes both positive benefit Information and Trade Secrets plus the Inside Information and Share Dealing sections of this Code.

b. *Honesty and fair dealing*

We should be honest, fair and truthful in all of our dealings. Our stakeholders (including colleagues, customers, consumers, business partners and suppliers and governmental authorities) expect absolute integrity from us. We must never attempt to deceive or mislead others.

c. *Confidential information and trade secrets*

Every colleague has a responsibility to the company's confidential information both during and after their engagement by the company. Confidential information and trade secrets include any of our information and technology, financial, operational or strategic plans or data and any financial, commercial or technical information that is valuable to us and has not yet been disclosed to the public and may be valuable to a third party if they had access to it.

If you have access to confidential information and trade secrets, you should be careful about its use and be vigilant about protecting it from disclosure. You should comply with our obligations to maintain the confidentiality of information received from third parties.

Whilst you should be aware of and keep up to date with freely available industry information, you must not use any unethical, unlawful or improper means to obtain confidential information from any

competitor, supplier, customer or other third party. This includes hiring any person with the intent of that person providing confidential knowledge of their former employer.

d. *Inside information and share dealing*

You must not buy, sell or transfer stock or shares of ITV plc (which is the ultimate owner of Mammoth) or any other companies, or buy or sell any property or assets, on the basis of inside information, i.e. information acquired through engagement here which has not been made public and may be share price sensitive. Colleagues must not provide such information to others for the purpose of financial gain. To do so would be a criminal offence.

Inside information includes any facts that may affect the price of shares and/ or which a reasonable investor would consider important in deciding whether to purchase or sell shares and which have not been made public. Inside information should not be communicated to any other person with the expectation that they would deal in the shares of the company concerned.

Directors, senior managers and colleagues who are likely to be regularly in possession of material information about the company which has not been disclosed to the public are subject to the **Dealing and Disclosure Policy**. Those people are prohibited from dealing in ITV shares during certain periods. Please contact the Group Secretariat for more information (groupsecretariat@itv.com).

e. *Gifts, entertainment and sponsorship*

Colleagues and their family members should not give or accept any gift, entertainment, transportation, sponsorship, charitable donation or other benefit which might be intended or perceived as an attempt to improperly influence the business relationship between us and any current or prospective supplier, customer or other party doing business or connected with us.

This does not mean that customary and reasonable gifts or hospitality are not acceptable, such as token gifts, meals or transportation of modest value given or received in the normal course of business dealings which seek to improve our image, to better present our products and services, or to establish cordial relations. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable and not linked in any way to an improper act. Gifts of cash must never be made or accepted.

Please seek prior written approval from a Mammoth director using the **Gift/Hospitality Notification Form** for:

- any hospitality to be given to a third party or received by you which is in excess of a value of £500 per person; and
- any gifts (i.e. tangible assets) to be given to a third party or received by you with a value in excess of £100 per person.

Once you have received approval, as set out above then you should submit the signed notification form to Mark Hammond and to the Group Secretariat who will record the information in the ITV Gift and Hospitality Register. The **Gift/Hospitality Notification Form** is available from Mark Hammond.

In addition, all gifts or hospitality (even for amounts below those set out above) offered to a third party must either be claimed back through expenses via the company expenses procedure.

If you are in any doubt about what you need to do, please contact Mark Hammond, Jon Williams or James Penny.

f. *Competition and competitor relationships*

We aim to compete vigorously and fairly in the marketplace and so all colleagues are required to comply fully with laws governing free and fair competition.

Collusion with competitors is strictly prohibited and may contravene competition laws resulting in serious adverse consequences for us including damage to reputation and the imposition of heavy financial penalties.

g. *Creating documents and retaining records*

All colleagues must ensure that any documents created (electronically or otherwise) are accurate, clear, detailed and timely. They must also be written in a polite tone. In order to comply with our legal and regulatory requirements, we are required to retain our business records for reasonable time periods before they can be destroyed. This relates particularly to contractual documentation, tax, finance, accounting, employee related documentation, Health & Safety and the environment. Also, records and documentation pertinent to a particular investigation or legal dispute may not be destroyed once we have notice of related pending litigation.

h. *Speaking up and 'whistleblowing'*

We are committed to an open working environment in which colleagues feel able to voice any concerns. We can only live up to the commitments contained in this Code if we all act with integrity and if we speak up if something might be wrong.

Any colleague who suspects wrongdoing at work (including financial malpractice; fraud or bribery; failure to comply with a legal, compliance or regulatory obligation; dangers to health and safety or the environment; criminal activity or any breaches of this Code) should raise their concern. You may feel worried about raising such an issue, perhaps feeling that it is none of your business or that it's only a suspicion. If in doubt, raise it. Although the vast majority of workers are honest and act reasonably, no organisation is immune to acts of dishonesty and other misconduct.

The wrongdoing doesn't have to affect you directly – it's OK to speak up on behalf of somebody else.

All genuine concerns raised by a colleague will be investigated properly and the identity of the colleague raising the concern will be kept confidential. When the investigation has been completed, the colleague who raised the concern will be informed of the outcome directly.

Anyone raising a concern in good faith will not be criticised or penalised in any way even if it is shown, after investigation, that they were mistaken. Any form of reprisal or victimisation against anyone who has raised a genuine concern will not be tolerated and will itself be treated as a serious disciplinary matter. If a concern was to be raised maliciously then that would also be a serious disciplinary matter.

The Whistleblowing procedure is not intended for use where a colleague is unhappy about something relating to their personal engagement situation. In this instance, the Grievance or Bullying & Harassments policies would apply.

16. Our dealings

a. *Customers*

We act appropriately and quickly in relation to any complaints.

We are committed to providing customers with accurate information on which they can make an informed decision.

The trust of broadcasters, the talent we work with, the wider public and opinion formers is central to everything we do. We will not hesitate to take appropriate disciplinary action against anyone who breaches that trust.

When making our programmes, we are committed to being honest, fair and transparent and not to mislead viewers in any way.

b. External producers and suppliers

We deal with a wide range of suppliers of goods and services and they should be treated with fairness at all times.

It is our intention to contract only with suppliers who satisfy our standards with regards to labour and welfare conditions, health and safety, anti-slavery, anti-bribery, the prevention of tax evasion and/or facilitation of tax evasion, information and cybersecurity, and environmental management or who have given a commitment to achieve these standards within an agreed time-frame.

We will observe high ethical standards in all our dealings with producers and suppliers. Any corrupt, improper or unethical behaviour in dealings with producers and/or suppliers is prohibited.

We will also seek to promote the same ethical standards and high level of corporate responsibility with our producers and suppliers as we operate within Mammoth.

c. Public and government officials & employees

In some countries, specific rules apply to the business relationship, contract negotiation or contract terms with government agencies and officials. All colleagues engaged in business with any governmental body, agency or official must know and abide by those rules. Any violation of these rules may result in harsh penalties for us, and even criminal prosecution.

You must avoid any dealings that might be perceived as attempts to influence improperly public officials in the performance of their official duties and they must not give to, or receive any gifts from, government employees or officials.

There are laws restricting companies from hiring as an employee or retaining as a consultant a present or former government employee (other than secretarial, clerical or other similar grade employees). These restrictions may also cover informal agreements for prospective employment.

Colleagues must obtain written clearance from Jon Williams or James Penny before discussing proposed employment or retention with any current or any former government employee who left government employment within the past two years.

d. Official requests for information

If you are contacted by government regulators or authorities, agents, investigators, lawyers who do not represent the company or by other third parties seeking information or documents concerning investigations or potential or actual litigation, you should immediately notify James Penny or Jon Williams.

Immediate notification to Jon Williams or James Penny is critical when requests are made in the form of a legal document requiring a response by a specified date.

e. Contacts with the media

As part of ITV plc, we are committed to delivering accurate and reliable information to the media, financial analysts, investors, brokers and other members of the public. We are committed to responding to all public, media and other enquiries appropriately.

All public disclosures including forecasts, press releases, speeches and other communications will be honest, accurate, timely and representative of the facts.

f. Advertising and marketing

All our advertising and marketing must be ethical and lawful. To achieve this, we need to be accurate

and avoid misrepresenting ourselves, our programmes, products or our services, avoid defaming our competitors and respect the privacy rights of individuals to whom we may direct marketing materials.

g. *Bribery and corruption*

Bribery is a common form of corruption. Bribes (the giving or receiving of anything of value or advantage to try and make someone do something improper or reward them for this) are illegal and the giving or receiving of them a criminal offence.

Any colleague who solicits, participates in or condones a bribe or other unlawful payment or benefit or attempts to participate in any such activity, will be subject to strict disciplinary action, including dismissal and may be the subject of criminal prosecution (with a maximum prison sentence of ten years and/or an unlimited fine).

We could be liable even if one of our agents, suppliers or other intermediaries bribes someone without our knowledge for our benefit. When choosing agents, suppliers or other intermediaries please carry out pre-contract enquiries to ensure that they do not accept or give any bribes, and require contractual protection and commitments from them as to their compliance with anti-bribery laws. If you need any help, please contact James Penny or Jon Williams.

You must be vigilant to anything you think may be a bribe and report this to your line manager immediately.

We are all committed to an open working environment in which we feel able to voice our concerns. If you are worried about raising an issue with your line manager then please feel free to contact any Mammoth director.

h. *Modern Slavery*

Please read and comply with ITV's Modern Slavery Statement at www.itvplc.com

i. *Money laundering*

Money laundering is the process of concealing the identity of illegally obtained money so that it can be transformed from "dirty" money into "respectable" money or other assets. Colleagues must not engage in any transaction which they know could reasonably be considered to be money laundering. If you have any queries or concerns then please contact James Penny or Jon Williams.

j. *Donations & political activities*

It is our policy not to make cash donations to political parties.

Any political activity and participation in electoral politics by our colleagues must occur strictly in an individual and private capacity and not on behalf of the company. Colleagues may not use company time, property, equipment or funds to conduct or promote personal political activity.

We only make charitable donations that are legal and ethical under local laws and practices. All charitable donations must comply with our **Charitable Donation Policy**.

k. *Compliance with laws and contracts*

You are responsible for complying with the laws, regulations and codes of practice applicable to their areas of responsibility. You should seek assistance from James Penny or Melanie Morris for the creation, negotiation, amendment and/or termination of any contract.

We are committed to complying with our contractual obligations and take seriously any failure by another party to do the same.

You should also contact our Legal team if you have any matters of concern arising under this Code of Conduct, any applicable laws, regulations and codes of practice or any issues related to business ethics.

If you have any questions, please contact any Mammoth director.