



# CODE OF ETHICS & CONDUCT

# *contents*

**MESSAGE FROM OUR CHIEF EXECUTIVE CAROLYN McCALL**

**03**

**SPEAKING UP AND RAISING CONCERNS**

**05**

**OUR COMMITMENT TO EACH OTHER**

**08**

**OUR COMMITMENT TO OUR COMPANY**

**13**

**OUR COMMITMENT TO LAWFUL BUSINESS PRACTICES AND A LAWFUL MARKET**

**25**

**OUR COMMITMENT TO THE COMMUNITIES IN WHICH ITV OPERATES**

**34**

**CONTACT INFORMATION**

**40**

## MESSAGE FROM OUR CHIEF EXECUTIVE

*Carolyn McCall*



We are one of the UK's best-known brands and one of the longest established television companies, with roots in the regional broadcasting franchises first awarded over 70 years ago. We are also one of the largest independent producers in the world, creating, producing and distributing a broad range of programmes. On top of this, we sell, commercialise and distribute our catalogue of over 100,000 hours of formats and finished programmes worldwide.

Our purpose is to Make What Matters, entertaining and connecting with millions of people in the UK and globally, reflecting and shaping culture and building brands with brilliant content and creativity. This is aligned to our strategic vision to be a leader in UK advertiser-funded streaming and a diversified and expanding global force in content.

Our success depends on the highest standards of professionalism of all our colleagues, both in

our external dealings and in how we conduct ourselves in relation to other individuals. Our Code of Ethics & Conduct demonstrates our commitment to ethical business conduct to make sure we're complying with laws and regulations. But it also demonstrates our values that help us to perform at our best and deliver our More Than TV strategy: we're creative, collaborative, for everyone and we act with integrity and judgement.

We foster creativity by championing diversity and embracing inclusion. ITV is for everyone, no matter their background, race, disability, sexuality, gender identity or expression. We are also committed to a working environment that is free from verbal, physical, sexual or online harassment and abuse. At ITV we treat one another with courtesy, fairness, dignity and respect and do not tolerate abusive behaviour of any form in the workplace.

## MESSAGE FROM OUR CHIEF EXECUTIVE

*Carolyn McCall*

Our Code is not intended to cover every eventuality that could arise but instead provides guiding principles as to how we should deal with a particular situation and where to go for guidance and support. Upholding our ethical principles and guidelines is completely dependent on everyone at ITV understanding and observing them, and it's all of our personal responsibilities to uphold those principles.

That's what maintains our reputation and makes ITV a great place to work. It's about acting with integrity and trusting your judgement, and speaking up if something doesn't feel right. If we don't know about it, we can't fix it.

The Code of Ethics & Conduct applies to all employees, freelancers and contractors and is incorporated into your contract terms with ITV (e.g. in the case of employees your employment contract). A breach of the Code could result in disciplinary action or termination of your engagement with ITV, so familiarise yourself with it, ask any questions you may have and, most importantly, if there's anything you're concerned about - speak up.



*Carolyn McCall*



**SPEAKING UP**

***& Raising Concerns***

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.



**SPEAKING UP*****& Raising Concerns***

Our collective responsibility to act with integrity and adhere to the Code and all ITV's policies includes an obligation to exercise sound judgement in seeking help, reporting concerns and speaking up when observing unethical conduct or action that you suspect is inconsistent with the law, our Code or any of our policies.

We encourage you all to seek guidance regarding any ethical dilemma and to speak up about genuine concerns in relation to unethical and/or illegal business behaviour. Any colleague who suspects wrongdoing at work should raise their concern.

For example, such concerns might include discrimination and/or harassment, financial fraud, unethical business practices, illegal activities of any kind, danger to workplace health and safety or the environment, or efforts to cover up any such activities in the workplace.

You may feel worried about raising such an issue, perhaps feeling that it is none of your business or that it is only a suspicion. However, if in doubt, raise it. We want to hear from you.

You can speak directly to your manager or supervisor or to any other senior manager or to any of the contacts given in our Speaking Up Policy. If you are uncomfortable using these routes, or where you believe that your concern has not been adequately addressed, you can use Safecall, ITV's confidential [Speaking Up Hotline](#). You can also raise concerns anonymously.

For full details please refer to our [Speaking Up Page](#).

**SPEAKING UP****& Raising Concerns****Non-Retaliation**

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 retaliation or victimisation against anyone who has raised a 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.

Our Speaking Up channels are available to all ITV employees,

apprentices, individuals on work experience, agency workers, contractors, freelancers, shareholders, programme-makers, producers, programme participants, and any others acting on behalf of, or working with, ITV (agents, representatives, volunteers, suppliers).

It also applies to colleagues or relatives or other third parties connected with, or assisting, someone who is Speaking Up. We want to hear from you.

Visit our [Speaking Up Page](#).



Visit our [Speaking Up Hotline](#).

# OUR COMMITMENT

## *to Each Other*

At ITV, we aim to have a culture where you can be yourself and be your best - whoever you are. A place where everyone can learn, develop, grow, and build a career that's just as strong as our business."



## OUR COMMITMENT TO EACH OTHER

### *Ways of Working as Colleagues*



#### Diversity, Equity & Inclusion

We foster creativity by championing and embracing diversity, equity and inclusion. ITV is for everyone, no matter their background, race, disability, sexuality, gender identity or expression.

All colleagues should always be treated fairly and with dignity and respect. We will fairly reward individual endeavour and value diversity of thought, perspective and experience. We make sure our organisation is accessible to all and provide the necessary encouragement and opportunity to develop careers.

All colleagues will have equal opportunities in their employment. People will be recruited for their aptitude, skills, experience and ability. Discrimination on any grounds, including of race (including colour, nationality and



#### THE WORLD IS CHANGING RAPIDLY - AND WE'RE HELPING TO DRIVE CHANGE

national or ethnic origins) gender reassignment (including gender identity or expression), age, disability, marriage and civil partnership, sexual orientation, pregnancy, maternity, class or socio-economic background, parental status, political opinion, religion or belief is not permitted and will not be tolerated.

We are all responsible for diversity, equity and inclusion practices and behaviours within the organisation, treating each other with dignity and respect, and for challenging any behaviour which might be regarded as unfair or discriminatory. The world is changing rapidly - and we're helping to drive change. For more information and to see the progress we're making, please see our Diversity Acceleration Plan Report.

## OUR COMMITMENT TO EACH OTHER

### *Ways of Working as Colleagues*



#### Harassment & Abusive Behaviour

We are committed to a working environment that is free from verbal, physical, sexual or online harassment and abuse. At ITV we treat one another with courtesy, fairness, dignity and respect.

Any conduct that creates an intimidating, hostile, or offensive working environment or unreasonably interferes with an individual's work performance will not be tolerated and will be the subject of disciplinary action. We do not tolerate abusive behaviour of any form in the workplace, regardless of location, including at work social events.

Examples of such behaviour may include:

- threatening behaviour, intimidation, harassment, assaults or violence;
- sexual, religious, transphobic or racial harassment; or
- abuse of position such as to cause distress to subordinates.

All forms of harassment are treated equally seriously by ITV, but we have a specific duty to prevent sexual harassment at work and all colleagues are required to follow our Prevention of Sexual Harassment Policy.

Any form of reprisal or victimisation against anyone who has raised a concern or participated in an investigation will not be tolerated and will itself be treated as a serious disciplinary matter.



## OUR COMMITMENT TO EACH OTHER

### *Ways of Working as Colleagues*



#### Health & Safety

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

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

At ITV every colleague is responsible for checking and ensuring that their working environment is safe. As well as considering their own health and safety, every colleague is expected to also consider the health and safety of anyone who may be affected by their actions or behaviour. All colleagues must always follow health and safety policies and guidelines and fully cooperate with the instructions of health and safety advisors.



Visit our [Speaking Up Page](#).

#### Drugs & Alcohol

Colleagues 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 be subject to disciplinary proceedings in appropriate circumstances. All colleagues in the UK are required to follow our Alcohol and Drug Misuse Policy.



## OUR COMMITMENT TO EACH OTHER

### *Ways of Working as Colleagues*

#### Safeguarding & Protection

ITV is committed to the safeguarding and protection of all children, young people and vulnerable adults who work for and with ITV and we take our legal and moral duty very seriously. Colleagues who work with children, young people and vulnerable adults must follow ITV's Safeguarding Policy.

All colleagues should treat everyone with respect and conduct themselves appropriately when interacting with these groups at all times, whether they are working with us, visiting our premises, or in contact with the business.

If a colleague has any concerns regarding the welfare of a child, young person or vulnerable adult, they must contact the Health and Safety team who are Designated Safeguarding Officers.

Please follow the ITV Safeguarding Policy. Remember you can report concerns to the Health & Safety team, or you can use the confidential [Speaking Up Hotline](#).



Do you have any concerns?  
Visit our [Speaking Up Page](#).



**OUR COMMITMENT**

*to our Company*



## OUR COMMITMENT *to our Company*



### Avoid Conflicts of Interest

Acting with integrity means that our colleagues should actively avoid any conflict between their personal interests and those of ITV. Any actual or potential conflict of interest must immediately be disclosed to your manager or supervisor and People contact.

Examples of conflict of interest situations could be if a colleague:

- places a contract on behalf of ITV 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 ITV;
- carries on a business in their own time of a similar nature to their work at ITV;

- has a personal or financial interest in a business that has transactions or dealings with ITV; or
- is in, or enters into a personal relationship in the workplace;
- obtains a personal financial gain or advantage (other than normal remuneration) in business transactions or dealings involving ITV.

No one should use any inside information they have gained through employment with ITV for their own advantage, for that of a friend or relative or for anyone else. “Advantage” in this context includes both positive benefit and avoiding what might otherwise result in a loss.



## OUR COMMITMENT *to our Company*



### Official Requests for Information

Colleagues who are contacted by government regulators or authorities, agents or investigators, lawyers who do not represent ITV or by other third parties seeking company information or documents concerning investigations or potential or actual litigation should immediately notify their divisional Director of Legal & Business Affairs, the Head of Corporate Compliance, or the General Counsel.

Requests may be time sensitive, requiring a response by a specified date, so it is important that we act without delay.



### Confidential Information & Trade Secrets

We all have a responsibility for protecting ITV's confidential information, both during and after our employment or time working with ITV. 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.

Colleagues with access to confidential information and trade secrets must be careful about their use and vigilantly protect them from disclosure.



## OUR COMMITMENT *to our Company*



### Contact with Media

All public disclosures including forecasts, press releases, speeches and other communications will be honest, accurate, timely and representative of the facts. Our Corporate Affairs department (or, if you are outside the UK, its nominated local communications contact) & ITV's programme publicity team handle all external communications concerning the company and its businesses.

No statement should be made or opinion expressed to the press or any third party without the explicit supervision of the Corporate Affairs department (or its local nominee) or ITV's programme publicity team.

All enquiries from the press and other media must be reported to the Corporate Affairs department or ITV's programme publicity department. You should alert the Corporate Affairs department (or its local nominee) or the ITV programme publicity department if you are aware of any story relating to ITV that might attract the interest of the press.

Speaking to the press or any other media on behalf of the company without the express permission of the press officers within the Corporate Affairs department or the programme publicity department is prohibited.



## OUR COMMITMENT to our Company



### Financial & Accounting Controls and Records

All financial and accounting information relating to ITV must be recorded and presented accurately, diligently and fairly, in accordance with good business practices, applicable accounting standards and local laws.

ITV has established reliable systems and controls to enable us to respond effectively to financial, compliance and other risks and achieve our objectives. This includes the safeguarding of our assets and ensuring that our liabilities are identified and managed.

The quality of our internal and external financial reporting requires our colleagues to maintain proper records, to follow timely processes and where applicable to provide relevant and reliable information from both internal and external sources.



### Preservation & Protection of Corporate Assets

Everyone at ITV has a duty to preserve and protect our assets, including our property, equipment and monies. We expect everyone to use those assets properly and appropriately. If you suspect fraud, theft or abuse of ITV's assets by either a colleague or a third party, please speak up. You can do this by raising your suspicions with your manager or supervisor or through ITV's [Speaking Up Hotline](#).

## OUR COMMITMENT *to our Company*



### Intellectual Property

Intellectual property rights underpin the content in our programmes, our programme formats and our brands. We value our own intellectual property rights and respect those of others. Proper management and protection of these assets is critical to our commercial success. Colleagues must safeguard our confidential information, trade secrets and intellectual property (including copyrights, trademarks and patents) in the same way that they must protect all of our other corporate assets.

All documents, files, materials, records and reports acquired or created in the course of employment with us are the property of ITV

or its affiliates. Colleagues may not register any ITV intellectual property rights, including trade marks, internet domain names or social media accounts in their own names.

Colleagues may only remove originals or copies of such property from our offices for the sole purpose of performing their work duties, and they must return such records at any time upon request. At ITV we sometimes use intellectual property, trade secrets and/or confidential information belonging to others under licence. Acting ethically at ITV means we expect colleagues to ensure that their use of any such assets or information is permitted by the owner and does not infringe anyone's intellectual property rights.



## OUR COMMITMENT *to our Company*



### Creating Documents & 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 legal and regulatory requirements, we may be 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, health and safety and environment related documentation.

Records and documentation pertinent to a particular investigation or legal dispute must not be destroyed once we have received notice of pending litigation.

### Fraud, Theft or Misuse of Property

We should always be honest, fair and truthful in all of our dealings and expect each other to act in this way at all times. Colleagues engaging in, or attempting, fraud, theft or misuse of any ITV property or the personal property of other colleagues will be subject to disciplinary action which may result in dismissal. Matters may also be referred to public authorities for possible criminal prosecution.

Fraud is the use of deception to obtain an illegal advantage. It is a criminal offence and ITV itself can be liable if someone associated with us commits fraud intending to benefit the company or its customers. As with theft or the misuse of ITV property, fraud can take many forms. Examples may include: falsifying financial or other information in official documents; or withholding material information from an



external party that is legally entitled to it. Examples of theft or misuse of ITV property may include: stealing supplies, equipment, documents, cash or other property; misusing corporate credit cards, telephones, mobile phones and devices, tablets, computers, printers or other equipment; submitting false timesheets or expense claims; using company information or other assets without authority; or retaining any benefit from a customer or supplier that properly belongs to ITV.

Please familiarise yourself with ITV's Anti-Money Laundering and Anti-Fraud Policy. If you have any concerns, speak to your manager or supervisor or contact the Head of Corporate Compliance. You can also visit our [Speaking Up Page](#).

## OUR COMMITMENT *to our Company*



### Protection of Property, Data and Information and Acceptable Use

All ITV colleagues are expected to protect both the tangible and intangible property, assets, data and information of the company, each other and our clients.

ITV supports a number of approved platforms to enable communication and collaboration between colleagues, partners and suppliers.

Whilst our communications are intended for business purposes, we can also use those platforms for limited (and reasonable) non-business purposes, provided that such usage does not:

- interfere with our obligations to ITV;
- affect personal delivery or business performance;

- disturb other colleagues or the general affairs of the company;
- infringe anyone's intellectual property rights or terms and conditions of employment;
- bypass (intentionally or unintentionally) ITV security systems; or
- violate this Code or the law in any way.

All colleagues are expected to exercise care when using these platforms. Remember:

- Do not put anything in an email, message or social media that may damage your or our reputation. These are not private and may need to be disclosed to others, including third parties, regulators and courts.
- Rules apply to all personal data processed for ITV's purposes.
- Be sensible about what you

communicate using these methods, and how you communicate it.

- Be aware that individuals have the right to access a copy of their personal data, however it is being processed by ITV. This may include messages between colleagues (including sent via WhatsApp, SMS, Slack, Google Chat, etc.), or social media messenger exchanges with potential programme applicants.
- Before you send a message containing personal data, consider how it would appear if it had to be disclosed to the individual concerned.

**OUR COMMITMENT**  
*to our Company*



**Keeping our Data Safe**

We are all personally responsible for the security of all equipment allocated to or used by us. When travelling with ITV equipment or information, colleagues are expected to take care to prevent loss or theft. If there are Group, departmental or team processes in place for portable devices and media, these must be followed.

We can only share information with those authorised to view it and must not store ITV sensitive information on non-ITV issued devices unless the data is encrypted and protected with a unique passphrase. Sensitive

information should always be encrypted or password protected when sending it outside ITV by email or otherwise. When sending information you should always: Stop. Think. Check. Send.

Keeping our data safe means we must always be vigilant. Malware (malicious software) is often sent by email (e.g. phishing) and this can cause significant damage to our information systems.

Be particularly cautious in relation to unsolicited emails from unknown sources or to urgent requests for personal information or payments to be processed.



## OUR COMMITMENT *to our Company*



### Use of ITV Systems & Data Breach

At ITV we are each accountable for our actions on the systems we use. We 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;
- messages, files or websites for any illegal or unethical purpose, or any purpose that violates our policies or may lead to liability or cause harm to ITV; or
- the “dark web”.

ITV monitors the security of issued devices to protect ITV data and systems from risk of a data breach. Colleagues should never attempt to evade or circumvent ITV security controls or policies. Following the correct behaviour when using our systems is vital.

### Data Protection & Privacy

Data protection laws and regulations impose high standards of compliance on ITV with regards to the handling of personal data relating to our viewers, customers, talent, contractors and colleagues. It is everybody’s responsibility to comply with these laws and regulations, to respect the rights of our viewers and the people we work with, and to protect the company

from regulatory enforcement, fines and reputational damage. Familiarise yourself with the Data Protection & Privacy Policy for further guidance on handling personal data and what to do in the event of a data breach incident.

If you have any questions or want additional guidance or support, contact the Data Privacy team: [privacy@itv.com](mailto:privacy@itv.com).



### Cyber Security & Data Privacy Incident Procedure

We must all be vigilant against cyber threats and phishing attacks. Please inform [cybersecurity@itv.com](mailto:cybersecurity@itv.com) immediately if you notice or receive anything suspicious. Please inform [privacy@itv.com](mailto:privacy@itv.com) immediately if you become aware of a suspected or actual personal data breach. If in doubt, contact both.

## OUR COMMITMENT *to our Company*

### Colleague Monitoring

Any usage of company systems, telephones, email and internet facilities may be subject to monitoring in compliance with law and best practice. For example, ITV may monitor colleagues' usage:

- for legitimate business purposes;
- to ensure the security of our systems;
- 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 colleagues' email accounts or voicemail during their absence from work (e.g. when a colleague is on holiday or sick leave) or after they have left our employment. ITV's offices may use CCTV and you may be recorded when working from our premises.

Email, voicemail messages, recordings and internet usage are potentially subject to interception/collection, and to disclosure to relevant internal personnel and/or third parties in the course of litigation or an investigation. We have a legitimate basis on which to access and protect company data stored or processed on a device, including the content of any communications sent or received from the device.

However, we recognise the need to balance our obligation to process data for legitimate purposes, with your expectations of privacy in respect of your private personal data. Therefore, when taking (or considering taking) action to access your device or your ITV account(s), or to delete data on a device (remotely or otherwise) in accordance with this policy, we will, where practicable:

- consider whether the action is necessary and proportionate in light of the potential damage to the company, our customers or other people impacted by company data;

- consider if there is an alternative method of dealing with the potential risks to the company's interests (recognising that such decisions often require urgent action).



## OUR COMMITMENT *to our Company*

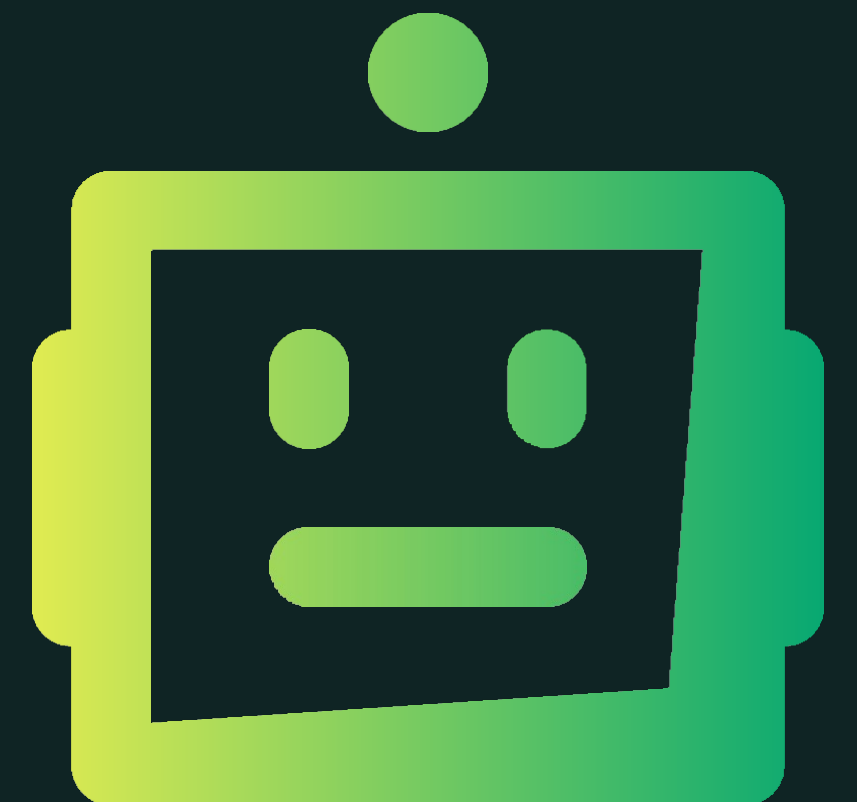
### Artificial Intelligence

ITV recognises the potential of Artificial Intelligence (AI) to enhance our operations, drive innovation and deliver efficiencies.

We are committed to fostering the responsible and controlled use of AI, provided its use aligns with our core values and ethical principles and respects human rights, privacy, data protection, diversity, inclusion and fairness. Colleagues must only use AI for work purposes in accordance with ITV's Artificial Intelligence Policy and Guidelines, which outline the key principles and rules governing the responsible use of AI in the workplace.

These include: only using ITV-approved AI tools; only using them for ITV-approved use cases; and making sure outputs are subject to human oversight.

Please familiarise yourself with the Policy and Guidelines and, if you have any queries or concerns, you can speak to a member of the AI Governance Committee or your Legal and Business Affairs team.



# OUR COMMITMENT TO LAWFUL BUSINESS PRACTICES

*and a Lawful Market*

At ITV all colleagues are responsible for complying with the laws, regulations and codes of practice applicable to their areas of responsibility. Please comply with all policies that are brought to your attention by your manager, supervisor or Legal and Business Affairs team.



## OUR COMMITMENT TO LAWFUL BUSINESS PRACTICES *and a Lawful Market*



### Inside Information & Share Dealing

Our colleagues must not buy, sell or transfer stock or shares of ITV plc or any other companies, or buy or sell any property or assets, on the basis of inside information, i.e. information acquired through employment 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 or avoiding a loss.

To do so could 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 prohibited from dealing in ITV shares during certain periods.



Do you have any concerns?  
Visit our [Speaking Up Page](#).

## OUR COMMITMENT TO LAWFUL BUSINESS PRACTICES *and a Lawful Market*



### Honesty & Fair Dealing

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

Keeping up to date with industry information is important but we must not use any unlawful or unethical means to obtain confidential information from competitors, suppliers, customers or other third parties. An example of acting ethically at ITV is that colleagues would not hire any person with the intention of that person providing confidential information relating to their former employer.

### Competition & Competitor Relationships

The aim of all ITV's companies is to compete vigorously and fairly in the marketplace. All colleagues are required to comply fully with laws governing free and fair competition at all times.

Collusion with competitors is strictly prohibited and may contravene competition laws, resulting in serious consequences for ITV, including damage to our reputation, heavy financial penalties and, in some cases, criminal penalties for individuals. It is the responsibility of each ITV group company to ensure that it complies fully with all competition laws and regulations governing its operations. Please familiarise yourself with ITV's Competition Law Compliance Policy and, if in doubt, contact the Director of Competition Law.



## OUR COMMITMENT TO LAWFUL BUSINESS PRACTICES *and a Lawful Market*



### Bribery & Corruption

Bribery is a common form of corruption. Bribes (the offering, requesting, giving or receiving of anything of value or advantage to try to make someone - whether a public official or not - do something improper or reward them for this) are illegal, and bribery is a criminal offence.

Any colleague who offers, 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.

ITV itself could be liable if one of our agents, suppliers or other intermediaries bribes someone for our benefit, even if it is without our knowledge.

When choosing agents, suppliers or other intermediaries, please work with your local Legal & Business Affairs team to 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 and with our Anti-Bribery & Corruption Policy.

You must be vigilant to anything you think may be a bribe and report this to your manager or supervisor immediately, to the Head of Corporate Compliance or via the [Speaking Up Hotline](#).

Detailed guidance and information about ITV's expectations on how you can recognise and deal with bribery and corruption issues are set out in our Anti-Bribery & Corruption Policy.



## OUR COMMITMENT TO LAWFUL BUSINESS PRACTICES *and a Lawful Market*

### Gifts & Entertainment

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

This does not mean that customary and reasonable gifts or hospitality are not acceptable, such as token gifts, meals or transportation of modest value which are given or received in the normal course of business dealings.

To ensure we are acting with integrity, the test colleagues are expected to apply is whether in all the circumstances the gift or hospitality is reasonable and justifiable and not linked in any way to an improper act.

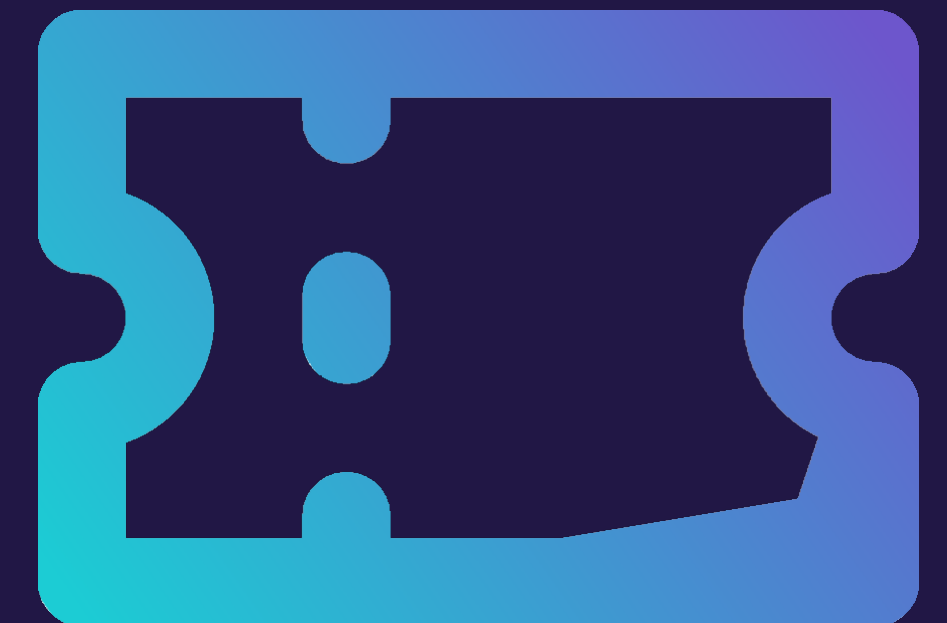
Gifts of cash must never be offered, requested, given or accepted.

You must seek prior approval for:

- any hospitality to be given to a third party or received by you with a value in excess of GBP 500 per person (or equivalent sum in your local currency); and
- any gifts to be given to a third party or received by you with a value in excess of GBP 100 per person (or equivalent sum in your local currency).

Please refer to ITV's Gifts & Hospitality Policy for details of how to obtain approvals. ITV has a no receipt, no pay policy. Records of any gifts and hospitality must be maintained in accordance with the Gifts & Hospitality Policy.

If in any doubt about what to do to ensure you are acting in a way that is consistent with ITV's expectations of ethical behaviour, you should consult your manager or supervisor or contact the Head of Corporate Compliance.



## OUR COMMITMENT TO LAWFUL BUSINESS PRACTICES *and a Lawful Market*



### Public Officials & Employees

At ITV, colleagues are doing business around the world. You must contact your local Legal & Business Affairs team for guidance if you are engaged in business with any governmental body, agency or official. This is vital because certain interactions could result in damage to the business and reputation of ITV, disciplinary action and even, in extreme cases, criminal prosecution.

Colleagues must avoid any dealings that might be perceived as attempts to improperly influence public officials in the performance of their official duties, e.g. we must not offer, request, give or receive gifts or hospitality to or from government employees or officials.

In the UK, 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 employees). If you are based outside the UK, check with your local Legal & Business Affairs team if there are similar laws in your country.

These restrictions may also cover informal arrangements for prospective employment. Colleagues in the UK and other countries that have such laws must obtain written clearance from our General Counsel before discussing proposed employment or retention with any current or any former government employee who left government employment within the past two years.



## OUR COMMITMENT TO LAWFUL BUSINESS PRACTICES *and a Lawful Market*



### 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 or suspect involves the proceeds of criminal activity and should carry out reasonable enquiries to validate sources of funding.

Your local Finance teams will be able to help you validate sources of funding.

Please report any suspicious activity to your manager or supervisor. If you feel you are unable to raise your suspicions with your manager or supervisor, you can use ITV's [Speaking Up Hotline](#).

Please also familiarise yourself with ITV's Anti-Money Laundering and Anti-Fraud Policy.



Visit our [Speaking Up Page](#).

## OUR COMMITMENT TO LAWFUL BUSINESS PRACTICES *and a Lawful Market*



### Tax Evasion & Facilitating Tax Evasion

Tax evasion is an illegal activity in which a person or entity deliberately avoids paying a true tax liability. Those caught evading taxes are generally subject to criminal charges and substantial penalties. Colleagues must not commit any acts intended to result in tax evasion by ITV and must not facilitate tax evasion by third parties.

When choosing agents, contractors, suppliers or other intermediaries, colleagues are expected to carry out appropriate 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. Please familiarise yourself with the Prevention of Facilitation of Tax Evasion Policy.

If you need any help, please contact a member of your local Legal & Business Affairs or Tax teams who are there to help you. If you are concerned that you may have identified tax evasion within ITV or the facilitation of tax evasion by an associate of ITV, please report it to your manager or supervisor or to the Head of Corporate Compliance.

### Sanctions

Sanctions are trade or financial restrictions issued by national governments or international bodies against target companies, individuals, groups, countries or industries. ITV is committed to ensuring that all of our businesses comply with applicable sanctions, including those issued by the UK, US, EU, UN and countries where ITV companies are located.

Please familiarise yourself with ITV's Sanctions Policy, which includes guidance on how to run sanctions checks.

If you have any queries or concerns, speak to your Legal and Business Affairs team or contact the Head of Corporate Compliance.

You can also visit our [Speaking Up Page](#).



## OUR COMMITMENT TO LAWFUL BUSINESS PRACTICES *and a Lawful Market*



### Advertising & 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.

All advertising for our services in the UK must be developed through the Marketing Department who will seek clearance from a member of our Legal & Business Affairs team where necessary or, if on air and programme-related, a member of the Programme Compliance team.



**OUR COMMITMENT TO  
THE COMMUNITIES**

*in which ITV operates*



## OUR COMMITMENT TO THE COMMUNITIES *in which ITV operates*



### Viewers & Customers

Our viewers and customers are the reason we exist and are at the heart of everything we do. We must act appropriately and promptly in relation to any complaints. We are committed to providing viewers and customers with accurate information on which they can make an informed decision and to not misleading them.

The trust of viewers, the wider public and our customers is central to everything we do. We will not hesitate to take appropriate disciplinary action against anyone who breaches that trust.



### Shareholders

ITV plc's shareholders are the owners of ITV's business and must be properly rewarded for their investment. We are fully committed to delivering value to shareholders.

We are clear, open and transparent in our financial reporting and in all communications with shareholders. We maintain high standards of corporate governance and expect every colleague at ITV to comply with all applicable laws, regulations, codes and recognised best practice and guidance.

## OUR COMMITMENT TO THE COMMUNITIES *in which ITV operates*



### Social Purpose

Our social purpose at ITV is to shape culture for good. We entertain and connect with millions of people in the UK and globally, reflecting and shaping culture and building brands with brilliant content and creativity. This gives us a great opportunity: to change ITV for the better, and to use our content and reach to inspire positive change in the wider world.

We have four focus areas: Mental Wellbeing; Climate Action; Diversity, Equity & Inclusion; and Better Futures. Where relevant, we have set clear targets for each area for both on-screen and off-screen activity, and we report on those targets annually in the ITV Social Purpose Impact Report.



All colleagues are encouraged to help us reach those goals.

For more information, including on our mental wellbeing campaigns, Diversity Acceleration Plan and Climate Transition Plan, go to:

[itvplc.com/social-purpose](https://itvplc.com/social-purpose)

## OUR COMMITMENT TO THE COMMUNITIES

### *in which ITV operates*



#### Combating Illegal Labour Practices & Modern Slavery

ITV is committed to ensuring that human rights abuses and modern slavery are not a feature of our operations or supply chains. We know that such practices can be hidden and hard to uncover and can affect workers across the world in a wide range of sectors. We are also conscious that to tackle modern slavery, we need to address poor labour practices wherever they occur, as tolerating them can provide the conditions for exploitation.

At ITV we are committed to identifying, addressing and preventing modern slavery in our operations and supply chains in a manner that puts concerns for potential victims at the centre.

We do this in a number of ways, including by:

- Conducting human rights due diligence on our business activities and relationships
- Reviewing our own commissioning and purchasing practices to ensure they do not contribute to poor labour practices
- Engaging our suppliers, partners and peers to find ways of working together to reduce risks
- Enabling workers in our operations, productions and supply chains to raise concerns
- Listening to those potentially affected by poor labour practices and taking action to address any issues they flag
- Being victim-centric in our response



Do you have any concerns?  
Visit our [Speaking Up Page](#).

At ITV we expect you to:

- Think about your area of work and consider where there could be risks of labour exploitation
- Consider whether ITV's activities or approach make poor labour practices more likely
- Flag potential issues to your manager or supervisor
- Raise awareness of labour issues among your contacts internally and externally
- Be curious about the people involved in ITV's operations, business relationships and supply chains

For more information, please see our annual Modern Slavery Statement and Human Rights and Modern Slavery Principles.

## OUR COMMITMENT TO THE COMMUNITIES *in which ITV operates*

### External Suppliers & Associated Parties

We work with thousands of suppliers and partners and they all play an integral role in the success of ITV. Our suppliers and partners should be treated with respect and fairness at all times and we will observe high ethical standards in all our dealings with them.

Our goals and standards not only apply to how we operate within ITV, but also to our entire sphere of influence. Therefore, it is important that we procure with social purpose - this means working with suppliers that not only deliver a great service at the right costs, but also meet our high standards of professionalism and align with our social purpose goals.

Achieving our ambitious standards and goals may not be easy but we know it is important. We work in collaboration with our suppliers to help identify risks and share knowledge, and continually work to improve the impact we all have on the wider world.

Our [Supplier Code of Conduct](#) sets out the minimum standards we expect from all our suppliers and you should be familiar with these standards. It is our intention to contract only with suppliers who satisfy our standards or who have given a commitment to achieve these standards within an agreed time-frame.

Our Procurement Policy sets out when you should involve the Procurement team if you are intending to contract for services with a supplier.



## OUR COMMITMENT TO THE COMMUNITIES *in which ITV operates*



### Political Activities, Donations and Charitable and Philanthropic Activities

It is our policy not to make donations to political parties. We do, however, ensure our views are expressed to governments in an appropriate and effective manner on matters that affect our business through our Public Affairs team. 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 ITV.

Colleagues may not use company time, property, equipment or funds to conduct or promote personal political activity. You should also not suggest that your views are representative of ITV or that ITV supports your personal views.

We only make charitable donations that are legal and ethical under local laws and practices. Any donations made on behalf of ITV must be made with prior approval and in accordance with all applicable corporate governance requirements and adhere to our Charitable Causes Guidance.

### The Environment

ITV recognises the importance of our responsibilities towards the environment. We strive to identify and understand the environmental aspects of our operations and adopt processes that encourage the conservation of resources and energy.



# CONTACT INFORMATION

Thank you for reading this Code of Ethics & Conduct.

If you have any questions arising from it, please contact ITV's:

**Chief People Officer**  
*Ade Rawcliffe*

**General Counsel**  
*Kyla Mullins*

**Head of Corporate Compliance**  
*Ed Cotton*

**Head of Complaints Handling Unit**  
*Hilary Burgess*