



# ODEON CINEMAS GROUP

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## Supplier Code of Conduct





### Introduction

Odeon Cinemas Group and its subsidiaries ("OCG") is committed to conducting business responsibly in its entire value chain. OCG's Supplier Code of Conduct outlines the guidelines and expectations for establishing and maintaining a business relationship with OCG.

OCG strives to establish partnerships with suppliers that share our commitment to conducting business in a legal, ethical, environmental and social responsible way.

All suppliers to OCG are required to comply with our Supplier Code of Conduct, as set out below. In addition, suppliers must carry out their business honestly and ethically, and operate in full compliance with all applicable laws, rules and regulations, including international treaties and standards.

OCG encourages suppliers to exceed the requirements of the Supplier Code of Conduct and strive to continuously drive best practice and deliver improvements throughout their organisation. If there is no local legal requirement, or if a legal requirement is not as strict as the requirement included in the Supplier Code of Conduct, then all suppliers are required to follow the Supplier Code of Conduct in order to work with and/or provide products & services to OCG.

### Business ethics

OCG is committed to the highest standards of integrity, honesty, openness and professionalism in all its activities wherever they are undertaken. OCG, as a minimum standard, respects local laws and does not engage in any form of corrupt practices, including extortion, fraud, or bribery.

OCG expects suppliers to demonstrate the same commitment by understanding and complying with all applicable laws. OCG suppliers should inspire trust by taking responsibility, acting ethically and encouraging honest and open debate.

### Conflict of interest

Conflicts of interest run against the fair treatment OCG expects. Suppliers must disclose any personal relationships held between their employees and OCG's employees to avoid personal business activities and financial interests which could be in conflict with their responsibilities to OCG.

### Bribery and Anti-corruption

Suppliers must not, directly or through others, offer, promise, give or accept any form of payment or incentive to gain an improper business advantage or for the purpose of influencing the actions of the recipient. Accounting records and supporting documents must describe and reflect the nature of the underlying transactions. Suppliers must not engage in fraud, bribery (including facilitation payments), kickbacks, money laundering, embezzlement, extortion or any other form of corruption. Suppliers must be committed to complying with applicable anti-corruption laws, such as the UK Bribery Act 2010 and the Swedish Anti-bribery legislation.

In addition, all suppliers that either have a presence in the UK, or who perform transactions within the UK must ensure that they do not undertake any actions that could be seen as facilitating tax evasion in any form. Suppliers must be committed to complying with the UK tax authorities legislation entitled 'Corporate criminal offence of failure to prevent the facilitation of tax evasion'. Suppliers must ensure that they have appropriate processes and procedures in place such that HMRC would be satisfied that no liability sits with the supplier.

### Gifts travel and entertainment

OCG develops long-term business relationships based on trust and respect. Exchanging gifts and hospitality can build goodwill, but may, or may appear to, create improper influence. Suppliers may offer OCG employees modest refreshments, business meals and entertainment, as well as business gifts of a nominal



value, such as company logoed items. Such offers must be infrequent and must not be perceived as influencing business decisions unduly. The monetary limits for appropriate gifts and travel and entertainment expenses are defined by the Company. Cash or cash equivalents like gift cards, gift certificates, and stocks are never appropriate.

### Fair competition

Competition and anti-trust laws prohibit a variety of business practices that restrict free and fair competition. Violations of such laws are very serious, and can result in significant fines and other penalties, including debarment. Individuals could even face prison. Suppliers must be committed to conducting business in accordance with principles of fair competition, which includes treating competitors in a businesslike and fair manner and avoid utilizing competitors' procedures, potential problems or rumours in promoting our own business. Suppliers must not engage in illegal cooperation with competitors including bid rigging, price fixing, market allocations or any other prohibited conduct that limits fair competition. Suppliers will not share with OCG information they receive from or about OCG competitors or bids they are making to OCG competitors. Suppliers must always report anti-competitive behaviour if they see or suspect it.

### Confidential Information

Information is considered confidential to OCG if it has value to OCG and is not publicly available. OCG employees and suppliers have a responsibility to keep confidential information safe.

Suppliers must secure OCG's private and confidential information in their possession, use it per the instructions of OCG and safeguard it from unapproved or unintended disclosure. This obligation continues after the business relationship with OCG ends.

We are committed to protecting confidential information related to external parties, our business activities or employees. We shall take measures to safeguard our documents and devices that contain confidential information, as well as trade secrets and all other confidential information of our business partners known to us through our business relationships.

### Personal Information

OCG recognises its duty to respect personal information and ensure it is protected and handled responsibly and only used for the purposes for which it is provided. Suppliers must ensure that all personal information is controlled in accordance with, and their data and information systems comply with, applicable laws and regulations.

OCG expects its suppliers to manage personal information in accordance with the following data protection principles:

- Process personal information fairly and lawfully
- Obtain personal information only for specified, explicit and legitimate purposes
- Ensure personal information is adequate, relevant and not excessive
- Ensure personal information is accurate and, where necessary, kept up to date
- Not keep personal information for longer than is necessary
- Process personal information in accordance with rights of the individual
- Keep personal information secure
- Not transfer personal information unless there is adequate protection in place

### Personnel/ Labour standards/ Terms of employment

OCG has a diverse workforce and supply base; with different skills and capabilities coming from many cultures. The diversity has helped make OCG to the success it is today and is vital to our future. Suppliers must ensure employment is based on ability and not on beliefs or any other personal characteristics.



### Salaries and working hours

Suppliers must ensure that the conditions of employment offered to employees, including salaries and benefits, meet the minimum requirements in national law and/or collective agreements as well as relevant ILO conventions. Suppliers shall also ensure that each employee is entitled to a written labour contract, and must provide for reasonable working hours.

### Equality, Inclusion, and Diversity

OCG wants to be a place of mutual trust and respect, which embraces diversity and values everyone for their merits. We expect our suppliers to do the same. Suppliers should be committed to embracing and promoting equality and diversity, as well as mutual trust and respect in our work environment.

### Discrimination and Harassment

Suppliers must treat all employees with respect and dignity, ensuring that no inappropriate treatment of others, such as discrimination, intimidation or harassment, takes place in the work place. This includes discrimination based on sex, race, colour, national or ethnic origin, sexual orientation, gender identity or expression, religion, political beliefs, trade union activity, marital status, caring responsibilities, disability age or citizenship.

### Freedom of movement or personal freedom

Suppliers must not unreasonably restrict workers' freedom of movement. Workers shall not be physically confined to the workplace or related premises nor shall any other coercive means be used to restrict workers' freedom of movement or personal freedom.

### Freedom of Association

OCG recognises the importance of open communication and direct engagement between workers and management and expects its suppliers to do the same. Suppliers are to respect the rights of workers to associate freely and communicate openly with management regarding working conditions without fear of harassment, intimidation, penalty, interference, or reprisal. OCG also expects that Suppliers respect the right of workers to form and join trade unions and bargain collectively.

### Health and Safety

Suppliers must provide safe and healthy conditions for all their employees and customers, and must abide by all local laws, directives and regulations relating to health and safety in the workplace.

### Human rights

OCG respects human rights as a fundamental part of our business and values.

Suppliers must recognise their responsibility to promote and respect internationally proclaimed human rights when conducting their business. Suppliers will identify, prevent or mitigate any adverse human rights impacts caused or contributed to by their operations to avoid any infringement on the rights of others and also identify impacts that are directly linked to their operations where they are acting for or in connection with our operations.

### Child labour

OCG does not use child labour and expects suppliers to operate on the same basis and comply with local laws regarding the minimum age of employees.



### Forced labour

In line with OCG's zero-tolerance approach to modern slavery of any kind and its commitment to acting ethically, transparently and with integrity in all our business dealings and relationships, suppliers must not use any type of involuntary or forced labour, including indentured, bonded, slave or human trafficked labour. All work must be voluntary and workers should have the freedom to terminate their employment in accordance with established laws, regulations and rules.

### **Environmental responsibility & community engagement**

OCG recognises our impact on society, the economy and the planet, and aims to make a positive difference.

#### Environmental

OCG works with stakeholders to continuously assess and reduce our environmental impact. OCG aims to prevent environmental damage and minimise our use of energy and resources.

Suppliers must comply with all applicable environmental laws, regulations and operating permits, as well as obtaining required certificates. Suppliers must strive to minimize their negative impacts on the environment by reducing or optimizing their use of resources, including energy and water, and by utilizing systems for recycling and reuse of materials.

#### Community relations and engagement

OCG regards being a good corporate citizen as central to the way we do business. Supporting the community brings real benefits to our customers and our colleagues. Suppliers are encouraged to contribute to the communities and countries in which they operate.

### **Management practices**

#### Record keeping

Suppliers are required to accurately record and disclose information regarding their business activities, structure, financial situation, and performance in accordance with applicable laws and regulations and prevailing industry practices. In addition, suppliers must use sound financial practices and ensure transparency in financial dealings by implementing and maintaining adequate internal controls.

#### Monitoring of Compliance

Suppliers are expected to review their operations and verify compliance with OCG's Supplier Code of Conduct.

#### Supply Chain

OCG acts in strict compliance with all applicable supply chain protection laws. Suppliers are expected to review their operations and verify compliance with OCG's Supplier Code of Conduct as well as with all relevant supply chain protection laws.

#### Violations of the Code and applicable Supply Chain Protection Law

Suppliers must inform OCG of any suspected breach of these requirements without delay. In addition, Suppliers are encouraged to reflect the content of these requirements in their agreements with their sub-contractors. Failure to comply with the OCG Code of Conduct may result in discontinuance of current and/or the prevention of future business relationships.

### **Sanctions**

OCG and its subsidiaries, as well as its employees, strives to comply with all economic sanctions laws, regulations, embargoes or restrictive measures ("**Sanctions**") to which it is subject and not engage in any

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business that will violate applicable Sanctions. OCG will maintain effective measures to seek to ensure compliance with and awareness of its Sanctions related obligations.

OCG expects its suppliers to conduct their business in an ethical and compliant way at all times, in compliance with all applicable Sanctions. Therefore, Suppliers must:

- be able to evidence that they fully comply with all Sanctions relevant to their business;
- be fully transparent about their ultimate beneficial owners;
- be able to evidence that they maintain effective measures to ensure compliance with and awareness of their Sanctions related obligations;
- be able to evidence training and support for their employees and contract workers regarding Sanctions and other compliance matters;
- respect and support OCG's vigilant requirement in monitoring external parties that may be on a sanctions list or may have related companies in countries subject to Sanctions; and
- immediately report to OCG any likely, or actual, contravention of Sanctions.

### **Questions & Raising Concerns**

Suppliers are encouraged to reach out to the Group Procurement team with any questions pertaining to the Supplier Code of Conduct or whenever there are questions related to the appropriateness of any activity connected to their supplier relationship with OCG.

In addition, reports of any ethically questionable behaviour must be made to the Group Procurement team.