



AMC Global Media Inc. Company Anti-Corruption Policy

This Policy applies to AMC Global Media Inc. (the “**Company**”) and its subsidiaries and its and its subsidiaries’ directors, officers, employees, agents and representatives (collectively, the “**Representatives**”). This Policy explains the prohibitions on bribery and restrictions on making improper payments, offers, promises or authorizations of payment or anything of value to government officials (or their agents or representatives) or to other third parties by the Company and its Representatives.

I. OVERVIEW

The Company is committed to acting honestly and lawfully in its business dealings and relationships everywhere in the world. The Company and its Representatives must comply with all applicable anti-corruption and anti-bribery laws and regulations, including, without limitation, the Foreign Corrupt Practices Act of 1977 (“**FCPA**”) and the UK Bribery Act 2010 (“**UK Bribery Act**”). Both the FCPA and the UK Bribery Act prohibit bribes to government officials (or their agents or representatives) for the purpose of obtaining or retaining business for the Company or to secure any improper commercial advantage. The UK Bribery Act goes a step further and prohibits offering anything of value to any person, whether or not a government official, in order to induce that person to act improperly in connection with his or her function. Additionally, most if not all countries have anti-bribery laws. At a minimum, employees should assume that the Company is subject to the requirements of the FCPA and the UK Bribery Act in all of its business dealings.

Under no circumstance may you bribe or offer to bribe any government official (or its agents or representatives) or any Company customer or any other business associates of the Company or its Representatives.

This Policy provides direction on how the Company and its Representatives must comply with anti-corruption and anti-bribery laws.

What is bribery?

Generally, bribery occurs when a person offers, promises or gives another person a benefit, directly or through a third party, intending to influence that person (or another) to perform their job improperly, or as a reward for doing so. It is also bribery when a person, directly or through a third party, asks for, agrees to receive or accepts such a benefit.

The bribe can be anything that the recipient views as valuable. Examples include: cash, cash equivalents, gifts, meals, travel expenses, special event tickets, kick-backs, donations, preferential treatment and favors.

It is also bribery to offer or give a gift or entertainment when an individual knows or believes that it would be improper for the recipient to accept it. It is therefore improper to offer or give a gift or entertainment when you are aware of a policy or law prohibiting the recipient from accepting it.

Rules concerning government officials are even more strict; providing a benefit to a government official could be deemed a bribe even if your intent wasn't to do so. Therefore, extraordinary care needs to be taken when dealing with government officials.

Who is a government official?

A government official is an official or employee or any branch or level of government (executive, legislative or judicial and national, state or local) of any governmental department or agency (***including state-owned or controlled companies***), any person acting in an official capacity in connection with such entities (e.g., consultants for government agencies), political parties and their officials (including candidates for office) and an official or employee of, and persons acting on behalf of, any public international organization (e.g. the International Olympic Committee). A government official would also include family members of persons falling with the definition of government official.

It is your responsibility to understand whether any person you are dealing with on behalf of the Company is a government official. If you are ever in doubt you must seek guidance from the Legal Department.

What is a facilitation payment? Are they ever permitted?

A facilitation payment is a payment for expediting or securing routine government actions, such as obtaining permits or licenses. **Facilitation payments are never permitted and if you are ever asked to make such a payment you must promptly report the request to the Compliance Department - Legal.** Facilitation payments, however, don't include official payments that are allowed by law, e.g., an approved fee to proceed through an officially designated fast-track passport control procedure.

II. GIFTS AND ENTERTAINMENT

Can I provide a gift or entertainment to a government official?

The Company takes a very strict position on providing gifts and entertainment to government officials and/or their guests (including spouses). The general rule is that you may not directly or indirectly provide a gift or entertainment to any government official without prior approval from the Compliance Department – Legal unless (i) the gift is non-cash and the value of the gift or entertainment is less than \$200 individually or \$400 in the aggregate given to the individual over the course of the prior six months, (ii) the gift or entertainment has a legitimate purpose, constitutes a normal business courtesy (such as paying for a meal or shared taxi), and is not and cannot reasonably be regarded as an improper inducement and (iii) you are not aware of a policy or law that prohibits the government official from receiving the gift or entertainment. For example, the Company prohibits providing gifts and entertainment to U.S. federal employees without first receiving the consent from the Compliance Department – Legal because many federal employees are prohibited by law from receiving gifts and entertainment. You should also be aware that most states and municipalities place restrictions on their employees receiving gifts and entertainment. When in doubt, consult with the Compliance Department – Legal.

Gifts to and entertainment of spouses or guests of government officials are never permitted unless (i) they are qualified in their own right to receive the gift or entertainment **and** (ii) you've received prior approval from the Compliance Department – Legal.

What about giving or receiving gifts and entertainment to or from non-government officials? Is that permitted?

Generally speaking, employees may receive or provide gifts and entertainment to non-government officials **UNLESS** you are receiving or giving a “significant” gift or entertainment, which is discussed in the next section.

If the gift or entertainment is neither “significant” or being given to a government official, then you may receive or provide it so long as it: (i) promotes a business purpose (i.e., the Company’s interests are advanced by the receipt or provision of the gift or entertainment), (ii) will not influence or appear to influence the decision of the recipient, create or give the appearance of creating an obligation on the part of the recipient, and will not affect the business judgment or appear to affect the business judgment of the recipient, (iii) is not excessive or extravagant under the circumstances, (iv) is within the scope of your job duties to give or receive gifts and to entertain and is within the budgetary limits of your business unit if you are providing the gift or entertainment and (v) is not in the form of cash or cash equivalents (however, it is generally permissible to give or receive gift certificates so long as you make your manager aware of any gift certificate given or received in excess of \$100).

What is a significant gift or entertainment? Can I receive or give a significant gift or entertainment?

Significant gifts and entertainment are those that are out of the ordinary and not considered a typical business courtesy. For this reason, the Company requires employees to take additional steps before receiving or giving significant gifts and entertainment. Common examples could include trips to film festivals, the Super Bowl, the World Cup and the Olympics.

If you are being offered a significant gift or entertainment you must get the approval of your business unit lawyer before you accept. The business unit lawyers should keep track of and make the relevant lawyers in the Compliance Department – Legal aware of, all approvals.

Before you give a significant gift or entertainment the business unit must:

1. Provide the Compliance Department – Legal with a list of potential recipients or invitees as far in advance of the proposed gift or entertainment as possible;
2. Specify who is to attend the entertainment event on behalf of the business unit. If no one from the Company is to partake in the entertainment, because, e.g., the entertainment (or part of the entertainment) is in the form of travel expenses, the Compliance Department – Legal must be informed of such entertainment's specific purpose; and
3. Identify whether the business unit extending the invitation is currently in commercial negotiations with the organization that the potential recipient or invitee represents, or whether the potential recipient or invitee is or was responsible for making a decision with commercial consequences for the Company. If so, the Compliance Department – Legal will determine whether, based on discussions with the business unit and the totality of the circumstances, the provision of such gifts or entertainment would be likely to be, or give the appearance of being, a bribe or improper payment.

III. DUE DILIGENCE

What type of due diligence should I conduct on third parties? Should heightened diligence measures be taken for specific persons or entities I am doing business with?

It is always good practice to conduct an appropriate amount of diligence on anyone you are doing business with. The Company requires that **heightened diligence measures** be taken before doing business with the following categories of persons and entities: certain distributors of our programming in high risk areas (“**distributors**”), independent agents, local representatives (including law firms), consultants or independent contractors representing the Company (collectively, “**agents**”), joint venture partners or co-investors in a business with the Company (collectively, “**partner**”) and any entity in which the Company has invested or will be investing (“**investee**” and together with distributors, agents and partners, collectively “**Special Persons**”). Improper activities of Special Persons can result in liability for the Company under the FCPA, UK Bribery Act and other applicable anti-corruption laws if there was a reason to believe that the Special Person might engage in improper activities or the Company failed to take appropriate steps to prevent such activities. The primary danger of a violation of law lies in the activities of a Special Person in another country where illicit payments may be accepted or prevalent.

To reduce the risk of problems under anti-corruption laws, the first and most critical step is to conduct and document an appropriate due diligence review of the background of Special Persons before the business relationship is formed or the investment made. The inquiry should be especially probing if local law or practical realities of the circumstances would make it difficult for the Company to sever the relationship or extract itself from the investment. If any of the “red flags” listed in the next section are present, the business unit must obtain the consent of the Compliance Department - Legal before doing business with the Special Person. The relevant business unit must work with their most senior business unit lawyer to assist with due diligence and background checks and to determine if any red flags exist. The business unit lawyer will determine what type of diligence should be undertaken and will keep a record of such diligence. The type of diligence may depend on where the Special Person is located or doing business (i.e. in a country where illicit payments have historically been accepted). For example, the business unit lawyer could run the name of the Special Person through the World Check program, or, after receiving the approval of Rutger Andrée Wiltens or Anne Kelly, as the case may be, order an Integrascreen Report.

What are “red flags”? What should I do if I discover any of these while conducting diligence?

A “red flag” is a set of facts that given the context would give a reasonable person a basis to be concerned that improper activities may be intended or likely to occur. The presence of any of the following “red flags” would suggest that heightened due diligence is necessary and may, depending on the circumstances, preclude the business relationship. If any of these “red flags” or any other questionable circumstances are present, the business relationship or investment should not be entered into without the approval of the Compliance Department – Legal following a complete documented due diligence investigation of the background of the potential Special Person, including satisfactory conclusions reached concerning the “red flag” information.

- 🚩 The potential Special Person (e.g. the potential partner or investee or a member of management of one of the owners of the potential Special Person) has a reputation for questionable activity, for example, making improper or unethical payments;

- 🚩 The potential Special Person does not appear capable of performing the intended services or there has been a pattern of misrepresentations or inconsistent statements during discussions or negotiations;
- 🚩 The potential Special Person is related to or has ties to a government official who is in a position of potential influence with respect to the Company's business or the business to be invested in or is recommended by a government official to be retained or partnered with in connection with the proposed transaction.
- 🚩 The potential Special Person has a record of, or reputation for, significant contributions to political parties or candidates for office;
- 🚩 The potential Special Person requests that payments be directed to a third party rather than to the Special Person, gives instructions for payment to be made in a third country or requests that the Company provide an invoice substantially in excess of the actual price for the goods or services supplied;
- 🚩 The potential Special Person insists on anonymity or a lack of transparency as to the details of how objectives are achieved;
- 🚩 The potential Special Person refuses to agree to provide documentation for expenses or asks for payment in cash (including a check made out to "cash") or refuses to disclose relevant accounting records or other financial information;
- 🚩 The potential Special Person refuses to warrant that it will not take any action in furtherance of an unlawful offer, promise or payment to a government official or rejects proposed contractual provisions related to compliance with applicable laws and regulations related to improper inducements or to accounting and recordkeeping;
- 🚩 The commission structure requested by the potential Special Person is unusual or excessive (for example, a substantial upfront payment is requested or the payments are disproportionate to the expertise of the Special Person or the services to be performed); or
- 🚩 Unusual bonuses have been paid to managers of the operations of the potential Special Person.

IV. CONTRACTUAL PROVISIONS AND OTHER MEASURES

What other measures should I be taking when engaging in business with Special Persons?

As additional protection for the Company against exposure to violations of the FCPA and other applicable anti-corruption laws, the engagement, business relationship or investment with or in a Special Person should be documented by a written agreement. The provisions listed below, appropriately adapted to the circumstances, are recommended for inclusion in the written agreement.

- Prohibitions against third-country payments (unless you are entering into a multi-territory carriage arrangement) and cash payments. Payments must be made through a bank transfer or a check made out to the person to whom the payment is made;

- A covenant by the Special Person not to employ a subagent or representative without the prior written approval by the Company;
- Prohibitions on improper inducements to government officials and a warranty and covenant that the parties understand and will comply with relevant anti-corruption laws. In the case of an investment in an existing entity, it is advisable to seek a commitment from the investee to implement express policies against improper inducements to government officials if such policies are not already in place;
- Warranties and covenants with respect to the maintenance of adequate internal controls and accurate books and records;
- A means for the Company to terminate or withdraw from the relationship, without penalty and without any further liability or obligation under the relevant local law, in the event of a breach by the other party or the investee of any warranty, covenant or undertaking related to compliance with the anti-corruption provisions or accounting and recordkeeping provisions of the FCPA and applicable local law.
- Provisions affording the Company sufficient rights of access to information and audit rights to verify the accuracy of books and records and compliance with applicable anti-corruptions laws.
- For joint venture relationships and agreements with consultants or independent contractors representing the Company, the right for the Company to train their personnel on this Policy.

V. BOOKS AND RECORDS & DOCUMENTING GIFTS AND ENTERTAINMENT

What sorts of books and records is the Company required to maintain under anti-corruption laws?

The FCPA along with other anti-corruption/anti-bribery laws requires the Company to maintain accurate books, records, and accounts that reflect in reasonable detail all such transactions and dispositions by the Company or its Representatives to ensure that Company funds are not used for any improper use. All entries in the Company's books and records must be accurate and truthful in accordance with the Company's policies, including the [Code of Business Conduct and Ethics](#).

You must also comply with the Company's requirements on documenting details with respect to persons to whom gifts and entertainment are provided. Employees of Rainbow Media Holdings and its subsidiaries must act in accordance with the [Travel & Entertainment Reimbursement Policy](#) and the AMCGMI businesses should reference the Business Expense Policy. You will only be reimbursed if such expenses are supported by adequate documentation, including valid invoices or receipts evidencing your expenditures.

The Internal Audit Department will, from time to time, monitor these records to ensure compliance with these Policies and will raise with the Compliance Department – Legal any issues that it discovers with respect to the foregoing.

VI. TRAINING, IMPLEMENTATION & ENFORCEMENT

How often will I be trained on this Policy? What is expected of me?

The Company will provide periodic training, in no event less than annually, on this Policy and its elements to certain employees and agents of the Company. Maintenance of training attendance records will enable the Company to verify that such persons receive necessary training to perform their responsibilities accurately and consistently. Accordingly, Human Resources and the Compliance Department – Legal are responsible for collecting and maintaining records of all training sessions, to include details of the subjects covered, dates, instructor's and/or course provider's name, attendance, and confirmation of completion of acknowledgement forms by each attendee that they have received, reviewed, and understood this Policy and will comply with its requirements.

Who implements and enforces this Policy to make sure we are in compliance?

The implementation, monitoring, and enforcement of this Policy are of the highest priority for the Company. To that end, the Compliance Department – Legal is principally responsible for managing these tasks, as well as supervising the administration of this Policy. The Compliance Department – Legal will interface with other relevant control functions within the Company, including the Internal Audit Department, as necessary, regarding procedures, training, and other compliance issues. In addition, Sal Romanello, Executive Vice President and General Counsel of AMC Global Media, will report to the Audit Committee at least annually with respect to compliance with this Policy.

As a minimum requirement, the Internal Audit Department shall conduct a biennial internal audit of the Company to ensure that the Company has (i) appropriate training and on-going educational programs related to this Policy, (ii) a functioning anonymous reporting system, (iii) addressed and recorded all reports and complaints, if any, (iv) appropriately investigated and rectified any actual or suspected violations of this Policy and the appropriate personnel has been disciplined and/or retrained and (v) addressed compliance issues identified in previous reports, complaints and audits in training programs and alerts. Reports of audit findings and corrective actions required will be documented, reviewed with management and the Audit Committee of the Board of Directors, and retained in accordance with the [Record Management Policy 7.90](#). All deficiencies discovered will be evaluated and a corrective action plan prepared as soon as possible. The corrective measures taken will be reviewed to confirm that the actions are adequate to correct any deficiencies.

Are exceptions to this Policy ever permitted? Who do I contact if I need to ask for prior approval or an exception?

Unless otherwise expressly stated in this Policy, anyone seeking an exception to this Policy or who is required to obtain approval must send an email to the Compliance Department – Legal and copy Sal Romanello, Executive Vice President and General Counsel of AMC Global Media, Anne G. Kelly, Executive Vice President and Corporate Secretary of AMC Global Media, and an SVP, President, General Manager, Managing Director or above from the your business unit and describe the reasons for the approval and/or exception.

What are the consequences of violating this Policy?

The Company takes corruption and bribery seriously, and anyone at the Company found to be violating this Policy will be subject to appropriate disciplinary action (up to and including termination of

employment or contractual or other commercial relationship with the Company), consistent with relevant laws and regulations.

VII. REPORTS OF VIOLATIONS AND CONTACT INFORMATION

What should I do if I violate this Policy or I know someone else is violating this Policy?

You must promptly report any information regarding a possible violation of this Policy (i) to your manager, who should discuss the matter with Compliance Department – Legal, (ii) to the Compliance Department – Legal, or (iii) via the Company's "Integrity Hotline" (see your local marquee for the telephone number depending on your location), or online at <http://www.reportlineweb.com/AMCGlobalMedia>. All reports will be treated confidentially, to the extent feasible. Failure to report a known or suspected violation could subject you to disciplinary action (up to and including termination of employment or contractual or other commercial relationship with the Company), consistent with relevant laws and regulations.

The Company has a strict prohibition on retaliation against employees who either make good faith reports or participate in the investigation of a report of suspected misconduct. Anyone who engages in retaliation is subject to disciplinary action (up to and including termination of employment or contractual or other commercial relationship with the Company), consistent with relevant laws and regulations.

Who can I contact if I have any questions about this Policy? Who is the Compliance Department – Legal?

Contact the Compliance Department – Legal if you have any questions about this Policy. The department is comprised of Sal Romanello, Anne Kelly t (+ 646-393-8154) and Rutger Andrée Wiltens at (+ 44 20 7644 8470).