



Sony Pictures Networks India Private Limited

Code of Conduct

Document Control and History

Policy	Code of Conduct
Issued By	Legal Department

Version	Date	Change Description	Owner and Prepared By	Reviewed and Approved By
Version 1	Jan 30, 2019	New Document	Rajkumar Bidawatka	Ashok Nambissan
Version 1.1	Aug 29, 2019	Gender Neutral	Rajkumar Bidawatka	Ashok Nambissan
Version 1.2	Jan 09, 2020	Incorporated New Values	Rajkumar Bidawatka	Ashok Nambissan
Version 1.3	Feb 06, 2020	Inserted Drug-Free Workplace Clause	Rajkumar Bidawatka	Ashok Nambissan
Version 1.4	July 01, 2020	Revised Gifts and Entertainment Clause	Rajkumar Bidawatka	Ashok Nambissan

MESSAGE FROM THE MANAGING DIRECTOR AND CEO



Dear Colleagues,

You are aware that SPNI has adopted values which are going to be our guiding light in every decision we make and every action we take. The thought behind taking a fresh look at our values was to Craft a Simple, Relatable Version which every member of SPNI can Imbibe in their day-to-day life, as they contribute towards driving the SPNI 3.0 Charter.

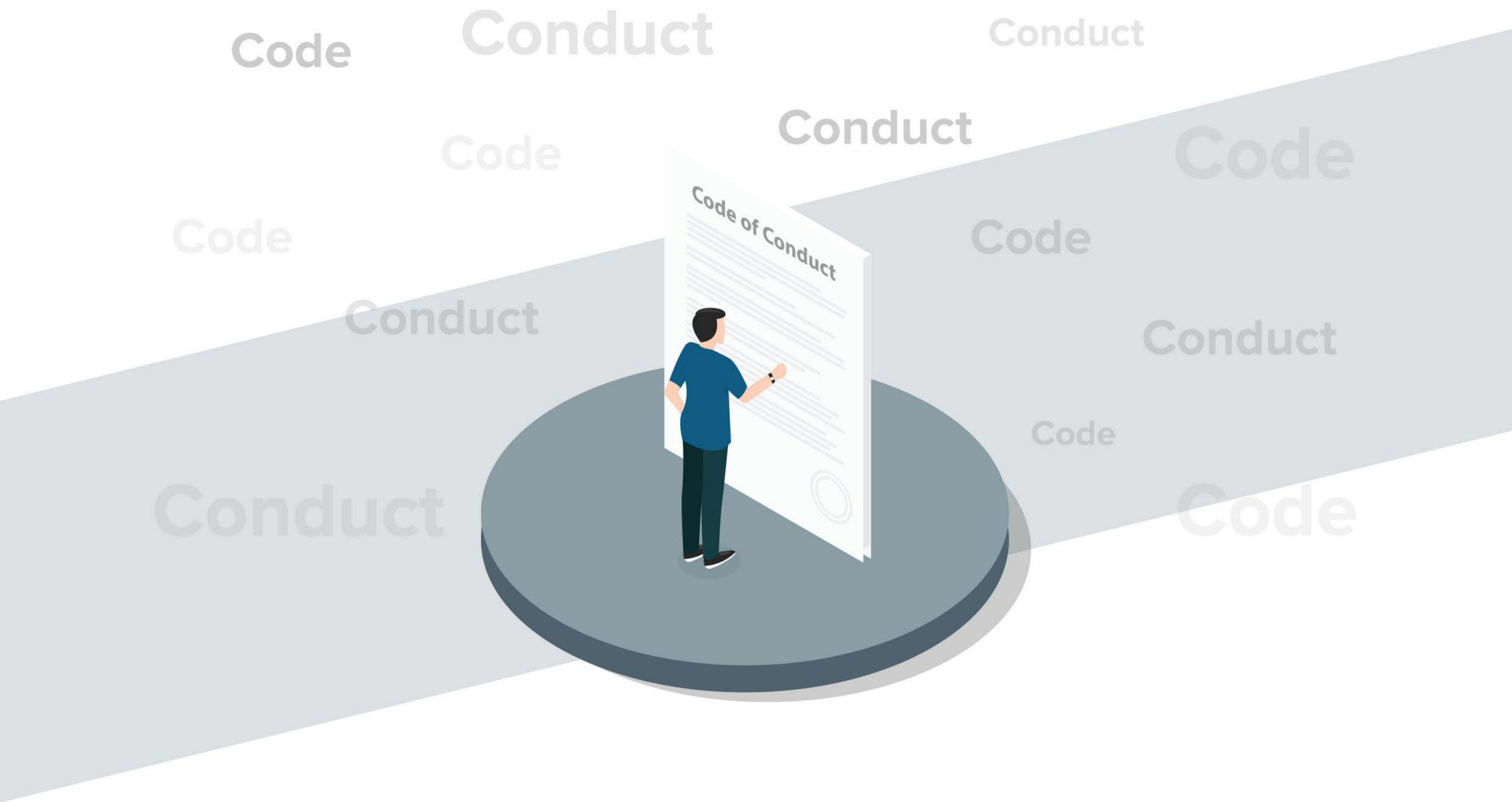
These values have been made integral part of our Code of Conduct. The Code of Conduct applies to all employees of the Company. Failure to abide by these guidelines will lead to disciplinary action including possible termination of employment/engagement, where appropriate.

If you have any questions or concerns about business conduct issues, including possible violations of the Code of Conduct, you should promptly seek the advice of your immediate supervisor, department head, HR manager or the Ombudsperson. The Ombudsperson's role is to understand, address and initiate investigation, for concerns relating to or violations of the Code of Conduct while maintaining employee confidentiality. The Ombudsperson for the Company is Ashok Nambissan - General Counsel. Employees can reach Ashok Nambissan directly at (Ashok.Nambissan@setindia.com / +91-22-67081106). If you report, in good faith, what you suspect to be illegal or unethical conduct, you should not be concerned about retaliation from others. Any employee involved in retaliation will be subject to disciplinary action including possible termination of employment/engagement.

Thank you for helping to preserve our most important asset – 'our reputation'.

A handwritten signature in black ink, appearing to read 'NP Singh'.

(NP Singh)
January 9, 2020



The Company (includes its subsidiaries and affiliates) has developed a Code of Conduct to enable employees, to adopt a consistent approach on issues concerning professional conduct at workplace and provide clarity on the Company's core values and principles.

It is the Company's policy to comply with all applicable laws and regulations of the countries and regions in which it operates and conducts its business. All directors, officers and employees have a responsibility and are required to understand and follow the law and internal policy requirements, relevant to their area of work.

All SPNI policies are available on <https://setindia.workplace.com> Adherence to Code of Conduct and other SPNI policies is fundamental requirement of the SPNI's terms of employment.



WHO MUST FOLLOW THE CODE OF CONDUCT

The Code of Conduct is mandatory for all directors, officers, employees and other personnel engaged to work in SPNI office premises (other than temporary and casual workers) (hereinafter referred to as “Employees”). All such individuals are required to read, understand and acknowledge their commitment to the letter and spirit of the Code of Conduct and also undergo relevant training and refresher courses as and when mandated by the Company.

Code of Conduct is an integral part of the employment/engagement contract between the Company and relevant stakeholder. Employees have a duty to raise a concern and/or report any unethical or illegal conduct.

Any violation of the Code of Conduct is viewed seriously and may lead to disciplinary action including possible termination of employment/engagement.

1. Organizational Values

- 1.1 Think Consumer First
- 1.2 Be Curious and Insightful
- 1.3 Innovate and Move Fast
- 1.4 Collaborate to Win
- 1.5 Believe in the Power of Diversity
- 1.6 Embrace Sustainability

2. Fair Labor & Employment Practices

- 2.1 Equal Employment Opportunity / Non-Discrimination
- 2.2 No Forced Labor / Child Labor
- 2.3 Safe Work Environment
- 2.4 Anti-Sexual Harassment
- 2.5 Health, Safety and Welfare of Employees

3. Protection of Intellectual Assets

- 3.1 Intellectual Property
- 3.2 Company Assets
- 3.3 Privacy of Personal Information
- 3.4 Information Security

4. Fair Business Practices

- 4.1 Fair Competition
- 4.2 Trade Control
- 4.3 Advertising and Marketing
- 4.4 Customer, Vendor and Supplier Relationships
- 4.5 Anti-Corruption
 - 4.5.1 Anti-bribery
 - 4.5.2 Gift and Entertainment
 - 4.5.3 Dealing with Government Officials
 - 4.5.4 Political Non-Alignment

5. Responsible Business Conduct

- 5.1 Sound Decision Making
- 5.2 Public Representation of the Company
- 5.3 Social Media Responsibility
- 5.4 Recording and Reporting of Information
- 5.5 Tax Compliance

6. Ethical Personal Conduct

- 6.1 Insider Information and Money Laundering
- 6.2 Personal Conflicts of Interest
- 6.3 Environment Conservation and Corporate Social Responsibility

7. Responsibility of Every One of Us

- 7.1 Raising Concerns / Reporting
- 7.2 No-Retaliation



1. ORGANIZATIONAL VALUES

Organizational Values describe the core ethics or principles which the Company will abide by. They are the thread which unite the organization's core. These values determine Company's Culture. Ethical business conduct and compliance with applicable laws and regulations are fundamental aspects of our corporate culture. We are committed to uphold the highest professional and ethical standards in everything we do especially the way we conduct our business. We also seek to create a workplace that reflects our following core values.



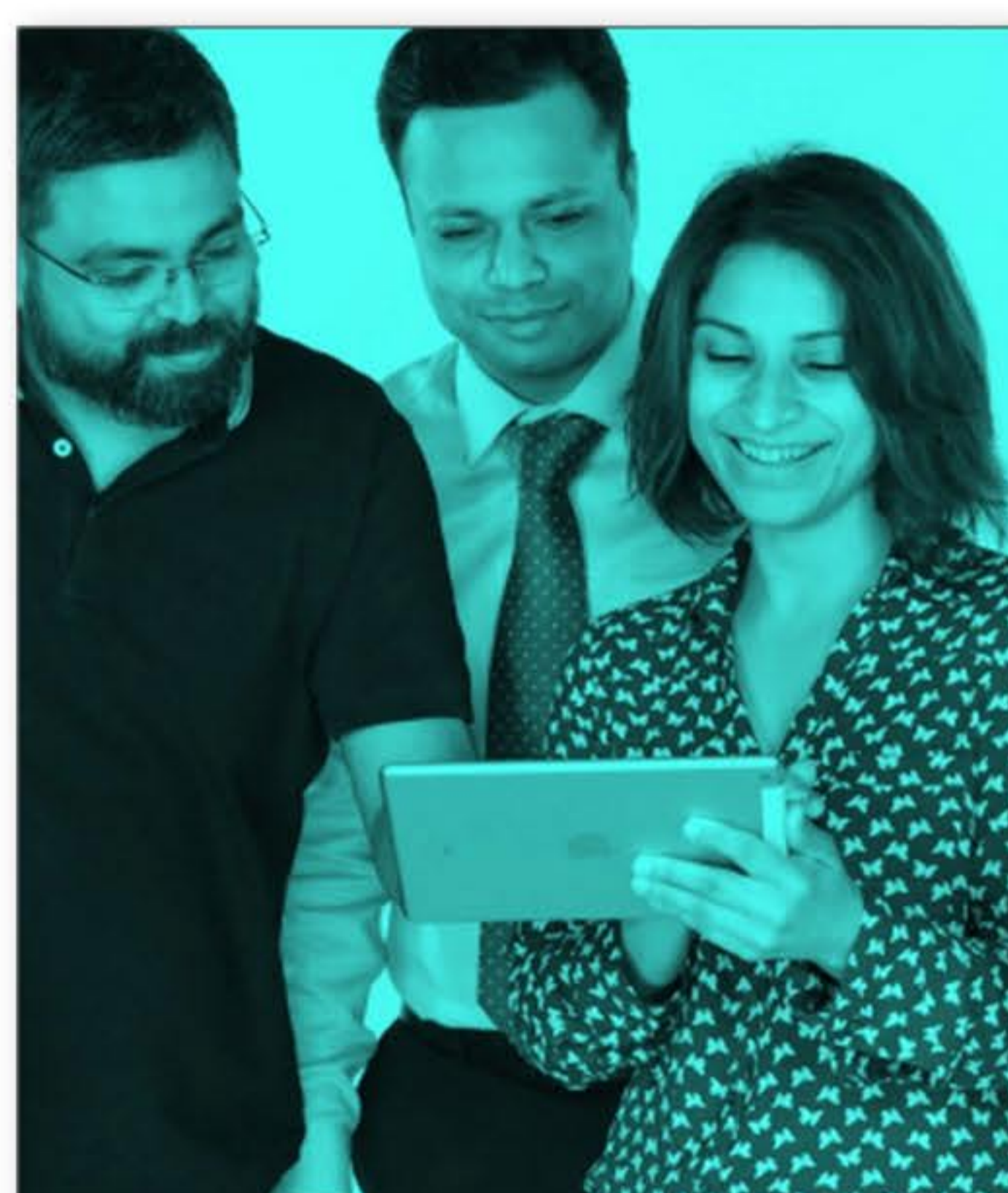
THINK
CONSUMER
FIRST



BE CURIOUS
AND
INSIGHTFUL



INNOVATE AND
MOVE FAST



COLLABORATE
TO WIN



BELIEVE IN
THE POWER
OF DIVERSITY



EMBRACE
SUSTAINABILITY



Think Consumer First

Proactively Address Consumer needs
Maintain the Highest Standards of Quality



Be Curious and Insightful

Have a Learning Mindset
Ask Questions - Probe Deeper
Have an Eye for Detail
Rely on Real-time insights for Decision Making



Innovate and Move Fast

Come Up with New Ideas
Do Things Differently
Think Solutions
Take Risks
Work with a Sense of Urgency



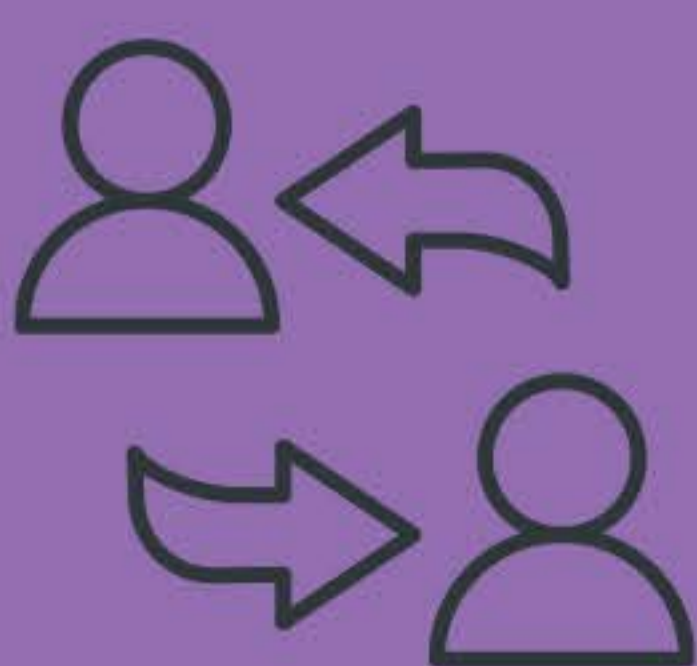
Collaborate To Win

Empower Self and Others
Work Effectively within and Across Teams
Take Accountability



Believe in The Power of Diversity

Respect All
Be Inclusive
Value Diverse Viewpoints and Ideas



Embrace Sustainability

Fulfil our Stakeholder Responsibilities through
Disciplined Business Practices
Create Long Term Value for all Stakeholders

2. FAIR LABOR AND EMPLOYMENT PRACTICES

2.1 Equal Employment Opportunity / Non-Discrimination

The Company is an equal opportunity employer i.e. employment at the Company is based solely on merits, skills and qualifications and is not influenced by race, colour, religion, national origin, marital status, gender, sexual orientation or age. Employees are treated with dignity. The Company promotes an environment free of harassment whether physical, verbal, psychological or sexual and strives to be an employer of choice by providing a fair work environment which is free from any kind of discrimination and harassment.

2.2 No Forced Labor / Child Labor

The Company does not use any form of forced or involuntary labor where people are forced to work against their will. The Company does not use “child” labor. The term “child” refers to a person who has not completed fourteen (14) years of age. The Company adheres to all applicable laws and regulations regarding performances of children on its programmes.

2.3 Safe Work Environment

The Company is committed to provide a safe, orderly, inspiring, diverse and tolerant work environment. The Company will not tolerate any form of harassment, including bullying, hate speech, bigotry, intolerant remarks on LGBTQ+ communities (Lesbian, Gay, Bisexual, Transgender and Queer) or other behaviors that create a hostile work environment. Employees are required to be courteous and respectful of individual sensitivities while communicating with others and not use abusive or disrespectful forms of communication including email communications.

Drug-Free Workplace: The possession, use and consumption of narcotic drugs and psychotropic substances is prohibited under the Narcotic Drugs and Psychotropic Substances Act, 1985. Employees should not possess, consume or be under the influence of any narcotic drug or psychotropic, substance while at work. Employees should not come to work when their faculties are impaired by the consumption of any such drug or substance or while in possession of such drugs or substances without their physician’s written authorization. These rules apply with equal force when employees conduct the Company’s business outside the workplace. Employees may consume alcohol responsibly and in moderation at social gatherings, functions and other occasions in connection with the Company’s work or at events hosted or sponsored by the Company, except on those days when or in those states where alcohol consumption is prohibited.

2.4 Anti-Sexual Harassment

The Company does not tolerate any kind of sexual harassment including discrimination, subtle or quid-pro-quo or otherwise, at the workplace or with other colleagues and stakeholders and violators will be subject to disciplinary action. The Company has formulated an Anti-Sexual Harassment Policy in accordance with the laws applicable in India, which lays down the procedure for making and responding to any complaint of sexual harassment at workplace. Employees are requested to read, understand and follow the Anti-Sexual Harassment Policy on dealing with sexual harassment and immediately report any instances of sexual harassment to the Internal Committee (“IC”) or write at AntiSexualHarassment@setindia.com

2.5 Health, Safety and Welfare of Employees

The Company is committed to ensure the health, safety and welfare of its employees at work place including conducting, health care/wellness camps, sports activity, conducting social and educational awareness, etc.

3. PROTECTION OF INTELLECTUAL ASSETS

3.1 Intellectual Property

The Company's intellectual property is one of our most valuable assets and it differentiates the Company from its competitors. The Company ensures that its intellectual property is protected and initiates action against any violations by any third party. Similarly, the Company ensures that the intellectual property of any third party is not being used without proper authorization and appropriate written agreements. The Company will not knowingly misuse the intellectual property of third parties or violate their intellectual property. Employees need to be aware that any such violation may result in liability to the Company.

3.2 Company Assets

The Company assets such as laptops, desktops, its Intellectual Property including the Company's brand, copyright, trademark, know-how, creations, marketing programs, confidential or proprietary information, financial information, logo, information systems, etc. are to be used only for legitimate business purposes. All materials including computer software used by the Company must be legally licensed for use by the Company and its employees.

Copyright laws and the Company's policy prohibits individuals from making copies of software programs they use at work for their personal use, distribution or use and display of a copyrighted work without the prior permission of the copyright owner. The restriction also applies to software and written material and extend to making derivative works or compilations of any copyrighted material. Employees must not use their office computer and laptop to stream, download or store content that is obscene, illegal or that infringes third party copyright. The Company reserves the right to monitor and inspect how its assets are used by its employees, including inspection of e-mail, voicemail, data and files kept on computers or other network terminals, as well as desks, file cabinets, lockers or offices.

3.3 Privacy of Personal Information

The Company has a commitment to ensure the privacy of personally identifiable information received from employees, vendors, customers, contestants and others. The use of information is briefly provided below:

- 3.3.1 **Employee Privacy:** The Company maintains information of its employees during the normal course of business including information regarding their attendance at work and work related purposes. The Company's record-keeping practices are reviewed periodically to ensure that they are ethical and in accordance with local laws and regulations. Information and details of employees are kept confidential and access to it, is strictly limited to those who need it for official purposes only.
- 3.3.2 **Third Party Privacy:** Information shared with the Company by the vendors, suppliers, clients, contestants, etc., during the course of normal business transaction is confidential and must be seen and/or used only by employees with a legitimate need to access it. Information will be disclosed outside the organization only if required by applicable laws and after proper authorization.

3.3.3 **Discussing details of one's emoluments:** Employees are expected not to discuss the details of their salary, perks or other benefits with their colleagues or any other organization/person without a valid and legitimate need. Breach of this rule can result in disciplinary action including possible termination of employment/engagement.

3.4 Information Security

The Company recognizes the importance of information security both in achieving financial success and maintaining the trust of its stakeholders and has established Information Security Policies and procedures to help protect its information resources and information systems from unauthorized access or leakage, falsification, loss, destruction or other security risks. Effective security is a team effort requiring the participation and support of every employee and affiliate who uses the Company's information resources and/or systems.

4. FAIR BUSINESS PRACTICES

4.1 Fair Competition

The Company complies with all the antitrust, competition and fair practices whilst conducting business. It promotes consumer welfare and efficient allocation of resources by prohibiting agreement and practices, restricting unreasonable competition. Interaction with competitor/s present greatest risks under competition laws. Disclosure of any non-public information such as prices, volume of sales/production, marketing strategy etc. to competitor/s can be viewed as competitively sensitive and even suspicion of violation may lead to investigation and media exposure.

4.2 Trade Control

The Company complies with all the applicable trade control laws and regulations. These laws and regulations prohibit or restrict transactions with certain countries, individuals or entities to secure international peace and security. Employees must know and comply with those laws and regulations including internal rules and policies, relevant to their area of work.

4.3 Advertising and Marketing

The Company does not engage in false or misleading advertising or advertising that slanders others. Whenever referencing a competitor or its products or services the Company ensures that the comparison can be substantiated and that the statement is complete, accurate and not misleading.

4.4 Customer, Vendor and Supplier Relationships

The Company maintains its relationships with customers, suppliers and vendors which are lawful, efficient and based on fair practices and expects the same from them. The Company strives to ensure that all transactions with customers, suppliers and vendors are based on parameters such as price, quality, service capabilities, technical superiority, track record etc. that are internally determined which are transparent and subject to both internal as well as external scrutiny. The Company's interests in any business transaction must be placed ahead of any personal interests. The Company expects its suppliers and contractors to adhere to the Company's ethical values and comply with all policies of the Company including but not limited to compliance with laws, respect for human rights, fair labor and employment practices, environmental conservation and safety of products and services.

4.5 Anti-Corruption

The Company prohibits corrupt practices in any form, including bribery, kickbacks, other unlawful payments either to the public (government) and/or the private (commercial) sectors.

4.5.1 Anti-Bribery

The Company ensures adherence to all applicable laws related to anti-bribery at all its locations. Following are some of the laws on the topic and employees are required to ensure compliance:

- Prevention of Corruption Act (“PCA”) prohibits giving bribes in any form, whether in cash or kind, to government officials or to any private entity or to any individual. It prohibits accepting gratification other than legal remuneration in respect of an official act.
- Foreign Corrupt Practices Act (“FCPA”) contains several prohibitions, including the making or offering a payment (bribe) in any manner (be it cash or in kind) to any government official and/or any representative of a government organization for the purpose of influencing any action that can result in the Company obtaining favorable treatment or lead to improper accounting of Company’s funds.

In addition to the Company’s aforesaid policy on Anti-Bribery, there is a Sony Pictures Entertainment (“SPE”) Group Anti-Bribery Policy (“SPE Group Anti-Bribery Policy”), employees are required to read, understand and ensure compliance with the said Policy. Laws are different in different countries. In case the standards of compliance under applicable laws are at variance with the SPE Group Anti-Bribery Policy and/or The Company’s Code of Conduct, employees are required to follow the one which prescribes a higher standard of compliance.

4.5.2 Gifts and Entertainment

Employees should neither receive nor offer or make, directly or indirectly, any illegal payment, gift, entertainment, donation or comparable benefit which is intended to or perceived to, obtain business or influence decisions in favor of the Company or obtain undue advantage in relation to conduct of The Company’s business. Gifts may be given or accepted only when they meet all the following criteria:

- Are consistent with customary business practices;
- Are not excessive in value and cannot be interpreted as a bribe or payoff;
- Are not in the form of cash or its equivalent (e.g. stock, bonds or other negotiable instruments);
- Are not in violation of any laws, SPE policies, the policies of the Company, or known company policies of the third-party donor or recipient; and
- Are such that public disclosure of the gift would not reflect negatively upon or embarrass the Company or the employee, or make it appear that the recipient’s judgment would be compromised.

Non-Government: Employees may give to an individual or an organization, gifts that are customary (e.g. gifts packs, dry fruits, sweets, etc.) or Company branded mugs, merchandise, etc., during festive occasions like Diwali, Eid, Christmas, New Year or are of commemorative nature for special events like an anniversary or the completion of a project milestone. The value of such gifts should not exceed Rupees Ten Thousand (Rs. 10,000/-) to the same individual or an organization in a year. If the value of the gifts to be given to an individual or an organization, in a year, exceeds Rupees Ten Thousand (Rs. 10,000/-) then the same should be purchased and given only after obtaining prior written approval from the department head, Chief Financial Officer and General Counsel.

given to an individual or an organization, in a year, exceeds Rupees Ten Thousand (Rs. 10,000/-) then the same should be purchased and given only after obtaining prior written approval from the department head, Chief Financial Officer and General Counsel.

Details of all gifts received by an employee from a contractor, vendor or any third party associated with the Company, must be reported to the department head within seven days of the receipt of the Gift. All gifts received exceeding the value of Rupees Ten Thousand (Rs. 10,000/-) are required to be notified to the HR department and deposited with the Administration department, and the Company will deal with these gifts as it deems appropriate.

Government Official: No gifts should be given which could be seen as a violation of FCPA, PCA, The UK Bribery Act and/or SPE Group Anti-Bribery Policy. "Government Official" includes representatives of Public Sector Undertakings, Regulatory Bodies, Municipal Corporations, government owned Banks/Financial Institutions, etc. Any gift, entertainment, donation or comparable benefit(s) require prior written approval from SPE's Chief Financial Officer (SPE CFO) or the delegate of SPE CFO. Accordingly, employees are required to submit any such request to the Company Secretary and Compliance Officer, Rajkumar Bidawatka (Rajkumar.Bidawatka@setindia.com) for initiating the approval process. No gift or comparable benefit should be purchased and / or given before receipt of the approval.

4.5.3 **Dealing with Government Officials**

During the course of its business, the Company may deal with government (local, state or central), semi-government and quasi-government agencies. During such dealings employees must comply with the norms prescribed by such government agencies for doing business with them and not offer or make any payment to them or to their representatives, directly or through intermediaries, in order to obtain any favorable performance of official duties. Only certain individuals designated by the Company are authorized to deal with the government and express the Company's views on legislations, regulations, government actions, notices, etc.

4.5.4 **Political Non-Alignment**

The Company does not offer or give Company funds or property as donations, directly or indirectly, to any political party, candidate or political campaign.

5. RESPONSIBLE BUSINESS CONDUCT

5.1 **Sound Decision Making**

The Company takes business decisions on an informed basis, in good faith, and in the honest belief that the actions are in the best interest of the Company. Employees are required to ensure that the decisions satisfy at least the following preconditions:

- No violation of any applicable law, regulation or internal rule or policy;
- No personal interest or self-dealing;
- It is made within individual authority levels given by the Company;
- It is made with due care following a reasonable effort to become familiar with the relevant and available facts; and
- It is made in good faith on a reasonable belief that best interest of the Company is served.

5.2 Public Representation of the Company

In all public engagements with respect to disclosing business information to media and financial community, the Company follows one-voice policy. Only specifically authorized employees can represent and disclose such information on behalf of the Company. All external and internal communication should reflect a positive image of the Company. Employees are required not to initiate contact with media with respect to the Company matters. If contacted by the media, employees are required to immediately refer the contact to the Corporate Communications Department.

5.3 Social Media Responsibility

Any social media account created by an employee or any agency at the instruction of an employee for the business of the Company shall be in the name of the Company and/or its affiliates or in the name of any of its shows or channels and its ownership shall belong to the Company at all times. Any such social media accounts shall be created only after obtaining prior written approval from the concerned department head and in compliance with the applicable policy on social media. While expressing views or opinions on social media, employees must take care not to disparage or demean or defame the Company, any employee or stakeholder of the Company.

5.4 Recording and Reporting of Information

The Company ensures that all its records and reporting of information including but not limited to books and other financial records, are accurate, complete, honest, provided in a timely manner and are a fair representation of facts. The Company follows prudent financial accounting norms as per government regulations and/or notifications issued by the Institute of Chartered Accountants of India/National Financial Reporting Authority and complies with applicable accounting and financial disclosure norms. Deviations, if any, are clearly highlighted and adequately explained. The knowledge or act of deliberate falsification of any financial reports or records may be the basis for disciplinary action including possible termination of employment/engagement and may subject an employee to civil and criminal actions as well. Dishonest reporting of information including false, misleading or artificial entries in the Company's books and records that may serve as the basis for such reports, is strictly prohibited.

5.5 Tax Compliance

The Company complies with applicable tax laws and regulations thereunder. The employees must comply with those laws and regulations applicable to their role/function.

6. ETHICAL PERSONAL CONDUCT

6.1 Insider Information and Money laundering

Information such as acquisition of business, financial information, asset revaluations, investment plans, restructuring plans, major agreements, raising of finances, etc. shall be considered as 'Insider Information'. Any use of Insider Information whether electronically disseminated or not, which is not within the public domain, to gain an unfair advantage that may result in a monetary gain to any individual, group of individuals or any third-party is strictly prohibited.

Money laundering refers to the transaction, movement or deposit of non-accounted money that, if declared, may attract penal provisions of applicable laws. Monetary transactions should be undertaken by way of electronic transfer to the beneficiary's designated bank account, cheques, demand drafts and other legal instruments of payments, so that sources of origin can be traced at any time.

6.2 Personal Conflicts of Interest

A conflict of interest, actual or potential, may arise directly or indirectly, when an employee:

- engages in any business activity which is outside the purview of the employee's employment contract;
- is in a position to derive a personal benefit (or for the benefit of employee's relatives) by making or influencing decisions relating to any transaction; OR
- cannot exercise independent judgment in the Company's best interest.

Employees are required to immediately disclose any conflict and may do so by submitting the Conflict of Interest Disclosure Form. Additionally, depending on an employee's role and designation the employee may be required to annually fill and submit a detailed Conflict of Interest Form, as required by the Company. Basis the disclosure, the Company reserves the right in its sole discretion to take appropriate action including but not limited to reassignment of roles within the Company or separation of the concerned employees, if necessary.

If an employee fails to make a disclosure of a Conflict of Interest that ought to have been disclosed, the Company will take appropriate disciplinary action against such employee, including termination of services.

6.3 Environmental Conservation and Corporate Social Responsibility

The Company recognizes the importance of preserving the environment and creating and sustaining the quality of life for humanity and future generations. The Company continually seeks to minimize the environmental impact of its services and operations. The Company endeavors to evaluate and implement programs that meet or exceed legal requirements and consider environmental impact as a fundamental criterion when evaluating projects or operations.

Corporate Social Responsibility ("CSR"): The Company as a responsible organization, under its CSR initiative contributes to the greater common good of the community and society and help build a sustainable way of life for marginalized section of the society. The Company strives to allocate its CSR funds primarily in the areas of 'Environment', 'Empowerment' and 'Education'.

7. RESPONSIBILITY OF EVERYONE OF US

7.1 Raising Concerns / Reporting

Speaking up is not always easy, but when we raise concerns, we protect the Company and our colleagues from harm. If we think that any employee may have engaged in unethical or illegal conduct, employees have a duty to their colleagues and to the Company to promptly report such conduct.

The Company has many resources where employees may raise concerns or report any possible violations of the law or of the Code of Conduct. Employees may do so with any of:

- Manager or Department/Function Head
- HR Manager
- Send an email to myvoice@setindia.com
- Write directly to the General Counsel and Ombudsperson, Ashok Nambissan – Ashok.Nambissan@setindia.com
- Drop a note in My Voice Box (anonymous)
- Call the Sony Ethics and Compliance Hotline at 000-117 then dial 855-315-0767 (anonymous)

Sony Ethics and Compliance Hotline: This Hotline is available to all the employees as a resource to report concerns or seek guidance about possible violations of the Code of Conduct. The Hotline is maintained by an independent third party with specially trained operators and broad language capability and is accessible at all times, day or night, via telephone or internet. All information provided to the Hotline is handled confidentially to the extent allowed by local law. Please refer to the frequently asked questions on Sony Ethics and Compliance Hotline

7.2 No-Retaliation

The Company does not allow any form of retaliation against anyone for raising a concern and/or making a good faith report and/or for participating in an investigation. Anyone who raises a concern and/or makes a good faith report, will be treated fairly and respectfully.