

technicolor



---

## **Code of Ethics**

---

December 12, 2012

## Table of Contents

Fair Dealing/General Integrity	2
Compliance with Laws, Regulations, Policies and Procedures	2
Commitment to our Customers	2
Respect for our Employees	2
Respect for Corporate Governance Principles	3
Use of Technicolor Assets	4
Corporate Opportunities	6
Conflicts of Interest	6
Insider Trading	7
Antitrust Laws	8
Disclosure and Reporting Obligations	9
External and Internal Auditing	9
Dealing with Suppliers	10
Gifts, Meals and Entertainment	10
Antibribery	11
Political Contributions	11
Government Investigations	11
Social Media	12
Public Communications	12
Respect for the Intellectual Property of Others	12
Protecting Confidential Information	13
Confidential Information From Others	13
Creation of Intellectual Property	14
Records Retention	14
Reporting Noncompliance, Illegal, or Unethical Behavior and Protection Against Retaliation	14
Questions or Concerns	15

Policy:	Code of Ethics	Date: 12 December 2012	Supersedes: 13 April 2012
Issued by:	Ethics Compliance Committee		

Technicolor upholds the highest standards in our relations with customers, suppliers, stakeholders, markets, and governments. Technicolor is meaningless unless our business and employees make the right decisions and take the right actions. The following code of conduct governs Technicolor's business decisions, actions, and displays the fundamental values we practice in our day-to-day activities.

#### FAIR DEALING/GENERAL INTEGRITY

Technicolor seeks to outperform its competition fairly and honestly. Technicolor seeks competitive advantage through superior performance and never through unethical or illegal business practices. Each director, officer, and employee is expected to deal fairly with Technicolor's customers, suppliers, competitors, officers, and employees. Technicolor is prohibited from engaging in unfair methods of competition and unfair or deceptive acts and practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing.

#### COMPLIANCE WITH LAWS, REGULATIONS, POLICIES, AND PROCEDURES

Technicolor is committed to complying with the laws of the cities, states, and countries in which the Group operates. This includes, for example, those relating to antitrust and promoting fair competition, preventing bribery illicit payments, and corruption; insider trading laws and labor laws and practices to name a few. When faced with situations that require some knowledge of the law or, if there is any question whatsoever regarding compliance issues, you should seek advice from Technicolor's Legal department or the Ethics Compliance Committee (Ethics.ComplianceCommittee@Technicolor.com).

#### COMMITMENT TO OUR CUSTOMERS

Technicolor exists to serve its customers. A relationship of service and trust with our customers is vital to our success as a company. We must provide quality products and services to our customers. This is not something we can do once. It is a continuing process. Further, we must accurately represent our products and services in all our marketing, advertising, and sales contacts. Technicolor will not tolerate disparaging our competitors, their products, or their employees and insists that we sell our products and services on their merits. If you endeavor to make comparisons between Technicolor's products and those of a competitor, accurately represent the facts and do not make false or misleading statements.

#### RESPECT FOR OUR EMPLOYEES

Technicolor's policy is to provide equal employment opportunity without regard to race, sex, religion, national origin, age, disability or any other characteristic or activity

Policy:	Code of Ethics	Date:	12 December 2012	Supersedes:	13 April 2012
Issued by:	Ethics Compliance Committee				

protected by law and to fully comply with all laws prohibiting discrimination in all phases of employment (including, but not limited to, hiring, training, development, compensation, promotions, demotions, transfers, layoffs, terminations, use of facilities, and selection for special programs). All employees are obligated to understand and support Technicolor's policy with respect to equal employment opportunity. To remain competitive in today's business climate, Technicolor must actively recruit, retain, and develop the most talented candidates from a broad range of disciplines and experience.

Harassment on the basis of race, sex, religion, national origin, age, disability or other characteristic or activity protected by law is also prohibited. Any employee engaging in such harassing activity will be subject to the appropriate discipline which could include termination according to applicable law. Our objective is to be a responsible social actor and ensure Technicolor's compliance with this Code and applicable laws. All Technicolor personnel, suppliers, and entities along the supply chain are expected to abide by the Code as well as all applicable laws.

Technicolor will not permit work to be carried out by employees who do not meet the country's minimum legal age requirements. Exceptions to this rule apply to locations in developing countries operating under ILO convention 138, or government-authorized job training or apprenticeship programs that are clearly beneficial to the persons participating. Further, Technicolor strictly prohibits forced labor and continually monitors suppliers to ensure compliance.

Technicolor considers employee health and safety as one of its highest priorities. As such, it will maintain procedures designed to protect the health and safety of employees, as well as to protect property and assets. In support of this goal, Technicolor personnel are required to report to work free of alcohol and controlled substances (except for substances taken in accordance with a prescription and that do not impair the individual's ability to perform his or her duties). The use, possession, or distribution of illegal drugs (including unlawful use, possession or distribution of prescription medications) on Technicolor property is strictly prohibited. In addition, possession of alcoholic beverages, firearms, or other weapons on Technicolor property is prohibited to the extent permitted by law. The consumption of alcoholic beverages may be authorized in a limited way during certain circumstances. Technicolor is committed to actively protecting its employees' health by following and implementing the World Health Organization's Directives.

#### RESPECT FOR CORPORATE GOVERNANCE PRINCIPLES

Technicolor strives to maintain the highest standards of corporate governance, with a focus on a strong and diligent Board of Directors and transparency for shareholders. The Company has solid governance and disclosure practices, a commitment to continuously improve those practices, and an ethical corporate culture. Technicolor has implemented the principal recommendations regarding corporate governance for French

Policy:	Code of Ethics	Date:	12 December 2012	Supersedes:	13 April 2012
Issued by:	Ethics Compliance Committee				

listed companies as outlined in the Corporate Governance Code of Listed Companies issued by the French *Association Française des Entreprises Privées* and the *Mouvement des Entreprises de France* of April 2010 (hereafter the “AFEP-MEDEF Code”). The AFEP-MEDEF Code focuses in particular on the composition of the Board of Directors and the Board Committees, which must combine independence and expertise in the Company’s businesses and interests, as well as in the functioning of the Board of Directors which must be able to rely on on-going and timely information.

The Board of Directors shall be composed of at least 5 members, half being independent according to the definition of the AFEP-MEDEF Code. The preparation and organization of the Board of Directors’ work are described in the “Internal Board Regulations” (*Règlement Intérieur*) of the Board of Directors.

The Board of Directors is supported in the performance of its works by four committees: the Audit Committee, the Remuneration, Nomination and Governance Committee (“RNG Committee”), the Amplify 2015 Committee and the Technology Committee. Each committee develops proposals, recommendations, and opinions, as the case may be, within its respective field of competence. Each committee may accordingly initiate any study which may assist the Board’s deliberations. The role of the committees is described in their respective charter, which is amended on a regular basis to take into account legislative and regulatory changes.

#### USE OF TECHNICOLOR ASSETS

Technicolor’s assets are to be used only for legitimate business purposes of Technicolor and only by authorized employees, officers, or their designees. This includes both tangible and intangible assets. Intangible assets include but are not limited to: intellectual property such as trade secrets, patents, trademarks, and copyrights; business, marketing, and service plans; engineering and manufacturing ideas; designs; databases; Technicolor records; salary information; and any unpublished financial data and reports. Unauthorized alteration, destruction, use, disclosure, or distribution of these assets violates Technicolor policy and this Code.

Any such action, as well as theft or waste of or carelessness in using these assets, has a direct adverse impact on Technicolor’s operations and profitability and will result in disciplinary action, up to and including termination, according to the applicable law.

No employee or officer should make copies of, resell, or transfer (externally or internally) copyrighted publications, including software, manuals, articles, books, and databases being used in Technicolor that were created by another entity and licensed to Technicolor. This includes copyrighted information available through the Internet. The law imposes severe penalties for unauthorized copying. Technicolor has obtained a license which permits limited copying of certain books and periodicals. Consult Technicolor’s Legal Department prior to copying any copyrighted material.

Policy:	Code of Ethics	Date: 12 December 2012	Supersedes: 13 April 2012
Issued by:	Ethics Compliance Committee		

In addition to being copyrighted, computer software programs are usually subject to license agreements. These agreements define the lawful use of the software. For example, a license may limit copying of a program. You should read and understand these agreements before you use the software. Unauthorized use or copying of software programs is prohibited. Your manager will be able to direct you to more information about software programs and the license agreements that govern their use.

Technicolor equipment, networks, and electronic systems (such as Internet access, voicemail, email, and instant messaging) are provided to help you perform your duties while supporting Technicolor's business needs and are for Technicolor business use only. Technicolor equipment, networks, and electronic systems should be used only for Technicolor business-related purposes. While incidental personal use is permitted on a very limited basis, there is no expectation of privacy as a result of any such personal use, including the use of Technicolor assets to access social networking web sites, personal password protected email accounts to transmit any type of information (including confidential or allegedly privileged information), or any other web site. Use of Technicolor-owned equipment for non-Technicolor commercial use is prohibited. Further, use of Technicolor-owned equipment, networks, and electronic systems (such as Internet access, voicemail, email, and instant messaging) to view pornography or for harassment is strictly prohibited.

Further, as set forth in detail in the Acceptable Use Policy, which is available on the intranet, all information transmitted by, received from, or stored in Technicolor-owned equipment, electronic systems, or networks is the property of Technicolor and you do not have any expectation of privacy in any of this information, including emails sent through your personal password protected email account on a Technicolor computer or any postings made to social networking sites. Technicolor may, at its sole discretion, monitor and inspect any computer using Technicolor's network. Technicolor also reserves the right to access, review, copy, or delete any message or document on its email or computer systems, including those stored on your Technicolor-provided computers and related media, and may disclose such information to parties either inside or outside the organization as Technicolor deems appropriate. Technicolor, being a company which complies with any laws and regulations and this Code, will not exercise its rights referred to in this paragraph and the preceding paragraph in countries or jurisdictions where such rights are or will be unlawful (for example, some European countries have different legislation on privacy).

## CORPORATE OPPORTUNITIES

Policy:	Code of Ethics	Date:	12 December 2012	Supersedes:	13 April 2012
Issued by:	Ethics Compliance Committee				

Directors, officers, and employees owe a duty to Technicolor to advance its legitimate interests when the opportunity to do so arises. Examples of prohibited conduct with respect to corporate opportunities include, but are not limited to:

- Taking for themselves opportunities that are discovered through the use of corporate property, information, or position;
- Engaging in a business opportunity with Technicolor through an entity in which the employee has an undisclosed interest;
- Acquiring interest in real estate or an entity known by the employee, officer, or director to be of interest or benefit to Technicolor;
- Using corporate property, information, or position for personal gain; or
- Competing with Technicolor.

If you have any doubt concerning your obligations with respect to any opportunity that presents itself, seek advice from the Ethics Compliance Committee.

#### CONFLICTS OF INTEREST

A conflict of interest exists when a person's private interests interfere in any way with the interests of Technicolor. Technicolor's policy concerning conflicts of interest is as follows:

Officers, directors, and employees must disclose to the Ethics Compliance Committee any material financial interest (typically more than 5%) in a competitor, supplier, or any other business that could cause divided loyalty or provide even the appearance of divided loyalty. If your professional or managerial responsibility includes working directly with information about a competitor, supplier, or other organization, you must not have any material financial interest in any such organization. A material financial interest is one in which you would, or would be tempted to, make a decision that would not be in the best interests of Technicolor.

There are many types of conflict situations. Here are some examples of conflict situations:

- Marketing products or services that compete with Technicolor products or services;
- Working for a competitor of Technicolor as an employee, consultant, or member of its board of directors;
- Entering into any business relationship that could reasonably be interpreted as not being in the best interests of Technicolor;
- Possessing ownership interest in a party to a transaction when you can influence a buying or selling decision to do business with that party;

Policy:	Code of Ethics	Date: 12 December 2012	Supersedes: 13 April 2012
Issued by:	Ethics Compliance Committee		

- Purchasing services from a company in which you or a family member is part-owner; and
- Influencing or being involved in the decision to hire friends or relatives as consultants or employees for Technicolor.

Conflicts are not always clear-cut. If you cannot avoid the conflict or otherwise resolve it, you must remove yourself from the conflict situation. If you become aware of a conflict, potential conflict, or have a question as to a potential conflict, you should consult with your manager and/or the Ethics Compliance Committee. If you become involved in a situation that gives rise to an actual conflict, you must inform your manager, human resource representative, as well as the Ethics Compliance Committee. Not only should you disclose the potential conflict of interest as soon as it arises, you must also annually disclose any and all potential or actual conflicts of interest in January each year by sending an email to the Ethics Compliance Committee at [ethics.compliancecommittee@technicolor.com](mailto:ethics.compliancecommittee@technicolor.com).

#### INSIDER TRADING

Occasionally, Technicolor personnel receive information about Technicolor that has not been shared with the public, such as plans, pending acquisitions, problems, and prospects for sales or profitability. This inside information is considered “material” if the market price of Technicolor’s securities is likely to be affected when the information becomes public.

Securities laws of France, where Technicolor is listed, prohibits any person from making transactions (i.e., buying or selling) in Technicolor’s securities, including options and derivatives such as puts and calls, at any time when they may possess material information about Technicolor that has not been publicly disclosed. This prohibition applies to all senior and executive officers, members of the Board of Directors, employees, consultants, and contractors, including members of their immediate families and members of their households who receive or have access to material nonpublic information regarding Technicolor.

Technicolor strongly urges you to read the Memorandum on Insider trading available on the intranet and to pay particular attention to the potential criminal and civil liability for insider trading violations.

In addition, members of Technicolor’s Board of Directors, senior and executive officers, designated managers, employees directly involved in the preparation, review or communication of Company financial reports or summaries are subject to the “Corporate Policy on the Purchase and Sale of Company Shares, Insider Trading and Protection of Material Non-public Information” (available on the intranet), which contains additional restrictions on the trading of securities, including mandatory “blackout periods” during which they may not engage in any Technicolor securities transactions.

Policy:	Code of Ethics	Date: 12 December 2012	Supersedes: 13 April 2012
Issued by:	Ethics Compliance Committee		

Any questions about buying or selling Technicolor securities should be directed to Technicolor's Legal department or the Ethics Compliance Committee.

### ANTITRUST LAWS

Fundamental antitrust laws prohibit business practices that restrain trade. These laws exist in the United States, European Countries, and many other countries where Technicolor does business and are vigorously enforced. Their purpose is to ensure that markets for goods and services operate competitively and efficiently so that customers enjoy the benefit of open competition among their suppliers and sellers similarly benefit from competition among their purchasers. It is Technicolor's policy to compete fairly in the market based on its ability to promote high quality products and services at reasonable prices.

Failure to comply with antitrust laws could result in serious consequences for Technicolor and its personnel. Violations of many antitrust laws can lead to substantial civil liability—including triple the actual economic damages to a plaintiff. Moreover, violations of the antitrust laws are often treated as criminal acts that can result in felony convictions of corporations and individuals.

Strict compliance with antitrust and competition laws around the world is essential. These laws are very complex. Some types of conduct are always illegal under the antitrust laws of many countries. Individuals must be alert to avoid even the appearance of such conduct. Below are examples of the type of conduct that likely violate the antitrust laws:

- Allocating customers or dividing markets or marketing territories between or among suppliers/competitors;
- Placing restrictions on production or sales;
- Fixing prices for products among horizontal competitors;
- Entering into agreements that unduly limit a customer's ability to sell a product or service, including setting the price at which the customer may market that product or service;
- Requiring customers to purchase or provide a product or service as a condition for another product or service being made available (a "tying" arrangement);
- Conducting activity to monopolize a market or reduce competition in a market, including pricing a product below cost in order to eliminate or reduce competition;
- Using illegal or unethical means to gather information about competitors;
- Colluding to boycott others suppliers;
- Inducing disclosure of proprietary information by past or current employees of other companies; or

Policy:	Code of Ethics	Date: 12 December 2012	Supersedes: 13 April 2012
Issued by:	Ethics Compliance Committee		

- Bid rigging (collusive concertation, i.e. cooperation among competitors).

Verbal exchanges (regardless of when or where the communications are made) can be viewed as an agreement. Thus, you should always exercise caution whenever you meet with competitors and limit your discussions to the legitimate business purpose of the meeting. Avoid discussions with competitors related to pricing strategies, marketing, market share, projected sales for any specific product or service, revenues and expenses, production schedules, inventories, unannounced products and services, and, of course, any proprietary Technicolor information.

Because of the complexities of antitrust and competition laws, please contact Technicolor's Legal department if there are any questions regarding a specific situation. Further, any agreement that could limit competition in a specific market may be a violation of these laws and must be reviewed by a Technicolor legal counsel. Also, as with any suspected violation, reference the section below entitled "Reporting Noncompliance, Illegal or Unethical Behavior and Protection against Retaliation."

#### DISCLOSURE AND REPORTING OBLIGATIONS

Technicolor, as a listed company on Euronext Paris, is subject to various disclosure obligations under French securities law. In order to comply with these obligations, there should be full, fair, accurate, timely, and understandable disclosure of material information in reports and documents that Technicolor files with or submits to the *Autorité des Marchés Financiers* ("AMF") and in all other public communications made by Technicolor.

Further, information you record and submit to another party (which includes statements made in advertising, promotional activities, and sales presentations), whether inside or outside of Technicolor, must be accurate, timely, complete, and have a reasonable basis in fact. Reports should not be used to mislead those who receive them or to conceal anything that is improper.

Further, those employees who also serve as the CEO, CFO, or finance manager of Technicolor are also required to execute and comply with the Finance Ethics Charter available on the intranet.

#### EXTERNAL AND INTERNAL AUDITING

Technicolor personnel who communicate with Technicolor's external auditors and internal audit staff must adhere to the guidelines set forth below:

- Be candid and forthright in all dealings with Technicolor's external auditors or internal audit staff;

Policy:	Code of Ethics	Date: 12 December 2012	Supersedes: 13 April 2012
Issued by:	Ethics Compliance Committee		

- Do not make false or misleading statements or fail to disclose material facts; and
- Do not take or direct any other person to take any action to fraudulently influence, coerce, manipulate, or mislead any auditor engaged in the performance of an audit of Technicolor's financial statements.

If you have a disagreement or dispute with your superiors relating to Technicolor's financial statements or the way transactions are recorded in Technicolor's books, you should notify the Ethics Compliance Committee. Please document your understanding of the facts, issues involved, and parties with whom these matters were discussed. Also, as with any suspected violation, please refer to the section below entitled "Reporting Noncompliance, Illegal or Unethical Behavior and Protection against Retaliation."

Please note that if you are an attorney you may be subject to additional ethical and legal responsibilities with respect to reporting such matters and you should act accordingly.

#### DEALING WITH SUPPLIERS

All dealings and agreements with suppliers must be handled by Technicolor Sourcing. As set forth in detail in Technicolor's Sourcing Ethics and Core Values Guidebook, Technicolor Sourcing will evaluate fairly all prospective suppliers and provide a competitive opportunity for all suppliers to qualify for and earn a share of Technicolor's purchase volume. Technicolor's Sourcing Ethics and Core Values Guidebook is available from the Sourcing organization and on the intranet.

#### GIFTS, MEALS, AND ENTERTAINMENT

No Technicolor personnel should directly or indirectly seek or accept any payments, fees, services, or other gratuities regardless of the size or amount from any person, company, or organization which does or seeks to do business with Technicolor. Gifts of cash or cash equivalents of any amount are strictly prohibited. Similarly, Technicolor personnel shall not offer any payments, fees, services, or other gratuities regardless of the size or amount to any company or organization with whom Technicolor does or seeks to do business.

Gifts, meals, or entertainment may be given or received only if:

- They are ordinary, reasonable, and of limited value;
- They do not violate any law or generally accepted ethical standards, including the standards of the recipient's or giver's organization; and
- They are consistent with accepted business practices.

Policy:	Code of Ethics	Date:	12 December 2012	Supersedes:	13 April 2012
Issued by:	Ethics Compliance Committee				

Technicolor employees are to courteously decline or return any kind of gift, favor, or offer of excessive entertainment which violates Technicolor's guidelines and inform the offerer of Technicolor's policy. In countries where local custom is so strong that to refuse to accept a gift or not to reciprocate with a gift would be considered an insult, you may give and receive gifts consistent with the above guidelines only after you have sought approval from your manager.

#### ANTIBRIBERY

Numerous countries have passed or have committed to pass laws which prohibit the giving of gifts to government officials in the course of business and some countries have prohibited bribery in any form to any third party. In addition, many governments and governmental departments and agencies have ethics codes that strictly regulate what is allowed in gifts, meals, and entertainment. In the US, for example, the Foreign Corrupt Practices Act makes it illegal for a US citizen, a US company, its US and non-US subsidiaries, and, in some instances, non-US nationals, to offer or give anything of value, directly or indirectly, to a foreign government official in order to gain or retain business or to obtain an unfair competitive advantage over competitors. In the United Kingdom, the UK Bribery Act 2010 strictly prohibits bribery, in all its forms, committed directly or through a third party, either in the public and the private sector. Strict compliance to these laws and codes is required of all Technicolor personnel and failure to comply can result in fines, penalties, and criminal liability against Technicolor and the individual committing the violation. If you have any questions about how to treat government employees, you should consult with Technicolor's Legal Department or the Ethics Compliance Committee.

#### POLITICAL CONTRIBUTIONS

Technicolor rarely uses its resources to support political parties or candidates and then only when it is clearly legal to do so. Therefore, any exceptions to this rule require specific approval by the Ethics Compliance Committee. Technicolor personnel, of course, may support their own parties and candidates as long as they do so on their time and do not use Technicolor resources.

#### GOVERNMENT INVESTIGATIONS

If Technicolor becomes involved in a government investigation regarding its operations, employees, customers, or suppliers, we will cooperate. As soon as you become aware of a government investigation, you must promptly notify Technicolor's Legal Department. Technicolor will not alter or destroy any documents, not only Technicolor documents, in anticipation of government investigation, which includes computer records and emails. Technicolor will not provide false or misleading information to any government investigator or attempt to cause another person to provide false or misleading information.

Policy:	Code of Ethics	Date:	12 December 2012	Supersedes:	13 April 2012
Issued by:	Ethics Compliance Committee				

## SOCIAL MEDIA

As detailed in the Social Media Policy, blogging, tweeting and other online dialogue are far-reaching forms of communication. Information purported to be published by Technicolor contained within Social Media websites could have a negative impact to Technicolor and our stakeholders, with potential legal implications. Unless you have been certified as an Official Social Media Content Contributor by Corporate Communications and expressly authorized to speak on behalf of the company via Social Media, you must not claim, purport to be or in any way imply that you are speaking on behalf of Technicolor or expressing an official company position in such communications. We encourage you to share any Technicolor Public Information with your personal and/or professional contacts as long as you do not modify or alter the original message. However, you must not comment on Technicolor Public Information, including products, services, or organizational information without expressly identifying yourself as a Technicolor employee. Please consult the Social Media Policy—available on the intranet—for more detail on this important topic.

## PUBLIC COMMUNICATIONS

Only Technicolor communications or public relations managers are permitted to make or respond to a news media contact. Failure to observe this simple policy can cause tremendous damage to Technicolor and spread misinformation. If a reporter asks you a question, explain that it is Technicolor's policy to respond to media inquiries through its communications and public relations staff, and refer that reporter to the appropriate Technicolor communications or public relations manager, who can be identified on the intranet.

## RESPECT FOR THE INTELLECTUAL PROPERTY OF OTHERS

Technicolor respects the intellectual property of others and never intentionally infringes the valid patent rights of others or violates valid trademark rights of others in any jurisdiction anywhere in the world. When you learn of an adverse patent or trademark, please immediately notify Technicolor's Licensing-In and Legal Departments. Once aware of an adverse patent or trademark, Technicolor will conduct the appropriate investigation and take any necessary steps as determined by Licensing-In and Legal Departments and the relevant business unit to avoid, cease, or ameliorate the impact of any adverse valid patent or trademark.

Finally, as detailed in Technicolor's Information Protection policy and Technicolor's IT Incident Investigation and Reporting Policy available on the intranet, Technicolor strives to prevent piracy and protect its assets as well as those entrusted to it by third parties. Those policies are designed to prevent pirating images or other content provided by our customers. Please consult these policies for more detailed information on this topic.

Policy:	Code of Ethics	Date: 12 December 2012	Supersedes: 13 April 2012
Issued by:	Ethics Compliance Committee		

## PROTECTING CONFIDENTIAL INFORMATION

Technicolor's information and business data—and the security of that information and data—are crucial to our success. Technicolor must safeguard confidential information against improper disclosure, both inside and outside Technicolor. Technicolor information (or information that Technicolor maintains on behalf of its customers, suppliers, agents, or other representatives) that has not been publicly disclosed should be treated as confidential. Such information, whether verbal, written, or stored on electronic media, includes nonpublic information on products, services, methods, systems, internal reports, analyses, production and sales statistics, financial data, business plans, and marketing methods and strategies.

As an employee of Technicolor, your obligation to protect confidential information is effective while you are employed by Technicolor and after your employment ends. In other words, even if you retire or leave Technicolor, you may not disclose Technicolor confidential information or use it in any manner. In addition, if you received confidential information or trade secrets from a previous employer, you have an obligation to avoid disclosing it to Technicolor or Technicolor personnel. By using or revealing such information, you place Technicolor and yourself at legal risk. You do have a right to use general skills and knowledge acquired with previous employers in your job at Technicolor and to take general skills and knowledge with you when your employment with Technicolor ends.

## CONFIDENTIAL INFORMATION FROM OTHERS

It is not uncommon for Technicolor to receive confidential information for a variety of legitimate business reasons. We must take great care in handling information that has been entrusted to us by others. In the event Technicolor is receiving confidential nonpublic information, there should be a written agreement defining Technicolor's obligations for the use and protection of the information. This agreement should be reviewed by Technicolor's Legal department.

Once the information is entrusted to Technicolor, you must protect its confidentiality and limit your use of it to what is authorized by the agreement. You also are responsible for making sure that Technicolor personnel or departments who are not authorized do not have access to the confidential information.

Technicolor will not tolerate acquiring confidential information about other companies unless acquired through proper means. You may not engage in industrial espionage or acquire information about other companies through improper means. Examples of improper means are:

- Persuading present or former employees of another company to divulge confidential information; and

- Receiving information that was illegally or improperly acquired by another party.

If you come into possession of information from another company marked confidential or you believe the information is confidential and it is not governed by a written agreement or you have questions about our right to receive it, you should immediately contact Technicolor's Legal Department or the Ethics Compliance Committee. Please see Technicolor's Information Protection policy for more detailed information on classifying and protecting confidential information from others.

#### CREATION OF INTELLECTUAL PROPERTY

As an employee of Technicolor, you have assigned to Technicolor the right to any ideas and inventions you develop if they are capable of being used in an area of Technicolor's business. Computer software and publications are covered by this agreement. This agreement may also apply to software and inventions developed at home on personally owned equipment. Inventions that are not developed for Technicolor, are not within Technicolor's area of business, and are not developed with the use of Technicolor resources may be excluded. If you believe your invention falls outside Technicolor's business interests, you can ask Technicolor for a written release of any claim or right it has to the invention.

#### RECORDS RETENTION

Records are a vital part of maintaining a high level of ethical business transactions. Technicolor's Records Retention Policy, available on the intranet, establishes a retention period for each record type consistent with laws, rules, and regulations in the United States and other countries. Failure to comply with this Policy may have severe consequences for Technicolor and its personnel, agents, and contractors. After the record has reached its retention period, unless it is subject to a Hold Alert, it must be destroyed.

All business and accounting transactions must be fully and accurately described in Technicolor's records and payments on Technicolor's behalf should never be made other than as described in the records. At Technicolor, there is never any reason for false or misleading entries and there is no place for undisclosed or unrecorded funds, payments, or receipts.

#### REPORTING NONCOMPLIANCE, ILLEGAL, OR UNETHICAL BEHAVIOR AND PROTECTION AGAINST RETALIATION

Technicolor will not tolerate retaliation against anyone who has made good faith reports or complaints of violations of this Code. Employees should, only in good faith, bring to Technicolor's attention suspected financial, accounting, banking, antitrust and anti-

Policy:	Code of Ethics	Date: 12 December 2012	Supersedes: 13 April 2012
Issued by:	Ethics Compliance Committee		

bribery violations that may constitute a violation of this Code or any applicable law. Information regarding violations should be given to the Ethics Compliance Committee at the address below. While Technicolor requests that you disclose your identity when reporting a suspected violation, you may submit report anonymously. The identity of the individual reporting as well as the report itself will be kept confidential to the fullest extent possible, consistent with the need to conduct an adequate investigation:

You may contact the Ethics Compliance Committee via email at [Ethics.Compliance@Technicolor.com](mailto:Ethics.Compliance@Technicolor.com). You may also submit written reports to one of the following addresses:

Ethics Compliance Committee  
1, rue Jeanne d’Arc  
92443 Issy-les-Moulineaux  
France

Ethics Compliance Committee  
101 West 103<sup>rd</sup> Street, INH3340  
Indianapolis, IN 46290  
United States

If you are in the United States and wish to submit a report about someone in the United States, you may also submit a report through EthicsPoint. EthicsPoint’s telephony and web-based hotline solution enables employees to easily and confidentially report alleged violations of the Code of Ethics. It is an independent third party that specializes in providing the tools and information necessary to receive, investigate, analyze and resolve such reports. You can submit a report using EthicsPoint at [www.technicolor.ethicspoint.com](http://www.technicolor.ethicspoint.com) or, in the US, (866)-492-3362.

Upon receipt, as detailed in the Charter for the Ethics Compliance Committee available on the intranet, the Ethics Compliance Committee will promptly investigate each and every report and will take appropriate action if a violation is found, up to and including termination and criminal charges, according to applicable law. All involved are expected to cooperate with internal investigations of alleged misconduct. Any good faith communication of violations will be kept confidential to the extent practicable.

Allegations of such behavior are not taken lightly and should not be made to embarrass someone or put him or her in a false light. Reports of suspected violations should always be made in good faith. For additional information, please consult Technicolor’s Whistleblower Policy available on the intranet.

#### QUESTIONS OR CONCERNS

If you have any questions or concerns regarding any ethical issue, please contact the Ethics Compliance Committee ([Ethics.ComplianceCommittee@Technicolor.com](mailto:Ethics.ComplianceCommittee@Technicolor.com)).