



## LIONS GATE ENTERTAINMENT CORP. CODE OF BUSINESS CONDUCT AND ETHICS

### OVERVIEW & PURPOSE

This Code of Business Conduct and Ethics (the “**Code**”) articulates policies and business practices that apply throughout Lions Gate Entertainment Corp., including all divisions and subsidiaries (the “**Company**,” “**we**” or “**Lionsgate**”). The Company requires that the highest level of honesty and integrity is maintained by its directors, officers and employees (“**Lionsgate Personnel**” or “**Company Personnel**”) in the exercise of their responsibilities on behalf of the Company. The honesty, integrity, sound judgment and professional and ethical conduct of Lionsgate Personnel is fundamental to the reputation, functioning and success of the Company. The reputation of the Company, the quality of the work environment and the satisfaction of the Company’s obligations to its consumers and shareholders depend on Lionsgate Personnel’s adherence to the Code. The Code is intended to guide you to operate with the highest level of integrity in all business activities and to create an empowering work environment that fosters respect for each other and our consumers and business partners.

### WHO DOES THE CODE APPLY TO?

The Code applies to Lionsgate Personnel who are individually and collectively responsible for managing the Company’s business activities in full compliance with the Code and applicable laws and regulations. This Code governs conduct among Lionsgate Personnel and between Lionsgate Personnel and customers, competitors and the Company’s various business partners (including suppliers, vendors, production companies and contractors). Lionsgate Personnel, and, where applicable, certain third parties (e.g. independent contractors, consultants, agents, etc.) must comply with this Code.

The Code is a statement of certain fundamental principles, policies and guidelines that govern the Company’s Personnel in the conduct of the Company’s business. It is not intended to and does not create any rights in any Company Personnel or consultant/independent contractor, customer, supplier, competitor, shareholder, or any other person or entity (collectively, “**Third Parties**,” and as to each, a “**Third Party**”). The Code does not form part of any contract of employment or contractual relationship.

The Code is intended to prevent wrongdoing and each employee has the responsibility to:

- Act with honesty and integrity along with promoting ethical and honest behavior in the workplace;
- Ensure adherence to the Code and accountability for adherence;
- Promote respect and dignity in the workplace by treating all persons, including Lionsgate Personnel, customers and suppliers with courtesy, honesty and sensitivity to their rights;
- Encourage and reward professional integrity in all aspects of our organization and eliminate barriers to responsible behavior, such as coercion, fear of reprisal or alienation from the Company;

- Complete required training and other Company initiatives in a timely manner;
- Comply and take all reasonable actions to cause the Company to comply with applicable governmental laws, rules, and regulations, and;
- promptly report actual or suspected violations of the Code, internal policies or the law.

## **SUPERVISOR RESPONSIBILITIES**

If you are responsible for supervising others, you have additional responsibilities, as follows:

- Seek help and guidance whenever needed;
- Support your team and all co-workers when they ask questions and raise concerns;
- Know when and how a question or concern should be escalated to Human Resources and/or the Ethics & Legal Compliance team;
- Supervisors who receive reports from employees or Third Parties should immediately report the information to the Compliance Officer;
- Any reports that the supervisor believes to involve a breach of the Code or other Company policies should be reported promptly to the Compliance Officer; and
- Ensure that no one who speaks up suffers retaliation.

## **SPEAKING UP: REPORTING CONCERNS**

The Company is committed to establishing a culture that promotes prevention, detection and resolution of instances of conduct within the Company that do not conform to our internal policies or applicable laws and regulations. All Lionsgate Personnel have a responsibility to report any instances of to one of the following:

- their immediate supervisor;
- the Compliance Officer ([ethics@lionsgate.com](mailto:ethics@lionsgate.com)); or,
- a member of the Nominating and Corporate Governance Committee;
- a member of the Audit & Risk Committee if it relates to the Company's accounting, internal accounting controls or auditing matters; or
- Contacting toll free number (available 24 hours day and 7 days a week):
  - US and Canada: 1-866-384-4277
  - United Kingdom: 0800 032 8483
  - All Other Locations: please submit your report online at [www.lionsgate.ethicspoint.com](http://www.lionsgate.ethicspoint.com).

The Company will make every reasonable attempt to ensure that your concerns are addressed appropriately. Reports from employees outside the U.S. may be subject to the laws of the country in which the employee works. The Company will handle all reports, including anonymous reports, in accordance with local privacy regulations and other applicable laws.

***Employees will not be subject to retaliation for reports, made in good faith, of suspected violations. The Company will protect your confidentiality to the extent practicable, consistent with the law and the Company's need to investigate.***

## PROTECTION AGAINST RETALIATION

Retaliation is prohibited against any person by another employee or by the Company for reporting suspected or actual violation of law, internal policies or the Code. This includes filing, testifying, assisting or participating in any manner in any investigation, proceeding or hearing conducted by Human Resources or a governmental agency\*. An employee should report any retaliation prohibited by this Code to his or her supervisor, any management team member or to their Human Resources representative.

Anyone, regardless of position or title, whom the Company determines has engaged in conduct that violates this Code against retaliation will be subject to discipline, up to and including termination.

*\*Governmental agency (“**Government Agency**”) includes the U.S. Equal Employment Opportunity Commission, the U.S. National Labor Relations Board, the U.S. Securities and Exchange Commission, or any other self-regulatory authority or federal, state or local agency.*

## WHISTLEBLOWER NOTICE

The Company does not intend to limit or interfere with your right, without notice to or authorization of the Company, to communicate in good faith with any Government Agency:

- To report a potential violation of law;
- To participate in any investigation or proceeding that may be conducted by any Government Agency, including by providing documents or other information; or
- To file a report or complaint with a Government Agency.

## PROTECTING COMPANY ASSETS & CONFIDENTIAL INFORMATION

Obeying the law, both in letter and in spirit, is the foundation upon which this Company’s ethical standards are built. We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Lionsgate Personnel must respect and obey applicable laws, rules and regulations of the jurisdictions in which we operate. Failure to do so could severely damage the Company and its reputation. The use of Company funds, services or assets for any unlawful or improper purpose is prohibited. Theft, carelessness and waste have a direct impact on the Company’s profitability. All Company assets should be used for legitimate business purposes.

## CONFIDENTIAL INFORMATION

“Confidential Information” is all non-public information (including personal and proprietary information) entrusted to or obtained by a Lionsgate Personnel by reason of his or her position with the Company. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed, such as:

- non-public information about the Company’s financial condition, prospects or plans, its marketing and sales programs and research and development information, as well

- as information relating to mergers and acquisitions, stock splits and divestitures;
- non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential;
- non-public information about discussions and deliberations relating to business issues and decisions, between and among Lionsgate Personnel; and
- non-public information that might be of use to the Company's competitors, or harmful to the Company or its clients, if disclosed.

"Non-public information" is generally information which has not been the subject of any press release or otherwise disseminated to the public at large, including financial, business, operational, and product information.

Directors and Officers. Pursuant to their fiduciary duties of loyalty and care, directors and officers are required to protect and hold all Confidential Information obtained due to their position absent the express or implied permission, agreement or authorization of the Company or the Board to disclose such information, which permission or authorization may be granted through an agreement between such director and the Company (provided, however, that Fair Disclosure Regulations of the SEC are complied with at all times). Accordingly, absent such permission or authorization, or except as may be otherwise provided for herein:

- no director or officer shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
- no director or officer shall disclose Confidential Information outside the Company, either during or after his or her service as a director of the Company, except with authorization of the Board or as may be otherwise required by law.

A violation of this established Company standard may subject the director or officer to Company imposed sanctions, including dismissal.

Confidential Information should not be discussed with anyone, even other Lionsgate Personnel or applicable Third Parties, except as may be required in the normal course of the Company's business, with prior authorization from your supervisor or as is legally permitted and/or mandated. The obligation to protect Confidential Information continues after you leave the Company or are no longer engaged by the Company as a Third Party. At no time may Company Personnel or Third Party use or disclose Confidential Information (including letters, memos, and internal Company documents) to any person, firm, or entity to further their own interest. Nor may Lionsgate Personnel or Third Party access the Confidential Information of supervisors or other Lionsgate Personnel of the Company.

- If Lionsgate Personnel or Third Party releases Confidential Information (including, but not limited to, documents), he or she may, in addition to the immediate termination of his or her employment or engagement, as applicable, be subject to civil or criminal liability, or both, as provided by law.

- It is best to refer all inquiries regarding Confidential Information to your supervisor. If you are unsure whether particular information is confidential, an employee must ask his or her supervisor, while a Third Party should consult with the person to whom he or she submits their work.

## **INSIDER TRADING**

In carrying out Lionsgate's business, we often learn confidential or proprietary information about Lionsgate, its customers, businesses, or other third parties. The misuse of this information could harm Lionsgate's business and reputation. It is not fair – in fact, it is illegal – to buy or sell securities based on material, non-public information we may know about because of our roles with the Company. We comply with the law and believe everyone should make investment decisions based on the same set of rules, so we do not trade on inside information or tip off others so that they may trade. The sharing of inside information is prohibited by various laws and insider trading is unfair because it puts the interest of the insider above those to the Company.

If you possess any material non-public information about a business, including, without limitation, the Company, you must not:

- buy or sell any stock or other securities of that business, including options, puts, calls and other derivatives and related or linked securities;
- pass such information on to anyone else (even to other employees), unless they have a business need to know, or “tip” any person on the basis of such information; or
- engage in any other action(s) to take advantage of any material nonpublic information.

What is Material Information? “Material Information” includes any information an investor would consider important in deciding whether to buy or sell securities. Either positive or negative information may be “material.” Examples of information that may be considered “material” under the securities laws include: financial performance, changes in corporate structure/executive management, information about mergers or acquisitions, significant transactions or new projects contemplated.

What does “non-public” mean? Insider trading prohibitions come into play only when you possess information that is material and “non-public.” The fact that information has been disclosed to a few members of the public does not make it public for insider trading purposes. To be “public” the information must have been disseminated in a manner designed to reach investors generally, and the investors must be given the opportunity to absorb the information. Even after public disclosure of information about the Company, you must wait until the close of business on the second trading day after the information was publicly disclosed before you can treat the information as public.

**Money laundering** is a form of financial crime that involves hiding the illegal source of funds. In other words, it involves the process of converting funds that were illegally obtained so that they are made to appear legitimate- by carrying out a series of transactions in order to distance the funds from the original source, and then use the money for other “legitimate” investments or purposes.

The restrictions on insider trading also apply to your immediate family members and others living within your household. You are responsible for the compliance of such persons with the securities laws. Additional legal restrictions may apply to persons outside the United States and in respect of securities publicly traded outside the United States.

***For more information, refer to the Company's Insider Trading Policy.***

## **DATA PROTECTION AND INTELLECTUAL PROPERTY RIGHTS**

Lionsgate Personnel and Third Parties should protect the Company's assets and ensure their efficient use for legitimate business purposes only. You will comply with laws and other legal requirements governing data rights to and protection of patents, copyrights, trademarks, trade secrets and other forms of intellectual property owned by the Company and third parties. You will use software and information only in accordance with applicable licenses or other rights of use.

- Use the Company's telephone system, other electronic communication services, written materials and other property primarily for legitimate, business-related purposes and in accordance with the Company's acceptable use policies.
- Safeguard all electronic devices, laptops, systems, programs, data, communications and written materials from inadvertent or unauthorized access, use, or acquisition by others. Any suspected violation of privacy, the protection of personal data or the security of the Company's network and information systems should be reported for investigation immediately to the security team via telephone (1-310-255-5739) or email (security@lionsgate.com), or as otherwise appropriate, such as addressing information technology concerns with an IT administrator/help desk.
- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities, or as otherwise permitted herein.
- The obligation to protect Company assets includes the Company's Confidential Information (as defined above), Proprietary Information (defined here), and Personal Information (defined here). "Proprietary Information" includes intellectual property, trade secrets, and business information, which includes, without limitation, financial information, budgets, forecasts, business plans, marketing plans, screenplays, scripts, settings, stories, pitches, film clips, actual video, productions and production crew and talent contact information. "Personal Information" includes information that can be used to identify an individual. Unauthorized use or distribution of Confidential Information, Proprietary Information, and Personal Information is prohibited and could also be illegal and result in civil or criminal penalties. This obligation to safeguard the Company's Confidential Information, Proprietary Information, and Personal Information continues after your employment with the Company terminates.

Company property includes all Confidential Information, Proprietary Information, Personal Information, and all data and communications transmitted or received to or by, or contained in, the Company's electronic, computer or telephonic systems. Company property also includes all written communications in any form on or in Company systems. Lionsgate Personnel, Third Parties and other users of this property should have no expectation of privacy with respect to any of these communications and data, as described in this section. To the extent permitted by law, the Company

has the ability, and reserves the right, to monitor, access and inspect all electronic, computer and telephonic communications utilized, maintained or stored on or in, or connected to, Company systems, including without limitation email, texts, voicemail, internet activity and web searches. These communications may also be subject to disclosure to law enforcement/government officials/regulatory bodies.

## **SOCIAL MEDIA & SPEAKING FOR THE COMPANY**

Employees should be mindful that their social media activity, even if done off premises and while off-duty, could affect the Company's legitimate business interests. The Company relies on the common sense and good judgment of its employees to engage in social media activity responsibly. Personal use of social media at work may seem harmless, but please be aware that you can be held liable for any associated consequences if your personal posts implicate your work or violate Company policy. Be careful about using the Company's or any third party's intellectual property. You should be transparent about the fact that you are a Company employee and include a disclaimer clarifying that your views are your own and do not represent the Company's perspective.

Only authorized employees may speak to the media on the Company's behalf. To ensure that the Company communicates with the media in a consistent, timely and professional manner about matters related to the Company, you should direct all media inquiries for comment on the Company's behalf to the Communications Department.

*For more information, refer to the Company's Social Media Policy.*

## **MISUSE OF COMPANY ASSETS**

Everyone has a shared responsibility to prevent loss, damage, theft, unauthorized, or improper use or waste of Company assets. Do not use Company assets to engage in fraud, embezzlement, theft, misappropriation, money laundering, tax evasion or any other action that violates applicable laws and regulations. Engagement in such activities damages our reputation and exposes the Company and the individuals involved to liability and severe penalties. Additionally, only use facilities, materials and equipment for authorized purposes related to your job and be sure to report any suspicious financial transactions and activities to the Legal Department and the Ethics & Legal Compliance.

To ensure the protection and proper use of the Company's assets, each Lionsgate Personnel should:

- Exercise reasonable care to prevent theft, damage or misuse of Company resources
- Report the actual or suspected theft, damage or misuse of Company resources to a supervisor immediately.

## **FOLLOWING THE LAW AND CONDUCTING BUSINESS IN FAIR MANNER**

The Company insists on honesty, integrity and fairness in all aspects of its business operations, including adherence to all applicable laws and regulations. Being open and transparent generally lead to actions that are in the best interests of Lionsgate. If you are not open and transparent in your behavior (i.e., disclosing the activity to your supervisor or the Company), that should be a sign that the behavior could be problematic. In this event, you should discuss this with your supervisor prior

to engaging in the behavior. It is critical to avoid situations where it seems, looks or feels like there is a conflict between your personal and Company's interests, whether that's in the form of personal favors, gifts/entertainment, financial gains, or potentially breaching the law.

## **GIFTS & ENTERTAINMENT**

We value business partners who provide the best products or services at the best value. You must never choose a business partner (e.g., supplier, vendor, production company) because of any personal benefits you will or might receive. Therefore, in all dealings with all business partners who currently have business with or seek to have business with Lionsgate, you must never request or accept, directly or indirectly, any form of gift that may improperly influence, or appear to influence, either party's business decisions.

**Gift** is anything of value which can include meals, business entertainment, hospitality (travel, accommodations), merchandise, tickets to sporting or music events, golf outings, vendor familiarization trips. Also, can include intangible items such as discounts, loans, services, special privilege, benefits and rights given to a person without compensation or payment in return.

In particular, you may never request or accept:

- a gift of in the form of cash or a cash equivalent (including gift cards);
- a gift, hospitality or business entertainment exceeding the value of \$350 USD (or local equivalent) unless pre-approved by your supervisor and Ethics & Legal Compliance.

We recognize that conducting business in a social setting (like a business meal) may serve legitimate business purposes. For instance, you may receive an invitation from a business partner to attend an entertainment event (e.g., sporting event, concert, etc.) or a business meal the value of which exceeds \$350 USD (or local equivalent) as long as part of the purpose of the attendance is to conduct business, is not for purely personal purposes, and the invitation is approved by your supervisor and Ethics & Legal Compliance.

Employees must receive pre-approval from their supervisor and Ethics & Legal Compliance for any gift given or received with a value of greater than \$350 USD (or local equivalent) by completing the Company's *Gifts & Entertainment Request Form*.

***For more information on gifts & business entertainment, including when advance approval is required then refer to the Company's Gifts & Entertainment Policy.***

**Selection of Suppliers.** Wherever practicable, suppliers will be selected by fair and open selection procedures based on quality, need, performance and cost. All purchases from suppliers must be in accordance with the Company's purchasing policies. All Lionsgate Personnel must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing their job. No Lionsgate Personnel may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair dealing practice.



## CONFLICTS OF INTEREST

A “conflict of interest” occurs when your private interests interfere, or even appear to interfere, with the interests of the Company. A conflict situation can arise if you take action or have interests that may make it difficult to perform your work for the Company objectively and effectively. Conflicts of interest may also arise if you or members of your family receive improper personal benefits as a result of your position in the Company. “Immediate family member” means your spouse, parents, children, siblings, grandparents, stepmother, stepfather, stepsisters, stepbrothers, stepchildren, uncles, aunts, nephews, nieces, cousins, in-laws within one of these categories, or any other person with whom you have a significant close personal relationship as determined by the Company.

The use of good judgment is the best way to prevent conflicts of interest. However, if you engage in any personal activity or transaction that might cause a conflict between personal and Company interests (or even the appearance of such a conflict), you must disclose information about that potential conflict in advance to Human Resources and Ethics & Legal Compliance in writing or, in the case of a director, disclosure by such director to the Office of the General Counsel or the Board.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with Human Resources and/or Ethics & Legal Compliance. Set forth below are areas where conflicts may arise. These examples are not a comprehensive list of all possible conflicts of interest.

**Work for Third Parties.** The Company discourages Lionsgate Personnel from engaging in outside employment or from providing services to other for-profit entities as it may interfere with the performance of their job duties. In many cases, it may present an actual conflict of interest for you to work for a competitor, customer or supplier. To the extent you wish to engage in these activities, please consult your supervisor. This section is not intended to discourage Lionsgate Personnel from volunteering for charitable and other not-for-profit community activities. In fact, the Company encourages Lionsgate Personnel who wish to volunteer for such entities to do so, as long as these activities do not interfere with the employee’s responsibilities and duties. However, Lionsgate Personnel should seek approval of the Board of if they would like to serve on the board of any entity (whether for-profit or not-for-profit), if the interests of such entity would reasonably be expected to conflict with those of the Company.

**Causing the Company to do Business Where You or a Family Member Stands to Gain.** Lionsgate Personnel must not cause the Company to do business with any business in which he/she or a member of his/her family directly or indirectly stands to personally gain. For example, a potential conflict of interest exists if a customer or supplier that sells products/services to the Company also sells products/services to you or to another business in which you have an interest at prices less than generally available to the public.

**Personal Relationships.** The Company recognizes that Lionsgate Personnel may have personal relationships with those who work at the Company, apply to work at the Company, or enter into a business relationship with the Company, such as immediate family members, vendors, business partners, or competitors. To avoid a conflict of interest, Lionsgate Personnel must not use their authority to benefit or disadvantage another Lionsgate Personnel in a familial relationship. This means hire or supervise (directly or indirectly) with whom you have a personal relationship or the ability to impact employment or hiring decisions. Lionsgate Personnel are required to disclose to

Human Resources and Ethics & Legal Compliance of any romantic and/or intimate relationship with colleague, existing familial relationship, or familial relationship that create any potential employment or business opportunity involving the Company and immediate family member.

**Investments; Family Business.** Except as otherwise permitted by the Company, officers and employees or members of their immediate families should not have an ownership or other financial interest in enterprises that conduct or seek to conduct business (this includes customers, suppliers and business partners) with the Company or that compete with the Company, unless that interest has been reviewed and approved by Ethics & Legal Compliance or Office of the General Counsel. Any ownership interest in the form of publicly traded securities does not have to be reviewed, so long as the interest either is held through a publicly traded mutual or investment fund, or does not exceed one percent (1%) of the outstanding shares of the enterprise in question.

The Office of the General Counsel will decide an appropriate course of action, including the possible disposition of such investments. For the purposes of this paragraph, the terms “invest” or “investment” includes any investment personally owned or beneficially owned by your family members, nominees, or others where the effect is that you derive any benefit from such investment.

Other than for Company-related corporate transactions (such as a cashless exercise of stock options) or other transactions that have been cleared with higher levels of management or the Office of the General Counsel, you should not obtain a material loan or guarantee of personal obligations from or enter into any other material personal financial transaction with, any company that is a customer, supplier or material competitor of the Company. This guideline does not prohibit arm’s-length or normal course transactions with banks, brokerage firms or other financial institutions.

Potential transactions with family businesses or other businesses in which you participate as an owner, a partner, director, officer, employee, consultant or shareholder and which may create a conflict of interest and/or may interfere with your duties to the Company must be disclosed in writing to the Office of the General Counsel for approval. The appearance of favoritism, potential for conflict and likelihood of discouraging other service/product providers in the future will be considered carefully by the Office of the General Counsel before deciding to approve the transaction.

**Corporate Opportunity.** Lionsgate Personnel are prohibited from (a) taking for themselves personally opportunities that properly belong to the Company or are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing with the Company in all cases, other than with respect to opportunities declined by the Company. Lionsgate Personnel owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

***For more information regarding potential conflicts, refer to the Company’s Conflicts of Interest Policy.***

## **POLITICAL ACTIVITY**

Political contributions or payments to governmental officials are highly regulated and restricted by

law. You must not make any payment on behalf of the Company directly or indirectly to influence or obtain favorable action by a government agency, anyone in public office or any candidate for public office. We do not intend to curtail your freedom to support political candidates and causes within legal limits, however, care should be exercised so that no action by you is perceived as an attempt to influence government decisions in matters affecting the Company.

- Any personal contribution to any political candidate, party or organization must not be represented as a contribution from the Company, and any use of the Company's staff, facilities, equipment, supplies, mailing lists, logos, trademarks or other intangible assets in connection with political activities must be approved in advance by the Office of the General Counsel.
- You should not give anything of value, directly or indirectly, to officials of foreign governments (including employees at all levels of non-U.S. governments, as well as employees of state-owned or state-controlled commercial enterprises) or foreign political candidates or parties in order to obtain or retain business for the Company. Of course, you must not make illegal payments to government officials of any country.

***For more information on Political Contributions, refer to the Company's Anti-Bribery & Corruption Policy.***

## **SANCTIONS & EXPORT CONTROLS**

We are a company committed to complying with all sanctions applicable to our business activities and transactions. Also, we do not violate anti-boycott laws or laws by applicable sanctions authorities and/or export controls authorities. We must not and do not participate in business dealings or engage in conduct designed or intended to evade or facilitate a breach of applicable sanctions and/or export controls. We cannot engage in any activity or transaction indirectly (i.e., through a third party) that sanctions and export controls prohibit us from engaging in directly.

If you are engaging in international business activities or transactions, exporting or importing assets, or overseeing others who engage in these activities on the Company's behalf, confirm you know and comply with all applicable requirements. Contact the Legal Department or Ethics & Legal Compliance for further guidance.

***For more information, refer to the Company's Sanctions & Export Controls Policy.***

## **FAIR COMPETITION & ANTITRUST**

The Company is committed to free and open competition in the marketplace. Employees should avoid actions that reasonably could be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including federal and state antitrust laws.

Antitrust laws are designed to protect the competitive process and impose severe penalties for certain types of violations, including criminal penalties. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or

collusion among competitors. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct.

Certain kinds of information, such as our strategies, business plans, budgets, forecasts, financial and operating information, pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from your supervisor or the Compliance Officer whenever you have a question relating to these laws.

**Fair Dealing.** Every Lionsgate Personnel should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

## FINANCIAL INTEGRITY: PUBLIC RECORDS & DISCLOSURE

We are a publicly owned company. As such, we rely on the public securities markets for capital to fund our activities. Public investors rely upon the quality and integrity of our financial reports and press releases. Accordingly, it is imperative that the Company maintain accurate books and records and report its financial results and condition accurately. You are expected to do everything within your power to ensure that Company's financial and non-financial information is maintained and reported accurately and properly.

**Books and Records.** Lionsgate Personnel are required to create and maintain accurate records that reflect the true nature of the transactions and activities that they record. All assets, liabilities, expenses and transactions must be recorded in the Company's regular books of account in a manner consistent with the Company's internal controls and accounting policies. Undisclosed or unrecorded funds or assets of the Company must not be established or maintained for any purpose. If you suspect or learn that records are false, misleading or contain errors, you should promptly notify appropriate management personnel or follow the reporting channels under listed in *Speaking Up: Reporting Concerns*. The Company does not tolerate falsification or improper alteration of records. It is never appropriate to direct someone else to prepare or approve a false or misleading record or take any action that leads to the creation of false or misleading records.

**Record Retention and Destruction.** Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Office of the General Counsel.

**Financial Statements.** Knowingly misrepresenting facts in the preparation of financial statements, financial data or other Company records is strictly prohibited by Company policy and the law. In that regard, you must not:

- make, or permit or direct another person to make, materially false or misleading entries in the financial statements or records of the Company;
- fail to correct any financial statements or records of the Company that are materially false or misleading when you have the authority to make such corrections; or
- sign, or permit or direct another to sign, a document that contains materially false or misleading information or that omits material information necessary to prevent the document, in light of the circumstances at the time, from being misleading.

**Periodic Reports and Other Disclosure Documents.** We are committed to providing full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed with the SEC and CSA ("**Periodic Reports**") and in all other disclosure documents filed with or submitted to the SEC and CSA or provided to the Company's investors or prospective investors ("**Disclosure Documents**"), in compliance with applicable securities laws and SEC rules. If you participate in the preparation, review, filing or distribution of the Company's Periodic Reports or Disclosure Documents, or the collection and submission of financial and non-financial data for inclusion in such reports or documents, you should:

- be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting;
- take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure;
- promptly notify appropriate management personnel of all material information relating to the Company, particularly during periods in which any such report or document is being prepared;
- carefully review the financial statements and other financial information (including, as applicable, footnote disclosure, selected financial data, and management's discussion and analysis of financial condition and results of operation) contained in drafts of any Periodic Reports or Disclosure Document submitted to you for review;
- if you believe the financial statements and/or other financial information included in such report or document does not fairly and accurately present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods

presented, you should promptly notify appropriate management personnel or follow the reporting channels under *Speaking Up: Reporting Concerns* of any issues, concerns or significant deficiencies in the financial and non-financial disclosure contained in any draft Periodic Report or Disclosure Document;

- promptly notify appropriate management personnel or follow the reporting channels under *Speaking Up: Reporting Concerns* if you become aware of (a) any significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data and information, and (b) any fraud, whether or not material, that involves management or other Company employees or Third Parties who have a significant role in the Company's financial reporting or internal control over financial reporting.

**Dealing with External Auditors and Internal Audit Staff.** Personnel who communicate with our external auditors and internal audit staff are expected to adhere to the guidelines set forth below:

- you should be candid and forthright in all dealings with the Company's external auditors or internal audit staff, and you must not knowingly misrepresent facts or knowingly fail to disclose material facts;
- you must not take or direct any other person to take, any action to coerce, manipulate, mislead or fraudulently influence any auditor engaged in the performance of an audit of the Company's financial statements for the purpose of rendering such financial statements materially misleading;
- you must not make, or cause to be made, a materially false or misleading statement to an accountant or auditor in connection with (a) any audit, review or examination of the Company's financial statements or (b) preparation or filing of any document or report required to be filed with the SEC or a Canadian securities regulatory authority;
- you must not omit to state, or cause another person to omit to state, any material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading to an accountant in connection with (a) any audit, review or examination of the Company's financial statements or (b) preparation or filing of any document or report required to be filed with the SEC or a Canadian securities regulatory authority.

Anyone who has a concern about the Company's accounting, internal accounting controls or auditing matters may also communicate that concern directly to the Audit & Risk Committee, which is composed entirely of directors who are independent of Company management. You may also report any concern directly to the Audit & Risk Committee (anonymously if you wish) via the channels noted in the *Speaking Up: Reporting Concerns* section.

## COMMITMENT TO DIVERSITY AND SAFE WORKPLACE

We are committed to making our Company a place of inclusion by upholding our high standards and being aware of your own actions and how they might affect others. It is enormously important to us that everyone at Lionsgate is treated equally, respectfully, and feels safe in their workplace. The Company ensures that all employment-related decisions are based on individual merit and business needs, regardless of race, color, sex, sexual orientation, gender, gender identity, gender expression, ethnicity, national origin, religion, creed, age, marital status, physical or mental disability, veteran status, citizenship status or any other personal characteristic protected by applicable law. We are focused on creating an environment that supports all our workforce by emphasizing innovation, collaboration and connecting with the great diversity our employees, audiences and business partners.

**Equal Employment Opportunity.** The Company is an equal opportunity employer and committed to attracting, developing and retaining a highly qualified, diverse and dedicated workforce. Our commitment to equal opportunity employment applies to all persons involved in our operations and prohibits unlawful discrimination by any employee, including supervisors and coworkers. In accordance with applicable law, we prohibit discrimination and harassment against any applicant for employment, employees, contractors, interns and volunteers based on any legally-recognized basis, or any other status protected by federal, state or local law.

**Sexual and Other Unlawful Harassment.** The Company is committed to providing a work environment that is free of harassment. As a result, the Company maintains a strict policy prohibiting sexual harassment and harassment against and/or harassment of employees, applicants for employment, contractors, interns or volunteers based on any legally-recognized basis, or any other status protected by federal, state or local law. All such harassment is prohibited.

**Harassment** is unwanted physical, verbal or visual conduct towards an individual based on protected characteristics that creates an abusive, intimidating, offensive or hostile work environment.

**Sexual Harassment Defined.** Sexual harassment includes unwanted sexual advances, requests for sexual favors or visual, verbal or physical conduct of a sexual nature when:

- Submission to such conduct is made a term or condition of employment; or
- Submission to, or rejection of, such conduct is used as a basis for employment decisions affecting the individual; or
- Such conduct has the purpose or effect of unreasonably interfering with an employee's work performance or creating an intimidating, hostile or offensive working environment, or in the U.K, violating an individual's dignity or making an individual feel intimidated, degraded or humiliated.

The Company has a strict zero-tolerance regarding discrimination and/or harassment and all such conduct is unacceptable in any work-related settings such as the workplace, job-related trips, and job-related social functions, regardless of whether the conduct is engaged in by a supervisor, co-worker, client, customer, vendor, or other third party.

***For more information, refer to the Company's Anti-Harassment Policy.***

## **ENVIRONMENTAL RESPONSIBILITY**

We expect employees to comply with all applicable environmental laws when conducting the business of the Company.

It is our standard to conduct our business in an environmentally responsible way that minimizes environmental impacts. We are committed to minimizing the use of any substance or material that may cause environmental damage, reducing waste generation and disposing of all waste through safe and responsible methods, minimizing environmental risks by employing safe technologies and operating procedures, and being prepared to respond appropriately to accidents and emergencies.

## **HEALTH AND SAFETY**

We promote and provide safe, secure and healthy workplace. Lionsgate's operations are conducted in compliance with applicable health, security and safety laws and regulations, company standards and best practices. By being compliant with these regulations and responsible to best practices, we demonstrate commitment to advance the Company's success, Lionsgate is where everyone knows their safety is of the utmost importance and we ensure practical steps are taken to provide a safe, secure, healthy working environment.

## **MODERN SLAVERY & HUMAN RIGHTS**

Lionsgate complies with all applicable laws that promote and protect human rights and prohibit slavery and human trafficking. We are committed to ensuring that modern slavery has no place within our operations and supply chains. These expectations to apply to our business partners which includes licensees, vendors engaged in the creation of Lionsgate branded products, production facilities; and anyone who provides services or personnel to the Company.

## **ADDITIONAL RESOURCES**

**Company Compliance Telephone Line and Compliance Website.** You may also report actual or suspected violations of the Code in an anonymous and confidential manner through the Company's Compliance Website, website ([www.lionsgate.ethicspoint.com](http://www.lionsgate.ethicspoint.com)), which is managed by a third party, and/or by calling the Company's Compliance Telephone Line, which can be accessed in country 24-hours a day as follows:

- US and Canada: 1-866-384-4277
- United Kingdom: 0800 032 8483
- All Other Locations: please submit your report online at [www.lionsgate.ethicspoint.com](http://www.lionsgate.ethicspoint.com).

The Compliance Website and Compliance Telephone Line operator will document all reports, which will be forwarded to the Compliance Officer, the Office of the General Counsel, and, where applicable, the Nominating and Corporate Governance Committee or Nominating and Corporate Governance Committee representative and others as the Compliance Officer considers necessary. Note that if



your information involves accounting, finance, or auditing, the law may require that necessary information be shared with the Audit & Risk Committee. Reports will not be forwarded to anyone named as being involved in the violation of the Code. The Compliance Officer will work with legal counsel to decide whether the problem requires a review by the Compliance Officer or needs to be referred to another department, such as Human Resources, and/or whether other resources of other consulting advice or services will be required or appropriate

## NOTES

This Code supersedes all prior versions of the Lionsgate Code of Business Conduct & Ethics. In some cases, Lionsgate also has more detailed policies and/or contractual agreements about certain subjects included in this Code. In that case, the more detailed rules also may apply and, if more recent, may take precedence. The Lionsgate General Counsel or the Lionsgate Chief Ethics & Legal Compliance Officer will determine which document takes precedence in the event of an actual or perceived conflict.

### GUIDANCE ABOUT THE CODE

Please direct any questions about this Code – including queries about its interpretation or application – to your supervisor, your department head, your Human Resources representative, a lawyer in your Business Unit or a Compliance Officer. Members of the Board of Directors should contact Lionsgate’s Office of the General Counsel.

### COMPLIANCE OFFICER

Rahwa Ghebre-Ab is the Company’s Chief Ethics & Legal Compliance Officer (the “**Compliance Officer**”). The Compliance Officer and her staff will work with the Nominating and Corporate Governance Committee and/or the Audit & Risk Committee of the Board (the “**Audit & Risk Committee**”), plus the Office of the General Counsel (as appropriate), in investigating reports of violations of the Code. Ms. Ghebre-Ab can be contacted by e-mail at [ethics@lionsgate.com](mailto:ethics@lionsgate.com).

### REPORTING VIOLATIONS

We are committed to establishing a culture that promotes prevention, detection and resolution of instances of conduct within the Company that do not conform to Company policies and applicable laws and regulations.

A report of suspected violations may also be submitted in writing to the Compliance Officer via email at [ethics@lionsgate.com](mailto:ethics@lionsgate.com) or a mailed letter to Lionsgate Entertainment Corp., 2700 Colorado Avenue, Santa Monica, California 90404, Attention: Chief Ethics & Legal Compliance Officer.

Any information received in writing will be handled in a similar manner as reports made to the Compliance Telephone Line.

Accordingly, we encourage you to bring violations of the Code to the attention of senior management through normal reporting channels (as further detailed in *Speaking Up: Reporting Concerns*).<sup>1</sup> Any good faith communication of violations will be kept confidential, to the extent practicable.<sup>2</sup> There will be no retribution or retaliation for making such a communication relating to the conduct of others.

## **INVESTIGATION & DISCIPLINARY ACTION**

After receiving a report of an alleged violation of the Code, the Compliance Officer, applicable committee and/or local human resources department (as appropriate) will promptly take all appropriate actions necessary to investigate.

All Lionsgate Personnel are expected to cooperate in any internal or external investigations, audits or other inquiries that are conducted by or on behalf of the Company.

The Company will ensure prompt action in connection with violations of this Code. If, after investigating a report of an alleged violation of the Code, it is determined that a material violation of the Code has occurred, the matter will be reported to the Office of the General Counsel and/or the Board as appropriate. If the violation arises out of the Office of the General Counsel, either the Audit & Risk Committee or a third-party consultant such as an attorney will investigate the alleged violation. Upon receipt of a determination that there has been a violation of this Code, the Office of the General Counsel and/or the Board, as applicable, will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, issuance of a written warning, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental and regulatory authorities.

## **WAIVER**

Any request for a waiver of any violation of the Code by Lionsgate Personnel must be in writing and addressed to the Compliance Officer, as well as the Nominating and Corporate Governance Committee of the Board (the “**Nominating and Corporate Governance Committee**”). The Nominating and Corporate Governance Committee shall have the sole and absolute discretionary authority to approve any such waiver. Any waiver (other than any Company authorizations or agreements provided for in the Code) and the grounds for such waiver for a director or executive officer shall be disclosed in accordance with New York Stock Exchange rules, SEC rules and regulations and Canadian securities laws, rules, policies and instruments, as applicable.

---

<sup>1</sup> In some countries, there may be other categories of individuals who may be permitted to report in addition to Lionsgate Personnel and consultants and/or Third Parties and the rights of those individuals under applicable local law will be respected.

<sup>2</sup> In some countries, there may be other bases on which an individual can make a report and the rights of those individuals under applicable local law will be respected.