

Anti-Bribery Policy

The anti-bribery policy implements the following principle set out in the Code of Conduct of the Proximus Group:

"We are aware of the importance of fair business. We do not tolerate any conflict between personal and business interests. We do not tolerate practices such as corruption and bribery."

1. Purpose

All employees of the Proximus Group owe it to the customers, the suppliers, the shareholders and to themselves to conduct business pursuant to high ethical standards, as set out in the Code of Conduct. Bribery is a threat to business and is opposed to the values guiding the Proximus Group.

This Policy establishes clear principles forbidding bribery or corruption in all areas of activity of the Proximus Group. Where relevant, this Policy refers to specific policies dealing in more details with specific areas.

This policy takes its inspiration from the OCDE Guidelines for Multinational Enterprises, the United Nations Global Compact and the UN Convention against corruption, whose principles are shared by Proximus.

In case of doubt or if a particular situation is not covered by this Policy or by another specific policy, employees of the Proximus are instructed to contact the Compliance Office.

2. Scope

This Policy applies to all employees of the Proximus Group, wherever they are located.

In addition, the Proximus Group is committed to request its suppliers, agents, representatives, consultants, distributors and other contractors (collectively referred hereafter as "suppliers and related third parties") to adhere to and comply with the principles set out in this Policy. To that end, the Proximus Group includes anti-bribery provisions in the agreements with suppliers and related third parties, especially when they are entitled to act as representatives of the Proximus Group.

Proximus expects employees to comply with this Policy, even where local customs or practices conflict with this Policy, and even if compliance results in a loss of business for the Proximus Group.

Where specific laws and regulations impose a different standard than contained in this Policy, employees of the Proximus Group must adhere to the more stringent standard. In case of doubt, they are required to seek advice with the Legal Department.

3. Definition of Bribery

Bribery (sometimes also called “corruption”) means offering or receiving any gift, loan, fee, reward or any other advantage to or from any person as an inducement to do something which is dishonest, illegal, or a breach of trust, in the conduct of the business.

Bribery can be active or passive. Active bribery means making or attempting to make a bribe. Passive bribery means seeking, agreeing to accept or accepting a bribe.

4. Principles

The employees of the Proximus Group must conduct business with honesty and integrity. Any form of bribery is strictly prohibited.

The employees of the Proximus Group are also required to abstain from any behaviour that could create an appearance of bad faith or impropriety or could reasonably be misunderstood as bribery.

Compliance with this Policy is mandatory. No employee will suffer adverse consequences for refusing to pay or receive a bribe, even if this may result in a loss of business for the Proximus Group.

The principles above apply to all employees, everywhere and all the time. However, the Proximus Group has translated these general principles into specific anti-bribery rules for certain areas:

- Gifts and other favors;
- Charitable donations;
- Facilitation payments;
- Relationships with suppliers and related third parties;
- Relations with public authorities and government officials;
- Political contributions;
- Sponsoring;
- Books, records, agreements and payments.

4.1 Gifts and Other Favours

Employees may be exposed to being offered a gift or other favours by virtue of the performance of their work. Such gifts and other favours include meals, travel, business gifts, invitation to seminars or events, tips, etc.

As a general principle, employees of the Proximus Group are only entitled to receiving, as remuneration for their work, the compensation and benefits paid by their employer. Therefore, soliciting or accepting any gift or favour from a customer, a supplier or any other third party is strictly prohibited.

In some cases, however, receiving gifts or other favours is permitted, but only when the gift or favour is reasonable and appropriate to circumstances and to the occasion so that it does not create an appearance of bad faith or impropriety and could not reasonably be misunderstood as a bribe.

The Proximus Group has established, in its Conflicts of Interests Policy, detailed rules as to what gifts and other favours can be accepted and as to the procedure to be followed. Employees of the Proximus Group are required to refuse any gift or favour from any third parties, unless all the conditions set out in the Conflicts of Interests Policy are fulfilled.

4.2 Charitable Donations

Charitable donations include anything of value donated by the Proximus Group to support charitable causes. Making charitable donations is in line with the Corporate Social Responsibility of the Proximus Group. Therefore, charitable donations are directed towards the CSR priorities of the Proximus Group, such as widening access to telecommunications to disadvantaged people, encouraging a responsible use of its products, enabling a greener society, creating, restoring and improving social links between communities and people.

Charitable donations are subject to the following rules aiming at preventing any bribe or even the appearance of bribe, and employees of the Proximus Group are required to comply with these rules:

- A charitable donation must be based on a written request from the charitable organization seeking the donation;
- A charitable donation must be approved in advance by the CSR Department;
- Charitable donations must never hide a bribe;
- Charitable donations must be made without expectation or acceptance of a business or personal advantage in return and without the intention to influence decisions;
- Charitable donations may only be made to established charitable organizations and for legitimate charitable purposes;
- All payments for charitable contributions must be made by a duly recorded bank transfer. Cash payments are strictly prohibited.

The CSR Department is entitled to set out a procedure for the approval, recording and payment of charitable donations, and all employees of the Proximus Group are required to comply with that procedure.

4.3 Facilitation payments

A facilitation payment means a payment to an individual to secure or expedite the performance of a routine government action by government officials to whom one is already entitled.

The Proximus Group considers facilitation payments as a corrupt practice. Facilitation payments are therefore strictly prohibited under all circumstances.

4.4 Relationships with Suppliers and Related Third Parties

The Proximus Group does extensive business suppliers and related third parties (as defined above).

The Proximus Group pays particular attention to preventing bribery in the dealings between employees of the Proximus Group and suppliers and related third parties. Therefore, the Proximus Group has adopted a Procurement Policy containing anti-bribery principles and procedures to be complied with in connection with the procurement of goods and services.

In addition, as set out in more details in the Procurement Policy, the Proximus Group requires its suppliers and related third parties representing Proximus to abstain from providing or offering to provide any payment or anything of value to anyone on behalf of Proximus in attempts to acquire or preserve business or obtain an improper advantage.

4.5 Relations with government officials

The Proximus Group, in the normal course of its business, has frequent interactions with government officials and public authorities. The Proximus Group is committed to respecting the highest professional and ethical standards in these interactions and to establish long-lasting relationships based on reciprocal trust and respect.

The principles and the rules for the relations with government official and public authorities are set out in details in the Public Affairs Policy.

4.6 Political contributions

The Proximus Group does not make financial or other contributions in any form to support political parties or politicians, or to pursue political goals.

This principle is further set out in the Public Affairs Policy.

4.7 Sponsoring

The Proximus Group resorts to sponsoring in sports, culture, education and other areas, as a means to promote its brand and products.

In order to avoid bribery or the appearance of bribery in relation to sponsoring payments, any sponsoring decision must be approved in writing by the Sponsoring Department, in accordance with the Sponsoring Operating Procedure developed in collaboration with the Compliance office.

4.8 **Books, records, agreements and payments**

The Proximus Group must make and keep books, records and accounts that accurately and fairly reflect its transactions and disposition of assets in sufficient detail to facilitate a full understanding and audit trail. No false or misleading entries should be made in the books and records of Proximus for any reason. All contracts and other documents must accurately describe the transactions to which they relate.

Agreements must be made in writing.

No payment on behalf of the Proximus Group should ever be made in cash.

No payment on behalf of the Proximus Group may be approved without adequate supporting documentation or made with the intention or understanding that all or part of any such payment is to be used for any purpose other than that described by the documents supporting the payment.

5. **Communication of issues**

Employees of the Proximus Group aware of any conduct inconsistent with this Policy are required to report these circumstances to the Compliance Office or to follow the Whistle Blowing Procedure.

6. **Discipline and Consequences of Non-Compliance**

Violation of this Policy may result in disciplinary action as defined in administrative personal statutes or the work rules, up to and including termination of employment.