



proximus

Group Compliance

Anti-Bribery & Conflict of Interests

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Contact
E-mail

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Group Compliance Office
group.compliance@proximus.com

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Objective and Scope

As stated in the Proximus Code of Conduct, we all have a role to play to avoid bribery and conflict of interests' situations. This policy sets the standards for both topics and is applicable to all employees within the Proximus Group.

In addition, the Proximus Group is committed to request its suppliers, agents, representatives, consultants, distributors, and other contractors (collectively referred to 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 at the Group Compliance Office.

Definitions

Proximus Group: Proximus and its affiliates.

Employees: All contractual and statutory employees bound to a company of the Proximus Group

Business Relation: Customer, supplier (incl. suppliers in sponsoring relationship), (in)direct partners

Conflict of interests: Any direct or indirect conflict between the personal interest of an employee and the interest of the Proximus Group or a company belonging to the Proximus Group

Personal relationship: Any relationship between legal (married, legal cohabitants) or de facto (de facto cohabitants) spouses or any intimate relationship, whether on a one-time or regular basis

Close family member: situation in which an employee is in a relationship of descent or ancestry with another employee, either in the direct line (parent, child, grandparent) or in the collateral line (brother, sister, uncle, aunt, nephew, niece, cousin), up to the fourth degree, within the meaning of article 4.11, §6 of the new Civil Code.

Side-line activity: Any occupation whose yield is a professional income such as that referred to in Article 23 (1°), (2°), (3°) and (4°) of the Income tax code. For the application of this policy, a public position of a political nature is not considered to be a professional activity.

Bribery: Bribery 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.

Pending Tender: Period “from the moment of the reception of a written request from a new or existing client (with or without publication) to provide pricing, until the decision of the client to work with us or not (also called market attribution)”. When in the policy is referred to “no pending tender”, one should read no Pending Tender/RFP/RFQ/RFI with the business relation.

RFP - Request for Proposal: Process that announces a project, describes it, and solicits bids from qualified contractors to complete it.

RFQ - Request for Quotation: Process in which a company solicits select suppliers and contractors to submit price quotes and bids for the chance to fulfil certain tasks or projects.

RFI - Request for Information: “Formal” process that is primarily used to gather information to help decide on what steps to take next. This usually precedes the RFQ/RFP.

General Principles

If an employee is confronted with a situation involving conflict of interests or bribery, he must inform his/her hierarchy.

It is forbidden for an employee to carry out any paid or unpaid side-line activity which could have a negative impact on the Proximus Group or its image, or on the performance of the employee's assignment at the Proximus Group. Unless listed as exception below, side-line activities must be approved in writing beforehand.

In the performance of their duties, employees may not take any actions or decisions regarding files which concern themselves or their close family members. Employees may not have any financial interests that could influence their judgment or professional duties to the detriment of the Proximus Group.

Employees may not under any circumstances ask for any type of gift or other favor in the performance of their job. If they receive a gift or other favor in this context, they must refuse it unless it is permitted in certain situations, as provided for in this policy.

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

1. Anti-bribery

At Proximus, integrity is the cornerstone of our code of conduct. We do business fairly and honestly, without any compromises. We follow the strictest professional and ethical standards, and we expect the same from our partners, suppliers, and customers where bribery is defined as unacceptable.

Bribery means giving, soliciting, or receiving an advantage to encourage someone to do something dishonest, illegal, or a breach of trust, in the conduct of the business. That advantage can be a favor, money, or an item of value.

Bribery has multiple typologies: we distinguish public and private bribery as well as active and passive bribery.

Public bribery always involves a person who holds a public office. (i.e.: an elected official, a political cabinet member, a political candidate, a judge, ...)

Private bribery only involves private individuals or private companies.

Of the two, public bribery is punished more severely.

In active bribery someone makes or attempts to make a bribe.

In passive bribery someone either requests an advantage, agrees to receive one or accepts an offer of a bribe.

1.1 Gifts and Favors

1.1.1 Principles

By “gifts and favors”, one must read: any advantage an employee would give or receive during his/her assignment. Such gifts and favors include meals, travel, business gifts, invitation to seminars or events, ...

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 favor from a customer, a supplier or any other third party is strictly prohibited.

In some cases, however, receiving gifts or favors is permitted, but only when the gift or favor 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. To avoid tricky situations a clear set of rules has been defined by the Proximus Executive Committee.



The only criterion employees must use in choosing business relations must be the interest of the Proximus Group.

Any employee who receives a gift or other favor in the performance of his/her assignment must refuse it and return any gifts that have already been received.

Employees who have contact with third parties in the performance of their assignment must inform their respective external contact persons of the provisions of this policy, as a way of preventing unwanted offers.

1.1.2 Rules

As a standard, the approach is different whether you are dealing with a (potential) Business relation or with a Public Official/Public Authorities.

No gifts or hospitality (incl. invitation to events, accommodation and/or entertainment) from any source is allowed towards any of the European Institutions. Business meals within limits defined below are authorized.

1.1.2.1 Gifts

	A. Proximus representative RECEIVING from	B. Proximus representative GIVING to
(Potential) Business relation	<ul style="list-style-type: none"> • Gifts in cash or cash-equivalents (such as gift cards or certificates) are strictly prohibited • Max. total commercial value of €100 per offering party per calendar year • No pending tender, RFP, RFQ, RFI • Inform hierarchy • Share with colleagues where possible 	<ul style="list-style-type: none"> • Gifts in cash or cash-equivalents (such as gift cards or certificates) are strictly prohibited • Max. total commercial value of € 100 per receiving party per calendar year • No pending tender, RFP, RFQ, RFI • For gifts with value > € 50: Ask confirmation that receiving the gift is in line with their internal policies
Public Official/Public Authorities and EU Institutions	Not Authorized	

If an employee has doubts about whether a gift or other favor is permitted, he/she should ask his/her hierarchy about this in writing, requesting the latter's approval before accepting the gift or other favor. The hierarchy may always refer to the Group Compliance Office to evaluate the receivability of the gift or favor.

1.1.2.2 Business Meals

A. Paid by Proximus to	B. Paid by Business relation or by Public Official
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(Potential) Business relation or Public Official/Public Authorities	<ul style="list-style-type: none"> No pending tender, RFP, RFQ, RFI If externally, max. value of € 100* pp/pd Maximum tip of € 5 No spouse or guest paid by Proximus 	
EU Institutions	<ul style="list-style-type: none"> No pending tender, RFP, RFQ, RFI If externally, max. value of € 50 pp/pd No spouse or guest paid by Proximus 	
Proximus representative		<ul style="list-style-type: none"> No pending tender, RFP, RFQ, RFI Max. value of € 100* pp/pd No spouse or guest paid by Business relation/Public Official

* Business lunches of which the value exceeds the threshold should either be paid by the business relation (in case A) or by Proximus (in case B).
 Leadership Squad member € 200 pp/pm (pp/pm = per person/per meal)

1.1.2.3 Events organized by Proximus

A. Events organized by Proximus* (inclusive those sponsored by 3rd parties)	
(Potential) Business relation and Public Official/Public Authorities	<ul style="list-style-type: none"> No pending tender, RFP, RFQ, RFI Documented approval** from N+1 of external guests (minimum director level or compliance/legal department of external guest's organization) Hotel & transportation costs need to be paid by the business relation Event must have an entirely professional nature and purpose must be linked to promoting the company's activity, developing business, or improving the quality of working relationships between Proximus and its business relations Limitation: No more than 2 occasions for the same person within a 12-month period by the inviting Proximus department
EU Institutions	Not Authorized
Proximus representative	For Proximus representatives attending the event - potential tax consequences should be checked with FIN/TAX as a risk of qualification and taxation of an additional benefit in kind could occur.

* Rules only apply to B2B events. VIP (Privilege) events and events for non-business relations are out of scope (example: support department inviting counterpart for benchmarking purposes)

**Self-approval from invitee (marked by accepting invitation) in case guest is Director of SME, self-employed (without Compliance or Legal Office) or a Minister

1.1.2.4 Events organized by third parties: VALUE < € 500 (per person, per offer)

	A. Events organized by 3rd parties, Sponsored by Proximus and Proximus invites*	B. Events organized by 3rd parties and 3rd parties invites
(Potential) Business relation and Public Official/Public Authorities	<ul style="list-style-type: none"> No pending tender, RFP, RFQ, RFI Existence of formal, signed sponsoring contract between Proximus and third party Documented approval from N+1** (minimum director level or compliance/legal department of external guest's organization) Hotel & transportation costs need to be paid by the business relation Event must have an entirely professional nature and purpose must be linked to promoting the company's activity, developing business, or improving the quality of working relationships between Proximus and its business relations Limitation: No more than 2 occasions for the same person within a 12-month period by the inviting Proximus department <p style="color: red;">“Specific requirements and documentation, for tickets of € 250 or above, must be gathered and stored by the inviting department (for Proximus SA, a checklist is also to be completed in Seaters)”:</p> <ul style="list-style-type: none"> Event title, start date and end date Purpose of the event Name, first name and PERid of the contact person of the Sponsoring team (CBU/CMS) Name, first name (incl. PERid of each Proximus agent) who received tickets for the event Name, first name, name of employer of each external guest Justification by the Proximus agent of the invitation of the external guests Results of assessment on possible conflict of interests for each external guest (e.g., due to open opportunities) Was FIN/TAX involved? Documented approval from N+1** (minimum director level or compliance/legal department of external guest's organization) 	
EU Institutions	Not Authorized	
Proximus representative		<ul style="list-style-type: none"> No pending tender, RFP, RFQ, RFI

		<ul style="list-style-type: none"> • Inform hierarchy in writing • Hotel & transportation costs need to be paid by the Proximus representative
<p>* Rules only apply to B2B events. VIP (Privilege) events and events for non-business relations are out of scope (example: support department inviting counterpart for benchmarking purposes)</p> <p>**Self-approval from invitee (marked by accepting invitation) in case:</p> <ul style="list-style-type: none"> - Value of ticket is below € 250 - Guest is Director of SME, self-employed (without Compliance or Legal Office) or Minister 		

1.1.2.5 Events organized by third parties: VALUE > € 500 (per person, per offer)

	A. Events organized by 3rd parties, Sponsored by Proximus and Proximus invites*	B. Events organized by 3rd parties and 3rd parties invites
(Potential) Business relation	Organize a competition to distribute participation to event <ul style="list-style-type: none"> • No pending tender, RFP, RFQ, RFI • Existence of formal, signed sponsoring contract between Proximus and third party • Documented approval from N+1** (minimum director level or compliance/legal department of external guest's organization) • Hotel & transportation costs need to be paid by the business relation • Event must have a professional nature and purpose must be linked to promoting the company's activity, developing business, or improving the quality of working relationships between Proximus and its business relations • Limitation: maximum 2 occasions for the same person within a 12-month period by the inviting Proximus department 	
Public Official/Public Authorities and EU Institutions	Not Authorized	
Proximus representative	<ul style="list-style-type: none"> • For Proximus representatives attending the event - potential tax consequences should be checked with FIN/TAX as a risk of qualification and taxation of an additional benefit in kind could occur. • Limitation: No more than 2 occasions for the same person within a 12-month period 	<ul style="list-style-type: none"> • No pending tender, RFP, RFQ, RFI • Documented approval from the hierarchy (minimum lead level or equivalent) • Hotel & transportation costs need to be paid by the Proximus representative • Event must have a professional nature and purpose must be linked to promoting the company's activity, developing business, or improving the quality of working

relationships between Proximus and its business relations

- Limitation: maximum 2 occasions for the same person within a 12-month period

*** Rules only apply to B2B events. VIP (Privilege) and events for non-business relations are out of scope (example: support department inviting counterpart for benchmarking purposes)*

***Self-approval from invitee (marked by accepting invitation) in case external guest is Director of SME, self-employed (without Compliance or Legal Office) or Minister*

1.2 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 Sustainability Department of the Proximus Group. Therefore, charitable donations are directed towards the sustainability priorities of the Proximus Group, such as widening access to telecommunications to disadvantaged people, encouraging a responsible use of its products and enable a greener society.

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 approved in advance by the Sustainability Department (or Compliance SPOC in affiliates).
- 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 or equivalents (vouchers) are strictly prohibited.

1.3 Facilitation payments

Facilitation payments" are a special case. They refer to payments to specific individuals to ensure that their work gets done (more quickly).

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

1.4 Relationships with suppliers and related third parties

The Proximus Group does extensive business with suppliers and related third parties.

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 and a Proximus Code of Conduct for suppliers containing anti-bribery principles 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.

1.5 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.

1.6 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.

1.7 Sponsoring

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

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.

1.8 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 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 whatsoever.

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.

2. Conflicts of interests

2.1 Side-line activities

2.1.1 Principle

In application of the administrative staff regulations and the law of 3 July 1978 on employment contracts, Proximus Group employees must perform their duties with loyalty and integrity.

An employee may therefore not engage in any paid or unpaid side-line activities that would be in competition with the activities of the Proximus Group. However, the Proximus Group authorizes the performance of a side-line activity if this activity does not lead to a competitive situation.

2.1.2 Basic principles related to the performance of a side-line non-competitive activity

The performance of side-line non-competitive activities is not allowed:

The performance of side-line activities is not allowed:

- during working hours;
- during leave for compelling reasons;
- during leave due to medical incapacity it being related to illness, accident, or other reduced work schedule on medical ground, provided that these activities are similar or identical to the activities performed for the Proximus Group, or if these activities are of such a nature as to delay or make it more difficult to return to work and/or recover.

In the performance of a side-line non-competitive activity, an employee may not:

- use material of the Proximus Group. This includes all equipment owned or leased by the Proximus Group, including laptops;
- use the professional e-mail address made available to him by the Proximus Group, fixed phone numbers at workplaces of the Proximus Group, or fixed and mobile telephone connections and subscriptions with rate reductions to which the employee is entitled by virtue of his/her employment with the Proximus Group;
- offer any products or services offered by the Proximus Group in a way that would generate competition for the Proximus Group;
- use or disclose in an illicit manner, the trade secrets and the secrecy of any matter of a personal or confidential nature of which he/she may have become aware in the course of his/her professional activity

2.1.3 Information procedure for the performance of a side-line non-competitive activity

Procedure for the performance of a side-line non-competitive activity	
Information	The employer must be notified in writing via the relevant form (available on the HR Portal) before the employee starts the activity. The completed request form must be submitted to the hierarchy. The latter checks the compliance of the request with the non-competition requirement. He then forwards the document to the personnel department.
Decision	The employee must be notified of the decision within 30 calendar days of his/her request submission. If no notification has been forthcoming after this 30-day period, a favorable decision is assumed to have been made.
Start	The side-line activity can only be started once the employee has received the response from the personnel department or 30 calendar days after the request if the latter has not been answered.
Change of type of activity	If the nature of the side-line activity changes or if there is a change in another element of the approved request, the employee must notify this to his/her hierarchy, at his/her own initiative, following the above-mentioned procedure.
Change of function within Proximus	The employee's new manager must assess whether a potential conflict of interests exists

2.2 Management of one's own file, of a close family member's file or of a personal relationship's file

In the course of his/her duties, an employee may not process or modify any records/data concerning himself or herself or personal relationships and close family members.

If an employee has to deal, in the course of his/her normal activities, with data or a specific case of personal relationships or close family members, he/she is obliged to hand the management of this file or case over to a colleague or to his/her superiors.

The management of a file or a specific case of third parties, which could generate a form of conflict of interests, is prohibited unless the employee has received prior written authorization from his/her hierarchy.

2.3 Company assets

Unless specified otherwise in a policy or regulations applicable to the employee, the employee may never use the assets of the Proximus Group to obtain a direct or indirect personal advantage, whether for himself or for someone else.

The assets of the Proximus Group may only be used for the performance of the assignment within the Proximus Group. These company assets must be understood in the broad sense and include not only the physical equipment available to the employee, but also elements such as working hours, information, and financial assets of the company.

2.4 Financial interests

Employees may not have any financial interests that could influence their judgment or professional duties to the detriment of the Proximus Group.

This means that he/she or his/her close family may not be involved in or derive profit from the financial interests of a competing company, or of a supplier, customer, co-contractor, or any other company with which the employee maintains or will maintain a business relationship.

There is no conflict of interests if an employee holds shares or bonds in a company listed on the stock exchange, or has a stake in an investment fund, provided that the judgment and decisions of the employee concerned are not affected in the exercise of his/her responsibilities in the Proximus Group.

2.5 Misuse of insider information

Employees are formally prohibited from using internal and/or confidential information specific to the Proximus Group's activities to buy or sell shares, or to derive profit for themselves or for others based on this information.

See the Proximus Group "Dealing code" for more information.

2.6 Position of influence / hierarchical link

To avoid the creation of a conflict of interest, no situations are allowed which would put the employee in a position of influence in relation to close family members. A position of influence means that one employee has a hierarchical link with another employee or has the power to determine the other's salary or grant him advantages of one kind or another.

It is up to the recruitment center to decide whether an employee's close family member should be hired or designated for a certain position or an internal promotion. The recruitment center can ask the HR Department for an opinion.

3. Infringements

Any violation of this policy could result in disciplinary measures that may lead to dismissal, in accordance with the employment regulations applicable to you.

What should you do if you spot bribery?

- 1 - refuse explicitly to take part in it.
- 2 - inform your hierarchy and the Compliance Office immediately. They will advise you on what to do next.

Employees who “participate in” or “close their eyes on” bribery face disciplinary sanctions up to dismissal, criminal prosecution, and hefty compensation fees. Bribery is bad business, for both our company and our employees.

You can even report anonymously, using the Proximus Whistleblowing channels.

If a side-line activity conflicts with the provisions of this policy, the lead of the department in question or at least the concerned higher hierarchy will also order the employee to cease the side-line activity, in a reasoned written decision.

This cessation will take place in accordance with the following conditions:

- If the employee exercises a side-line activity as a self-employed person, he must cease the activity within three months of the date on which he was notified to do so by the lead or by the higher hierarchy. In exceptional cases, this period can be extended if this is authorized by the HR Lead of the HR department. The employee must prove to the lead or to the higher hierarchy that he has ceased the side-line activity.
- If the employee exercises another activity as an employee of another employer, he must terminate the employment contract, in accordance with the provisions of the Law of 3 July 1978 on employment contracts.

The notice period may not be longer than the minimum prescribed by the law for that specific situation. The employee must provide the lead or the higher hierarchy with a copy of his/her letter of resignation.

4. Compliance Control Monitoring Process

To monitor the application of this policy, Group Compliance will define a dedicated control plan.

This control plan shall include checks on, but not limited to:

- Anti-Bribery mandatory eLearning (correct assignation and performance ratio)
- Expense reports (FIN)
- Sponsoring files