



# Telenet Anti-corruption Policy (June 2020)

## 1. PURPOSE

This Policy describes the guidelines that Telenet employees must follow in order to be compliant with anti-corruption and bribery laws (including, without limitation, the United States Foreign Corrupt Practices Act (the “FCPA”) and the United Kingdom Bribery Act 2010). Our employees must ensure that they always carry out their duties in an honest and ethically responsible manner, and that they never let themselves be guided by personal interests. We therefore ask our employees to read this Policy carefully and to comply strictly with the rules contained in it. This Policy does not substitute the need for the employee to apply good judgment, as it will not cover every scenario that may arise.

## 2. SCOPE

This Policy applies to all employees of Telenet, Telenet Group and Telenet Retail. Although the policy has been written from the Telenet employees’ perspective, it does also apply to the suppliers and business partners Telenet is working with.

## 3. COMPLIANCE

All employees are responsible for complying with this Policy and all applicable anti-corruption laws and ensuring that third parties with whom they interact fully understand and follow anti-corruption laws. The requirements are compulsory, not advisory, and everyone should ensure he/she understands and fulfils them. Repeated instances of non-compliance to critical rules and guidelines will be reported to management and may lead to disciplinary actions, as relevant. At Telenet we say what’s what, so if an employee becomes aware of or suspect any conduct that he/she believes violates this Policy, he/she is required to report such improper conduct as promptly as possible. These matters should be directly to the Telenet Compliance team.



## 4. HOW TO RECOGNIZE CORRUPTION?

There are basically three cases in which a Telenet employee will be considered guilty of corruption.

### 4.1 ACTIVE PUBLIC CORRUPTION

A Telenet employee offers (either directly or through an intermediary person) a benefit to a **public official** (or a relative of that official), with the intent to improperly influence, obtain or retain a commercial advantage.

The definition of “public official” is extremely broad and includes all officials, employees, agents and representatives (including their consultants and advisors) of (i) any governmental department or agency, (ii) any state-owned or controlled company, (iii) any public international organization such as the European Union as well as (iv) political parties, party officials and candidates for office, local mayors, council members, judges, police and council employees.

#### Example

A Telenet employee promises a public official a free Telenet product for his family, if Telenet is granted a permit to build a technical installation.

### 4.2 ACTIVE PRIVATE CORRUPTION

A Telenet employee offers (either directly or through an intermediary person) a benefit to any other person, with the intent to motivate or force that person to perform or refrain from a particular action as part of his position within his company.

As part of this policy, business partners, suppliers, their relatives and **anyone not being a public official**, should be considered as “any other person”.

#### Example

A Telenet employee is reviewing the terms and conditions of a strategic supplier of Telenet. The Telenet employee knows the director of that strategic supplier and knows that the wife of that director runs a consultancy firm. The Telenet employee promises that his wife will get a consultancy assignment from Telenet if the director arranges to change some of the terms and conditions in favour of Telenet.

### 4.3 PASSIVE PRIVATE CORRUPTION

A Telenet employee accepts (either directly or through an intermediary person) a benefit from another person with the intent to perform or refrain from a particular action as part of his position at Telenet.

#### Example

A Telenet employee, while negotiating the review of a contract with a supplier, accepts an invitation for a ski weekend at that supplier’s expense and promises a higher price to the supplier.



## 5. WHAT ARE THE CONSEQUENCES OF CORRUPTION?

In general, for all acts of corruption the nature or value of the benefit is irrelevant. Moreover, the benefit does not necessarily have to be of a material kind. Employees who are found guilty of corruption risk personal criminal prosecution such as heavy fines and imprisonment. Employees committing acts of corruption may also face disciplinary action in accordance with the company guidelines including dismissal for just cause. In addition, these employees expose Telenet to serious risks such as criminal prosecution, claims from competitors or customers and damage to our business and reputation.

## 6. HOW TO AVOID CORRUPTION?

An employee of Telenet is expected to behave responsibly and ethically in accordance with the Telenet Code of Conduct and its underlying policies. We want to make sure that our employees are never put in a position where their judgment or impartiality is called into question. Employees should never let themselves be guided solely by personal interests or try to obtain any advantage for themselves, their family, relatives or friends that would be improper or might harm the interest of Telenet.

### 6.1 AVOIDING CONFLICTS OF INTEREST

Telenet employees cannot take part in, or contribute to, any decision as part of their position within Telenet if they are aware that they will be confronted with a conflict of interest. A conflict of interest situation can exist if a business judgment could be affected because of any relationship the employee has with another person or business entity. Even the appearance of a conflict of interest can create a perception that employees may be acting improperly and can result in negative consequences.

As soon as they are aware, Telenet employees should report any possible conflict of interest (or even the appearance) directly to the Telenet Compliance team. Employees should suspend their activities until feedback (on how to continue) from the Telenet Compliance team has been received.

### 6.2 APPLYING GIFTS & HOSPITALITY GUIDELINES

Hospitality<sup>1</sup> can play a positive role in building relationships with customers, suppliers and other third parties. Likewise, it is sometimes appropriate to offer reasonable gifts<sup>2</sup>, e.g. in the context of promotional events or product launches. However, as accepting or receiving gifts and hospitality can be open to abuse or generate actual or perceived conflicts of interest, this should remain irregular in nature and always be legitimate and proportionate in the context of Telenet's business activities.

Before offering or accepting any gift or hospitality employees should ensure that they have read and understood Telenet's Gifts & Hospitality policy. There are some types of gifts and hospitality that will never be acceptable. For gifts and hospitality that may be acceptable different rules apply depending on the value of the item offered or accepted.

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<sup>1</sup> Includes the receipt or offer of drinks and meals, entertainment, invitations to events or other social gatherings

<sup>2</sup> Includes all types of gifts including personal gifts



### 6.3 ADDITIONAL GUIDELINES

As this Policy cannot cover every scenario that may arise and potentially could violate anti-corruption and bribery laws, we expect employees to act with an increased level of vigilance and awareness and notify the Telenet Compliance team immediately when they become aware or suspect improper conduct. Examples of suspicious situations are:

- The offer or receipt of any type of bribe, improper advantage, facilitation payments or anything of value. “Anything of value” is not merely money, but may include, without limitation, business opportunities, concessions, payments for improper gifts, meals, travel and entertainment, civic, charitable and political contributions, sponsorships, stock options and favors (including offers of employment for a public official or public official’s family member).
- Any attempt to create falsified or misleading information (e.g. falsify company records, accounts or documents, maintain undisclosed accounts etc.). No undisclosed or unrecorded funds or assets are to be established for any purpose.
- Any interaction with a public official.
- Any participation in political activities or electoral processes.
- Any suspicious means of payment or suspicions about actual or potential money laundering activity (e.g. supplier request to pay to a bank account in the name of a different party or split payments to several bank accounts).
- Improper activities of an independent agent, representative, consultant or independent contractor acting on behalf of Telenet, joint venture partners or co-investors in a business with Telenet or of an entity in which Telenet has invested. This can result in liability for Telenet if Telenet failed to take appropriate steps to prevent such activities. To mitigate corruption risk, the first and most critical step is to conduct and document an appropriate due diligence review of the background of potential third parties before the business relationship is formed or renewed or the investment made. In addition, anti-corruption provisions have to be included in Telenet’s contract templates.
- Any reason that would give a reasonable person a basis to be concerned that improper activities (are likely to) occur.