



Compliance & Ethics

Anti-Bribery and Anti-Corruption Policy

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Key message

At Bnode, we are committed to conducting business ethically, responsibly, and in full compliance with the law. We have zero tolerance for bribery, corruption, or any other form of unethical behavior.

As an international company, we operate across multiple countries and jurisdictions, each with its own legal, regulatory, and cultural environment. This global footprint creates opportunities but also exposes us to diverse legal and compliance risks. Complying with the law is therefore essential, and internationally recognized laws such as the 1977 U.S. Foreign Corrupt Practices Act, the 2010 UK Bribery Act, and the 2017 French Law on Transparency, the Fight Against Corruption and the Modernization of Economic Life (better known as Sapin II Law) serve as important references in shaping our approach.

Building on this principle, we expect all our employees, directors, and third parties working with us to understand and apply these principles in their daily activities, and to act with integrity in every situation, regardless of their specific legal or operational environment.

This Anti-Bribery and Anti-Corruption Policy is designed to help you put these commitments into practice. It provides practical guidance on identifying and managing bribery and corruption risks, and supports you in making the right choices. Acting with integrity is everyone's responsibility.



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1. Purpose

The purpose of this Anti-Bribery and Anti-Corruption Policy (the “**Policy**”) is to set clear rules for identifying and preventing risks related to corruption and bribery. It ensures compliance with applicable laws and regulations in the jurisdictions where Bnode operates, promotes ethical conduct, and supports Bnode’s commitment to integrity and responsible business practices. By doing so, it helps strengthen our brand reputation, protect our business integrity, and avoid reputational damage due to ethical breaches, as well as penalties and legal action resulting from regulatory non-compliance.

This Policy furthermore establishes the framework for anti-bribery and anti-corruption procedures in line with the OECD Guidelines and relevant international legislation with extraterritorial effect, including, where applicable, the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and France’s Spain II Law. These frameworks are also essential for formal recognition of Bnode economic activities as ‘sustainable’ per the ‘Minimum Safeguards’ requirement of the EU Taxonomy Regulation.

This Policy sets out **the standards** expected of all individuals subject to it, including Bnode employees, directors, contractors, and other relevant stakeholders. It complements our Code of Conduct by providing practical guidance, identifying prohibited practices, and outlining how to report concerns and what may happen in case of non-compliance. This Policy should be read in conjunction with the separate Gifts and Hospitality Reporting Procedure, which provides additional rules and guidance on the offering and acceptance of gifts, entertainment, and other advantages.

Strict adherence to this Policy is in all Coworkers’ and Bnode’s interest. This Policy further clarifies and reinforces the obligations already in effect for Coworkers through Bnode Code of Conduct.

2. Scope

This Policy applies to:

- all employees within bpost NV/SA and its subsidiaries (collectively referred to as “**Bnode**” or “**Group**”, as previously referred to as “bpostgroup”) regardless of their role, duties, or position; and
- persons closely connected to Bnode’s activities and operations who are not employees, but to whom this Policy is communicated (such persons include all directors, persons holding executive, consultancy, managerial or supervisory positions within Bnode, temporary workers, trainees, and contractors).

For the purposes of this Policy, the persons to whom this Policy applies are hereinafter referred to as “**Coworkers**”.



3. Hierarchy of standards

The Policy is intended to provide **standards** to be observed across Bnode.

Some Subsidiaries may, where appropriate, adopt **their own specific standards** that align with this Policy and applicable (local) law:

- These local standards may be **stricter** (e.g. having a zero-tolerance policy for gifts and hospitality, no matter the value); or,
- These local standards may be **more flexible**, where local market conditions or customs reasonably justify it, provided they remain consistent with the intent of this Policy and applicable (local) law.

Any such local standards must be validly adopted at the Subsidiary level and approved by the Bnode Compliance department (“**Group Compliance**”) and the Bnode Chief Legal Officer (the “**Group CLO**”).

Once approved, these local standards will apply to the relevant Subsidiary in addition to, or where permitted, instead of the corresponding provisions in this Policy.

In all circumstances, Coworkers must comply with the anti-bribery and anti-corruption laws applicable in the jurisdictions where Bnode operates. Local customs or business practices can never justify conduct that would contravene the law or the principles of this Policy.

4. Definition: What is corruption?

Corruption can be defined as the abuse of entrusted power for personal gain. It can take many forms – the most common being bribery.

Bribery is the act of offering, promising, giving, authorising, providing, soliciting, requesting, receiving or accepting any undue advantage or favour, whether directly or indirectly, to, by or for any person in order to obtain or retain business or any improper advantage in the conduct of business, or in order to secure any other advantage.

Thus, acts of corruption or bribery can be committed:

- Whether actively (when a person offers or provides an undue advantage) or passively (when a person accepts or solicits an undue advantage);
- Whether the bribe is actually paid or merely offered (in the eyes of the law, offering, promising or soliciting a bribe is as punishable as the actual payment of the bribe);
- Whether in relation to public (involving one or more public officials) as well as private parties (between private individuals or companies);
- Whether directly or indirectly (through agents, intermediaries, subcontractors, or third parties); and
- Regardless of when the bribe is actually agreed upon (the advantage can be granted after the requested action is performed).

The term “**undue advantage**” refers not only to sums of money (commonly called “bribes”) but also to: goods, discounts, gifts, hospitality (such as meals, travel, or accommodation), entertainment events, rewards, employment opportunities, or other benefits like tax reductions, services, donations, or personal favors. While



some forms of bribery may be obvious, others like favorable contract terms or disguised charitable contributions can be more subtle.

The benefit sought in return for such an advantage typically involves:

- Securing or renewing a contract;
- Receiving preferential pricing or discounts;
- Sharing confidential information with a competing company;
- Obtaining or renewing a public procurement contract;
- Obtaining a visa, a building permit, operating licenses; or
- Obtaining a tax or customs advantage, etc.

All parties involved in an act of corruption – including the person offering or providing the bribe, the recipient, and any intermediaries or facilitators – are liable to disciplinary and legal sanctions.

5. Recognizing corruption risks

Coworkers are responsible for recognizing and reporting situations that may involve corruption or bribery, in line with the guidance outlined below.

Not all corruption risks involve an obvious request for payment. Certain situations should raise concern and may require increased vigilance or further investigation. If something seems unusual or hard to justify, consider it a red flag. Examples of such situations include, but are not limited to:

- **Hiring a business agent or intermediary without clear, documented justification**

Risk: Using an unvetted intermediary can hide illicit payments or conflicts of interest. This exposes Bnode to legal penalties and reputational damage if the intermediary engages in corrupt or fraudulent behavior.

- **Receiving invoices for vague, poorly documented, or unsupported services**

Risk: These invoices may conceal illegal payments like bribes disguised as fees or commissions. They also make it harder to track spending and can attract attention from regulating authorities.

- **Requests for abnormally high fees or commissions**

Risk: Excessive fee demands may indicate attempts to cover up bribery or illicit enrichment.

- **Repetitive and/or disproportionate hospitality, gifts, or entertainment (meals, trips, events)**

Risk: Excessive generosity toward or from a business partner can be perceived as an attempt to improperly influence business or regulatory decisions.

- **Unusual payment arrangements such as cash payments, offshore accounts, or payments to third parties not named in contracts**

Risk: These practices can hide illegal activity, like bribery or money laundering, and increase the risk of legal action or financial loss for Bnode.



- **Payments or bribes to customs or border officials to expedite shipments or avoid inspections/duties**

Risk: Illegal payments to authorities can lead to criminal sanctions, delays or interruptions in logistics operations, and damage to Bnode's reputation with clients and regulating authorities.

- **Obtaining permits or licenses rapidly or informally, suggesting possible corrupt practices**

Risk: This may compromise the legality of operations and expose Bnode to administrative or criminal penalties.

- **Lack of segregation of duties in procurement and payment processes**

Risk: Increases the likelihood of internal fraud or corruption since one person can initiate, approve, and execute transactions without checks, making abuses easier and harder to detect.

Any act of or attempted corruption, in any form whatsoever, by Coworkers can potentially result in administrative and/or civil and/or criminal penalties for both the individuals involved and Bnode. In particular, Coworkers must remain vigilant to the risk of overt and covert bribes and are encouraged to report any suspected violation of this Policy to their line manager.

Examples:



- A customer insists that the final signature of a contract is contingent on the payment of a fee, disguised as a consulting service delivered by a third-party company of their choosing.
 - ➔ You must immediately report this to your line manager and to the relevant internal contact responsible for compliance matters within your entity. In the absence of such a contact, Group Compliance must be informed.
- A client's procurement officer requests a small compensation to increase our chance to win a bid in which a Bnode entity is participating.
 - ➔ Such a kickback is considered a form of bribery, involving a payment made to reward or induce preferential treatment. You must refuse and report this to your line manager and to the relevant internal contact responsible for compliance matters within your entity. In the absence of such a contact, Group Compliance must be informed.

What are the sanctions for corruption?

Corruption is prohibited in nearly all countries and may lead to:

- severe criminal penalties (imprisonment and fines) for both Coworkers and Bnode;
- obligations to compensate any parties harmed by such misconduct;
- invalidation of agreements and procurement contracts;
- exclusion from participation in public tenders; and
- significant damage to Bnode's image and reputation.

Sanctions (imprisonment, fines, exclusion from public tenders, etc.) vary according to the laws and regulations applicable in each country. For details regarding the measures applicable in case of non-compliance with this Policy, please refer to Section 10.



6. Decision making guide

Before offering or accepting anything of value, or taking any action that could involve a third party, ask yourself the following questions:

Is it legal?

Am I sure this action complies with the laws and regulations in force?

Could it be perceived as improper?

Would someone outside the company see it as an attempt to obtain or grant an undue advantage?

Is it consistent with this Policy and Bnode's values and Code of Conduct?

Does it align with our values and policies?

Would I feel comfortable if this decision were made public?

Would I be at ease if this appeared in the media or was shared internally?



7. Rules concerning specific risks

7.1. Gifts and hospitality

A gift is something given for free: accommodation, a meal or hotel night, tickets to an event, or any advantage with monetary value which the beneficiary receives for free.

Gifts may be given to external third-party partners, whether customers, suppliers, or service providers; they may also be received by Coworkers.



What is the corruption risk?

BNODE recognizes that gestures such as gifts and hospitality can, when appropriate, help maintain constructive business relationships. However, they can also create real or perceived risks of corruption, conflicts of interest, or undue influence.

Depending on the circumstances, gifts, hospitality, and other advantages (meals, trips, accommodation, etc.) may be considered like attempts to influence a decision-maker in order to obtain an undue advantage (a procurement contract, confidential information, advantageous contractual terms, etc.). In such cases, sanctions are identical to those applicable to acts of corruption and influence peddling.

Gifts and hospitality are acceptable when they are given or received with nothing expected in return, but they must always be given in strict compliance with the **Gifts and Hospitality Reporting Procedure**.

Best Practices:

Gifts must be given solely as a **courtesy** in the context of standard business relationships in light of customary practices in the country in which they are given.

They must not be given with the object or effect of encouraging the recipient to breach his own professional obligations.

All gifts must therefore be lawful, occasional, justified by a professional motive, given or received in full transparency, and in compliance with the value threshold. Please refer to the Gifts and Hospitality Reporting Procedure for a comprehensive overview of the best practices on the subject.



Example – A case of wine:

Bnode decides to submit a bid in response to a public tender for the provision of services over the next three years. During commercial negotiations with the contracting authority, a Bnode employee offers the authority's representative a case of expensive wine.

- You cannot offer this gift. The timing makes it particularly inappropriate, as Bnode is actively competing for the contract. In such circumstances, it may be presumed that the gift is intended to gain an undue advantage (i.e. winning the contract). Therefore, no gifts should be offered in this context, even those of minimal value.

Example – A box of chocolates:

As the end of the year approaches, a supplier wants to thank Bnode by giving to some of its employees a box of chocolates from a highly rated brand.

- You can accept this gift **as long as its value does not exceed the EUR 100 threshold (or local equivalent), you have not already received more than 2 gifts from that supplier (in the last 12 months), and your entity is not currently engaged in ongoing business negotiations with the supplier.** If any of these conditions are not met, you must report the gift using the Gifts and Hospitality Approval Form, available in the Gifts and Hospitality Reporting Procedure.

7.2. Facilitation payments

Facilitation payments are unofficial payments (i.e. without a receipt) made, either directly or indirectly, to a public official (such as a customs or immigration officer) to perform or speed up an administrative procedure. Examples include processing permits or visas, issuing licenses or authorizations, clearing goods through customs, or handling tax matters.

These payments, even if small or customary in some regions, are **strictly prohibited** under this Policy and must be refused.

Example - Speeding up customs clearance:

Some Bnode parcels are being held at customs. The customs officer explains that the normal clearance process takes several days, but offers to release the goods immediately if you pay a cash "special fee" of 100 EUR (or local equivalent), without any receipt. This request is not part of an official "express clearance" or "priority handling" service with a legitimate, published fee and invoice. It is a facilitation payment, which is strictly prohibited under this Policy.

7.3. Use of intermediaries

Coworkers must never use intermediaries – such as agents, consultants, or other third parties – to offer bribes, make facilitation payments, or engage in any form of corrupt activity.

In some markets, it is common to rely on intermediaries to develop business relationships, facilitate government interactions, or navigate local regulatory environments. However, such arrangements may pose serious corruption risks, particularly when intermediaries are used to gain improper advantages or to conceal unethical conduct.

Bnode may be held legally liable for the actions of intermediaries acting on its behalf or for its benefit, even if the company did not explicitly authorize or was unaware of the misconduct. Therefore, it is essential that all intermediaries act in compliance with applicable anti-corruption laws, this Policy, and Bnode's Code of Conduct.



To minimize legal, financial, and reputational risks, **we expect all intermediaries to perform legitimate services with transparency and integrity**. In case of doubts about the integrity of an intermediary, consult your line manager.

Example – Undue influence via third party:

A supplier informs you that some of their relatives work for a potential client to whom a Bnode entity is planning to submit a commercial offer. The supplier proposes to contact these relatives to “help” this Bnode entity secure the deal and suggests being compensated for this “assistance” by issuing an invoice under vague terms such as “other costs” related to their supply agreement. This proposal must be rejected and immediately reported to the line manager.

7.4. Conflicts of interest

A conflict of interest arises when a Coworker’s personal interests interfere, or appear to interfere, with their professional obligations, leading to biased or compromised decision-making that may harm Bnode’s interests. Such conflicts may occur when a Coworker has a direct or indirect personal interest in a decision made for or by Bnode, or in a business that is competing with Bnode. Personal interests may include financial, professional, family, or other considerations that could influence, or appear to influence, the Coworker’s impartiality and judgment.

Conflicts of interest may arise between individual Coworkers and Bnode, but also between Bnode and the Coworkers’ family members or close relatives.

Inform your line manager of any conflict of interest or in case of doubt, and withdraw from the process or decision-making as soon as possible.

The sources of conflicts of interest are **numerous** and can be **direct** or **indirect**. For example:

- Having a direct or indirect financial interest in a competitor, supplier, or business partner, unless it involves publicly traded shares held for investment purposes and does not confer any influence.
- Having a personal relationship (e.g. close family member, spouse, partner, or friend) with someone who works for a competitor, customer, or supplier, especially if your role involves dealing with those entities.
- Using confidential or privileged information obtained through your role for personal gain or for the benefit of others.

Remark: These situations are not automatically considered misconduct, but they must be disclosed in writing (e.g. via e-mail) in advance to your line manager. Certain situations may require prior written approval or reassignment of responsibilities to avoid any perception of bias or impropriety.

7.5. Charitable donations and sponsorships

Charitable donations – such as contributions in cash, services, goods (new or used), or support for social initiatives – may serve legitimate social and community purposes. Similarly, sponsorships may be used to support cultural, sporting, or educational events in line with Bnode’s values. However, both charitable donations and sponsorships can present a risk of bribery or corruption, particularly when used to improperly influence decisions or gain undue business advantages.

Charitable organizations or event sponsors may be misused by individuals or businesses as a front to channel money in exchange for favorable treatment. For this reason, no charitable donation or sponsorship may be made to obtain or retain business, influence a decision, or gain any improper advantage.



To ensure transparency, integrity, and compliance with anti-corruption laws and Bnode's ethical standards, charitable donations and sponsorships should follow these guiding principles:

- They should be aligned with Bnode's values and serve a genuine social, cultural, or community purpose – never to benefit an individual, a public official, or their relatives.
- They should be transparent and properly documented. All charitable donations must be made through traceable and verifiable means, such as a properly documented bank transfer. Cash donations or informal payments are not permitted.

Examples – Sponsorships and donations:

- A client suggests that Bnode sponsors a sports event or make a donation to the CEO's personal foundation as a condition for awarding a contract.
 - ➔ You must decline the request. This type of solicitation may be considered a form of bribery, specifically a kickback.
- An NGO requests a charitable donation from a Bnode entity shortly after one of its board members, who is also a government official, is involved in approving a public contract that Bnode is bidding for.
 - ➔ You must not proceed with the donation, as it creates a risk of perceived or actual influence. Donations must never be used to gain favor with public officials or to influence decision-making processes.

7.6. Political contributions

Employees are strictly prohibited from making or authorizing any political contributions – whether in cash, in kind, or through services – on behalf of Bnode. This includes donations to political parties, candidates, elected officials, or any activities intended to support political goals.

Examples – Prohibited practices:

- Donating money to a political party or campaign on behalf of Bnode.
- Using Bnode resources (e.g. facilities, equipment or supplies, such as vehicles, printers, computers, etc.) for a political campaign or activities.
- Sponsoring events organized by political parties or candidates, even if framed as charitable or community initiatives.

Employees are free to support political campaigns or make personal political donations with their own time and money, but never in exchange for a favorable decision or benefit for Bnode.

7.7. Third party due diligence

Bnode is committed to conducting business with integrity, transparency, and in strict compliance with all applicable anti-bribery and anti-corruption laws. We have zero tolerance for bribery, corruption, or any improper advantage, whether in dealings with public officials or private entities.

We expect the same commitment from all third parties acting for or on behalf of Bnode, including suppliers, agents, intermediaries, consultants, contractors, joint venture partners, and any other business partners.



Contracts with third parties shall include clear anti-bribery and anti-corruption obligations. Any breach of these commitments may result in immediate termination of the business relationship, reporting to relevant authorities, and potential legal consequences.

By working with Bnode, third parties agree to uphold the highest ethical standards and to support our efforts to prevent corruption, protect fair competition, and safeguard our reputation.

7.8. Mergers and acquisitions

Bnode recognizes that mergers, acquisitions, or equity investments may involve increased risks of corruption and improper practices. Prior to any transaction, appropriate compliance and anti-corruption due diligence must be conducted to identify potential risks or past instances of corruption.

If the transaction proceeds, the acquired entity must be integrated into Bnode's compliance framework as soon as possible. Any irregularities identified must be addressed and, where necessary, remediated.

7.9. Books and records

All Bnode entities must maintain accurate, complete, and timely books, records, and accounts that fairly reflect every transaction and disposition of assets in reasonable detail.

Under no circumstances shall false, misleading, incomplete, or off-the-books entries be made, whether directly or indirectly, in order to conceal any improper payment or corrupt practice.

All transactions – including payments, expense reports, third-party engagements, gifts, and hospitality – must be supported by appropriate documentation (e.g. invoices, receipts, contracts) and recorded in accordance with Bnode's internal controls.



8. Training

Training on anti-bribery and anti-corruption is mandatory for employees whose roles expose them to potential corruption risks, such as Sales, Procurement, Regulatory, and Public Affairs.

This training aims to raise awareness of bribery and corruption risks and to ensure employees can identify and respond appropriately to risky situations.

9. What to do in case of doubt or violation?

Bnode supports honest and open communication and encourages Coworkers to report concerns.

If you witness or suspect bribery or corruption, you must:

- Clearly refuse to participate in any such activity.
- Immediately inform your line manager and the relevant internal contact responsible for compliance matters within your entity. In the absence of such a contact, inform Group Compliance. They will guide you on the appropriate next steps.
- You may also report the situation through Speak Up, Bnode's primary channel for raising concerns about potential misconduct in a confidential manner and without fear of retaliation. Employees who report issues in good faith will not face any consequences, even if the concern turns out to be unfounded. However, deliberately submitting false or malicious reports is strictly prohibited and may lead to disciplinary measures. In exceptional cases, where your entity has its own local reporting channel, you may use that channel as well. For more information, please consult the [Speak Up Policy](#).

If you are unsure about how to handle a specific situation or if something is unclear, you are encouraged to contact Group Compliance for guidance on the Policy and the applicable anti-corruption laws.

10. Sanction for non-compliance

This Policy is a specific implementation of the Code of Conduct. Accordingly, any breach of this Policy will be treated as a breach of the Code of Conduct and may lead to disciplinary measures in line with applicable internal rules and procedures.

Additionally, failure to comply with this Policy may expose Bnode and the individuals involved to significant legal, financial, and reputational risks. As a matter of fact, any violation of this Policy may constitute a breach of applicable anti-bribery and anti-corruption laws and therefore result in **civil and criminal penalties**.

Non-compliance could therefore result in the following consequences:

- for Coworkers who are **employees**: disciplinary measures, up to and including termination of employment relationship, potential personal liability and legal proceedings;
- for Coworkers who are **not employees** and **other third parties**: termination of the business relationship, potential liability and legal proceedings.

Each case will be analyzed thoroughly, having regard to the specific circumstances. If conduct contrary to this Policy is found, appropriate measures will be taken.



11. Availability, updates and clarifications

This Anti-Bribery and Anti-Corruption Policy:

- is an internal and external document, available to employees on bpost4me or on applicable internal Bnode platforms used by a Bnode subsidiary, as well as on our [website](#).
- is an evolutive document that will be reviewed on a regular basis and updated as necessary.
- Coworkers will be informed of any updates as appropriate.

If you have any questions or queries in relation to this Policy, please contact Group Compliance at ethics.compliance@bnode.com.

