



BANG & OLUFSEN A/S ANTI-CORRUPTION POLICY

(Adopted as of 10.07.2019 by the Board of Directors)

1. Introduction

1.1. Bang & Olufsen is committed to conducting all of its business operations around the world in an honest, fair, transparent and ethical manner. Corruption inhibits economic growth and affects business operations, employment and investments. In order to avoid the negative consequences of corruption on both societies at large as well as Bang & Olufsen's reputation, Bang & Olufsen has implemented a strict Anti-Corruption Policy, prohibiting any form of corruption and bribery in connection with its business activities.

2. Scope of Policy

2.1. This Policy applies to all Bang & Olufsen's corporate entities ("Bang & Olufsen") and all Bang & Olufsen employees. Furthermore, Bang & Olufsen requires all Third Party Associates to read and comply with this Anti-Corruption Policy, as the same may be supplemented, expanded and updated from time to time.

3. Definitions

"Anything of Value"	Should be broadly construed, and includes not only cash or cash equivalents, but also entertainment, meals, drinks, travel, lodging, gifts, discounts, use of materials, facilities or equipment, investment opportunities, insurance benefits, political or charitable contributions, promise of future employment and/or any other financial advantage. In determining whether Anything of Value has been provided, the key consideration will be the subjective value of that being conveyed, together with the recipient's perception of it.
"Audit Committee"	Refers to the Bang & Olufsen Audit Committee consisting of selected members from the Board of Directors.
"Bang & Olufsen"	Refers to all Bang & Olufsen corporate entities.

"Bribery"	Occurs when Anything of Value is offered, paid, sought or accepted to influence a business outcome inappropriately.
"Commercial Party"	Should be broadly construed, and includes a director, officer, employee, or broker of a customer, supplier, vendor or competitor, (or of potential customers, suppliers, vendors, or competitors) or any other person with whom Bang & Olufsen conducts or may conduct business with.
"Company"	Refers to Bang & Olufsen.
"Corruption"	Is behaviour lacking in honesty and integrity and particularly relates to the giving of bribes to anyone in return for corporate or personal gain.
"Facilitation Payment"	Facilitating payments are modest payments made for the purpose of expediting or facilitating the provision of services or routine non-discretionary government action which a Government Official is normally obliged to perform.
"Government Official"	<p>Should be broadly construed, and includes:</p> <ul style="list-style-type: none"> (a) any employee or officer of: <ul style="list-style-type: none"> (a.i) any government or government's department, agency or branch; (a.ii) any public international organization; (a.iii) any government owned or controlled commercial enterprise; (b) members of royal families, (c) any political party, party official or candidate for political office; and (d) any other person acting in an official capacity on behalf of any of the foregoing. <p>A person does not cease to be a Government Official by purporting to act in a private capacity or by the fact that they serve unpaid.</p>
"Third Party Associate"	Means a person or entity engaged for the purposes of acting on Bang & Olufsen's behalf and can include (but is not limited to) agents, sub-contractors, consultants, brokers, lawyers and accountants.

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4. Prohibited Actions

- 4.1. No employee or Third Party Associate shall directly or indirectly, give, offer, promise, request or approve a payment of Anything of Value or any other advantage to a Government Official, in order to influence any act or decision of the Government Official in their official capacity for the purpose of obtaining or retaining business for or with Bang & Olufsen, or securing any improper business advantage.
- 4.2. No employee or Third Party Associate shall directly or indirectly, give, offer, promise, request or approve a payment of Anything of Value or any other advantage to a Commercial Party, in order to obtain or retain business for Bang & Olufsen or any improper commercial advantage or benefit for Bang & Olufsen.
- 4.3. No employee or Third Party Associate shall directly or indirectly, give, offer, promise, request or approve a payment in circumstances where they have any reason to suspect that any portion of that payment will be used for any of the purposes described above.
- 4.4. No employee or Third Party Associate shall directly or indirectly, receive or agree to receive Anything of Value or other advantage that may reasonably be regarded as Bribery.

5. Facilitation Payments

- 5.1. Making facilitating payments of any kind are not permitted, with the following exception:

If a Government Official requests a facilitation payment, you may only make the payment if there is a threat to your or another person's health or safety. Afterwards, you must immediately report it to Legal & Compliance, and record it in the financial records, such as a submitted expense report.

6. Hospitality, Travel, Meals and Gifts

- 6.1. Hospitality, travel, meals and gifts are considered part of doing business and maintaining relationships; however, caution must be applied as even a well-intentioned hospitality, travel, meals and gifts can be inappropriate and in violation of law or our Policies.

Expenses of these kinds are permitted if they are of modest value, reasonable, a matter of simple common courtesy under local custom, incidental to conducting legitimate and bona fide business, building business relationships or showing appreciation, and not used with the aim of exerting improper influence, or the expectation of reciprocity, and always provided that any such expenses payment does not contravene the anti-corruption policy of any Commercial Party involved.

- 6.2. Further guidance is available on BeoWeb intended to address most situations Bang & Olufsen believes that employees may encounter in determining whether such payments to or from a Government Official and/or a Commercial Party are permissible under this Policy.
- 6.3. All hospitality, travel, meals and gift expenses which are permitted by this Policy must be recorded accurately and transparently in the appropriate expense reimbursement form, accompanied by sufficiently detailed proof of payment, identifying each recipient's name and title, and the purpose of the expense.

7. Political and Charitable Contributions

- 7.1. Contributions of Bang & Olufsen's funds to candidates for political office, political party officials or political parties are not permitted, save where the contribution has been approved in writing by both the Global Compliance Officer and the Chief Financial Officer of Bang & Olufsen. Any significant financial contributions will also require the approval of the Board of Directors.
- 7.2. As an important part of Bang & Olufsen's work on Corporate Social Responsibility, our Company engage in charitable work, often by donating products or offering know-how to various charitable causes. Caution must however be applied as even a well-intentioned charitable contribution can be inappropriate and in violation of law or our Policies, if it creates a conflict of interest or undue influence on the recipient.

- 7.3. Any charitable financial contributions by Bang & Olufsen must be reviewed by the Global Compliance Officer and the Chief Financial Officer in order to identify the legitimacy of the charity, the intent of the charitable contribution to be made and any relationship with the charity concerned, which may cause a conflict of interest. Any significant financial contributions will also require the prior approval of the Bang & Olufsen Board of Directors.

8. Record Keeping and Internal Controls

- 8.1. All Bang & Olufsen's books and records must be accurate, and the accounts must fairly reflect the transactions and activities of Bang & Olufsen.
- 8.2. Bang & Olufsen has a system of internal accounting controls that are designed and maintained to provide all requisite financial and accounting standards required for a Danish publicly traded company. Payment receipts and requests must be accurately recorded with sufficient detail to permit full transparency.

9. Third Party Associates

- 9.1. Prior to any contracts being entered into with, and/or any payments being made to a Third Party Associate, Bang & Olufsen shall perform appropriate due diligence and obtain their written agreement to act in accordance with this Policy.
- 9.2. A Third Party Associate must certify their compliance with this Policy and all Bang & Olufsen guidelines in respect of anti-corruption, or present and obtain approval from Bang & Olufsen that the Third Party Associate's own anti-corruption policies will apply and are consistent with the content of this Policy. A Third Party Associate and their relevant personnel will be provided with appropriate anti-corruption compliance assistance, and may be required to undertake training as appropriate.

10. Training

- 10.1. The Global Compliance Officer will monitor the implementation of this Policy and coordinate periodic training on this Policy for Bang & Olufsen employees and Third Party Associates, as appropriate to the risks faced by, and requirements of, such persons.

11. Certifications

- 11.1. Relevant Bang & Olufsen employees and any Third Party Associate must upon request from the Global Compliance Officer or their supervisor from time to time certify in writing that they have read and understood this Policy and Bang & Olufsen's guidelines in respect of anti-corruption compliance; that they have complied with and will continue to comply with this Policy and such guidelines; that they have no knowledge of any breaches of this Policy and/or such guidelines, and that they will report any breaches or suspected breaches of this Policy and/or Bang & Olufsen's anti-corruption guidelines to the Global Compliance Officer or their supervisor.

12. Requests by Government Officials or Commercial Parties

- 12.1. Any request for Bang & Olufsen to transfer Anything of Value or any other advantage to a Government Official or Commercial Party must immediately be reported to the Global Compliance Officer.

13. Duty to Ask Questions and Report Non-Compliance

- 13.1. Duty to Ask Questions

All employees who have questions about the appropriate behaviour to be adopted or the interpretation of the principles set out in this Policy, are encouraged to contact their manager or the Global Compliance Officer. Asking

and discussing your questions will often highlight key risks with the intended action and how such risks should be mitigated. More detailed guidance on many of the issues mentioned in this Policy are also available on BeoWeb.

13.2. Duty to Report Non-Compliance

It is paramount for Bang & Olufsen to deal with any potential or actual violations of law, our Policies or our Guidelines in order to achieve and sustain the highest levels of ethics and compliance. All employees have a duty to report on any such potential or actual violation. By reporting, you give Bang & Olufsen an opportunity to deal with the issue directly, whereas remaining silent could worsen the issue.

Reporting must be done to the manager or other appropriate persons within Bang & Olufsen, such as HR, Legal & Compliance or a member of Executive Management. If an individual does not feel comfortable talking to any of these persons about such matters, he or she is encouraged to submit a report through the telephone and web-based whistleblower hotline established by Bang & Olufsen. Further guidance on the use of the whistleblower hotline is available in the Business Conduct and Ethics Policy.

14. Policy Waivers

- 14.1. Because of the importance of the matters involved in this Policy, waivers will be granted only in limited circumstances and where such circumstances would support a waiver. Waivers of the Policy may only be made by the Audit Committee and may need to be publicly disclosed by the Company.

15. Disciplinary Sanctions

- 15.1. Any employee who violates law or any Bang & Olufsen Policy or Guidelines or other instructions may be subject to disciplinary action, up to and including termination of their contract of employment.
- 15.2. Any employee who commits a crime may be subject to criminal and/or civil penalties, including imprisonment and very substantial fines, which will not be reimbursed by Bang & Olufsen.
- 15.3. Third parties, who have contractually agreed to comply with this Policy, may see their contract terminated in case of non-compliance.

16. Policy Review

- 16.1. This policy will be reviewed annually by the Board of Directors.

17. Policy Owner

- 17.1 Vice President, Group General Counsel