



# **Anti-corruption Policy.**

*Policy on handling business-related benefits.*

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# I. Introduction

At Bechtle, our Code of Conduct commits us to honesty, fairness and trustworthiness in all aspects of our business. A core part of this commitment is that we do not tolerate any form of bribery or corrupt behaviour in our professional dealings—always in line with the applicable anti-corruption laws. Even the appearance of impropriety must be avoided. If not handled appropriately, giving or accepting gifts and invitations can lead to allegations of corruption, such as bribery.

This policy on handling business-related benefits (hereinafter the Anti-corruption Policy), applies to both the acceptance and the granting of benefits in day-to-day business activities. It provides specific guidance based on our Code of Conduct and serves as a preventive measure against corruption and bribery. As identified in our materiality analysis under the European Sustainability Reporting Standards (ESRS), this policy is a key element of our environmental, social and governance (ESG) strategy and forms part of our broader framework for preventing corruption and bribery.

In addition to complying with applicable laws, we also refer to the OECD Guidelines for Multinational Enterprises, Part I, Chapter VII: Combating Bribery, Bribe Solicitation and Extortion; the United Nations Sustainable Development Goal (SDG) 16: Peace, Justice and Strong Institutions, in particular Target 16.5: Substantially reduce corruption and bribery in all their forms; and Principle 10 of the UN Global Compact: Businesses should work against corruption in all its forms, including extortion and bribery.

## II. General information on the Anti-corruption Policy.

### 01. Background

Corruption is generally understood as the abuse of entrusted power in a professional setting for personal gain or to benefit a third party. One form of corruption is bribery, in which a benefit—typically financial—is promised or granted in order to obtain undue preferential treatment.

Any benefit intended to improperly influence decision-making is prohibited by law around the world. Even offering or requesting such a benefit is a criminal offence. This applies not only to benefits granted to public officials or elected representatives, but also to those exchanged between business partners in the private sector—regardless of whether they are offered directly or through an intermediary.

That said, we aim to foster close, trust-based relationships with our customers and partners. These relationships are a key factor in our business success and, ideally, built to last. This is also expressed in our brand identity through the attribute “connected”. Benefits such as gifts or invitations can play a role in nurturing positive and respectful business relationships—provided they are occasional and modest in value.

However, excessive benefits may be seen as corrupt and become the subject to criminal investigation, and the line between acceptable conduct and corrupt behaviour is not always clear-cut.

That's why this Anti-corruption Policy sets out binding guidance for acting with integrity in business dealings. It helps clarify what is appropriate when it comes to business-related benefits at Bechtle, and defines the boundaries between acceptable and unacceptable conduct to reduce the risk that gifts, hospitality or other benefits could be viewed as bribery.

## 02. Goals

The Anti-corruption Policy supports several equally important objectives:

### **Avoiding criminal liability:**

We want to protect individual employees from criminal prosecution—and the risk of fines or imprisonment. Even the mere appearance of improper influence can prompt a criminal investigation and must therefore be avoided.

### **Protecting the company's reputation:**

Corruption undermines Bechtle's reputation and erodes investor confidence in our organisation.

### **Safeguarding company assets:**

Corruption can lead to significant financial penalties. It can also result in exclusion from public tenders, restrictions on doing business in certain jurisdictions, or the termination of business relationships and loss of future opportunities.

### **Meeting customer expectations:**

Customers expect us to act with integrity. Many require us to identify and avoid corruption risks and impose contractual penalties in the event of a breach. In some industries or jurisdictions, stricter legal obligations placed on our customers can also affect us as their supplier. Clear and transparent guidelines for handling business-related benefits help build trust and strengthen our competitive position.

### **Contributing to a sustainable society:**

Corruption leads to injustice and inequality—conditions that run counter to our core principles. Bechtle stands for progress and for economic and technological innovation, both of which are hindered by corrupt behaviour.

## 03. Personal scope

This Anti-corruption Policy, in its current version, applies to all Bechtle Group employees, regardless of their position or the location of the respective Bechtle entity. Failing to follow this policy may lead to disciplinary action, including the termination of employment.

All employees are also expected to encourage compliance with the principles of this policy among third parties acting on behalf of Bechtle.

## 04. Relationship between the Anti-corruption Policy and national law

Every country has its own laws on corruption and bribery, which can vary significantly from one jurisdiction to another. If the local laws that apply to a given Bechtle entity require a higher standard than the principles in this Anti-corruption Policy, the national laws take precedence. If, on the other hand, this policy sets a higher standard, that standard takes priority when assessing the situation.

## 05. Technical scope

This Anti-corruption Policy applies exclusively to personal benefits in a business context—governing both benefits received from business partners, as well as benefits that we grant to a business partner's employees.

For the purposes of this policy, business partners are companies and their employees that are not part of the Bechtle Group. Personal benefits granted by a Bechtle company to its own employees, or to employees of other Bechtle entities, do not fall within the scope of this policy, regardless of whether they are subject to taxation.

The term 'benefits' includes both tangible gifts (typically physical items of value) and monetary advantages (e.g. cash, vouchers, holidays, train or airline tickets, or personal shopping discounts), as well as intangible benefits that objectively improve the recipient's situation (e.g. awards, income opportunities, or career prospects). Invitations to cultural, culinary, sporting or other events with a monetary value, as well as invitations to dinner or leisure activities, are also considered benefits under this policy.

### III. Key rules for granting and accepting benefits.

Whether an action is no longer considered appropriate in a professional context—and is therefore impermissible or potentially even criminal—depends on the overall circumstances (especially the timing, purpose, and nature of the benefit). That said, there are some key rules that must always be followed when giving or receiving any kind of benefit, all of which carry equal weight. They are listed below (in no particular order) and will be explained in more detail in Section V.

#### **No influence or connection to business decisions:**

A benefit must never be intended to influence, or appear capable of influencing, the behaviour or business decisions of the recipient. It must not be used to gain a business advantage or to create a relationship of dependency.

#### **No cash or cash-equivalent gifts:**

We never give or accept cash, bank transfers, or any benefits that are equivalent to cash, such as interest-free or low-interest loans, free use of credit cards, vouchers, or gift cards.

#### **No solicitation or third-party requests for benefits**

We never request business partners to grant us benefits. Likewise, we reject any request directed at us to grant benefits, referring to our compliance policies.

#### **Observing the rules set by recipients:**

We refrain from offering benefits that recipients are not permitted to accept under their company's internal policies, which may be more restrictive than what is generally considered customary.

#### **Principle of restraint and appropriateness:**

We always act with restraint when offering benefits. Any benefit must be appropriate and in line with standard business practice. Benefits should only be given occasionally and must not be repeated for the same recipient. Even small benefits that may be permissible individually can become inappropriate if granted frequently.

#### **Ensuring a business-related nature of the benefit:**

We do not accept benefits where the business context is not apparent based on the occasion, the nature of the benefit, or the circumstances. This includes benefits granted in an exclusively private setting or invitations to events that are purely recreational.

**Protecting the public image of Bechtle:**

Any benefit must be able to pass the public perception test. This means we do not offer or accept benefits that, if made public, could harm the reputation of Bechtle or our business partners.

**Compliance with laws, local customs and practices:**

Granting or accepting benefits must not violate any applicable laws, local customs or practices, or contractual obligations with business partners. Note that some business partners may require us to comply with their internal policies via contractual provisions.

**Transparency in dealing with benefits:**

We handle benefits openly and transparently. If there is any doubt about whether a course of action is appropriate, we seek guidance from our manager, Bechtle's local compliance officer, or Legal & Compliance at headquarters. If doubts remain, the benefit must not be accepted.

## IV. Value limits for benefits from/to regular business partners.

In line with the principle of restraint and appropriateness, the following value limits apply to invitations and other benefits involving regular business partners. These limits should only be exceeded in exceptional cases.

- As a rule, the value of an individual benefit may not exceed 50 euros or the equivalent in local currency.
- For invitations to meals or events, the value limit is 75 euros per person or the equivalent in local currency.
- If the value of a benefit exceeds these limits, but declining the benefit would be considered inappropriate or there is another legitimate reason that justifies an exception, before granting or accepting the benefit the affected employees must first obtain approval from the relevant Bechtle manager, who will review the benefit against the criteria set out in this Anti-corruption Policy.
- There are no fixed quarterly or annual limits for the total value of benefits or invitations. However, employees must still inform their manager if they receive multiple benefits or invitations over the course of the year, even if these do not exceed the individual value limit.

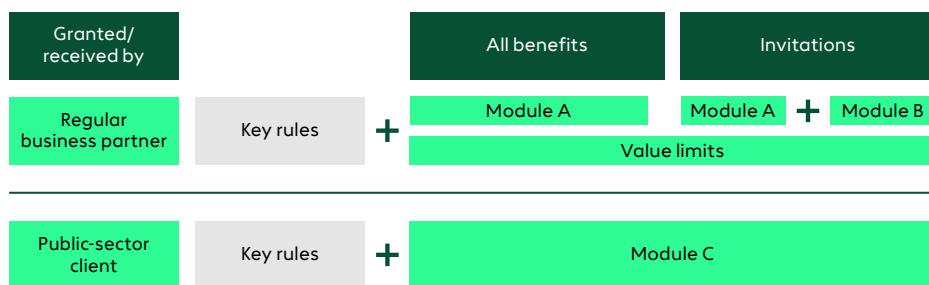
**Important:**

- Gifts must not be split up in an effort to reduce their nominal value below the limit. Remember to inform your manager if you receive several benefits below the above value limit within a calendar year.
- The limit of 50 euros is based on German tax rules for business gifts that are deductible as operating expenses and has been chosen as a guideline to promote transparency and ensure the benefits we give or accept are within reason.

# V. Application of the Anti-corruption Policy.

## 01. General information

Building on the [key rules](#) outlined in Section III, the following three modules offer more detailed guidance to help you make sound decisions when offering or accepting invitations or other benefits and determine if they are appropriate.



## 02. Module A: Decision-making guide for regular business partners

If you can answer "yes" to all of the following points (a-d), the benefit is appropriate, provided it follows the [key rules](#) mentioned earlier.

### 02.01. The benefit has no connection to a business decision.

It is not provided in expectation of any form of consideration, nor does it have any potential influence on a business decision, or can be perceived as soliciting or inducing preferential treatment with respect to a business decision or other form of quid pro quo.

It is imperative to refrain from granting or accepting any benefits during or around the time of negotiations, contract signings, or tenders with the business partner in question.

**Ask yourself these questions:**

Does the provider of the benefit have an interest in the recipient following a specific course of action in their business dealings?

Could the benefit reasonably be seen as clouding the recipient's objective judgement and induce a specific business decision?

Is there a risk that the value or nature of the benefit might be perceived as undue influence?

Could the recipient of the benefit feel a sense of obligation to the provider?

**02.02. Neither the recipient nor the party providing the benefit should have a need to keep the benefit secret ("public perception test").**

**Ask yourself these questions:**

Would the benefit embarrass Bechtle if it became known either within the group or publicly?

Would you hesitate to report it to your manager or colleagues?

Would you be uncomfortable if others at Bechtle accepted or offered similar benefits?

**02.03. The benefit is clearly business-related and not purely of a private nature.**

Benefits that are purely private in nature must be strictly refused. Such benefits include family swimming passes; invitations to holidays; services rendered directly or indirectly to relatives or other persons close to the recipient, or which are directed to the recipient's private home or e-mail address; or benefits connected to side businesses of the recipient.

#### **02.04. The benefit is objectively considered appropriate and consistent with standard business practice.**

Benefits extended for occasions such as anniversaries, birthdays, project completions and traditional holidays (e.g. Christmas or New Year) are perfectly legitimate and usually appropriate. Benefits without any clear occasion, on the other hand, are generally not acceptable.

Extravagant, luxurious, or wasteful benefits should generally be avoided.

Benefits of an offensive or inappropriate character—such as visits to night-clubs, casinos, or other adult entertainment—are strictly prohibited.

#### **Ask yourself these questions:**

Could the benefit be seen as excessive considering the occasion, the role of the recipient, the location, or the benefit's value?

Does the benefit's value exceed what the recipient would likely (be able to) afford themselves?

### **03. Module B: Additional rules for invitations to meals and events with regular business partners.**

#### **03.01. A business-related nature of the invite is essential.**

Meals that go beyond a basic snack, or events with a leisure component, may support an informal exchange and build or reinforce the groundwork for valued business relationships, whether current or future. This is in the best interest of Bechtle. The costs for the meal or participation in the event are typically borne in part or full by us or the business partner.

With invitations, too, it is important to assess the potential risk of corruption based on the event's character. The ratio between business-related and leisure-related elements is key.

Hospitality as a general courtesy or to meet basic needs (e.g. drinks, snacks, catering or canteen meals), or an invitation to a business-related meal during professional events (e.g. conferences, product launches or training seminars) are typically unproblematic. If the professional character of a meal or event

takes a back seat, however—such as a meal or an event with little or no business content—but the meal or event has substantial entertainment value, it is important to do your due diligence and assess if holding or participating in the event is indeed appropriate. The less obvious the business link, the greater the entertainment or leisure component, and the more valuable the associated benefits for the participants, the more closely the invitation must be evaluated.

**Examples of invitations:**

- Travel: Manufacturers or distributors may organise trips that are not always tied to a clear business purpose.
- Sports events: Invitations to attend sports events such as Formula 1, golf, national league or international football tournaments.
- Invitations to cooking classes or dinner events
- Weekend test drives: Manufacturers or distributors may give individuals the use of a car for a time, often involving luxury or sports cars

### **03.02. Evaluating invitations**

Invitations must also be assessed using the [key rules](#) in Section III, the [value limits](#) in Section IV, and the guidance provided in [Module A](#). In addition, the following considerations must be made to determine whether an invitation is of a business nature and generally appropriate:

**Regarding appropriateness of an invitation:**

- Invitations must serve a legitimate business purpose, such as sharing knowledge or cultivating a business relationship that is in the interest of Bechtle. Business-related discussions should be the central focus of the meal or the event, and events in particular must have substantial informational or promotional value, or the employee's attendance must make business sense in other regards.
- Following the principle of restraint and appropriateness, invitations to Michelin-starred or other fine-dining restaurants, or highly exclusive events are typically considered inappropriate.
- Costs of travel and accommodation: These should normally be covered by the invited person, especially when leisure or entertainment is involved.

An exception might apply only if the invitee is contributing professionally (e.g. as a speaker) and the invitation can be seen as appropriate compensation, or if the occasion is strictly business related and assuming the costs can be considered normal or perhaps even necessary.

**Regarding the business nature of an invitation:**

- Invitations must always be sent to the recipient's business address, whether by post or e-mail, and never extended personally or sent to their private address. Invitations from Bechtle must be sent using official channels from the business address or on company letterhead.
- The nature and scope of the invitation must be clearly stated, e.g. whether it includes hospitality or benefits such as VIP tickets.
- The person extending the invite, or another employee who can represent that person, must be present at the event.
- Invitations to business partners should not be extended to their spouses or partners, unless this can be considered appropriate in the particular context or their participation is customary (e.g. formal dinner with dancing, opera evening).

#### **04. Module C: Additional guidance on benefits for public-sector clients and officials**

When dealing with public officials, the risk of overstepping the line between appropriate behaviour and corruption or bribery and corresponding penalties is much higher than in the case of business partners who are active in the private sector. This is true worldwide.

In Germany, in particular, any benefit given or even just promised to public officials for the performance of their (legal) duties, or to secure their general goodwill, is a criminal offence.

The definition of a "public official" varies by country and may be very broad.

Employees of organisations operating within the private sector that perform public functions (e.g. as utilities companies or municipal waste services) may qualify as public officials in a broader sense. Distinguishing between public officials and regular employees of companies, which integrate with public services and may indeed be governed or financed by public bodies, can be difficult and you may unknowingly be dealing with public officials. Consequently, the risk of benefits being considered corruption and, therefore, a potential criminal offence is especially high when dealing clients in the public sector.

**Regarding benefits to employees of public clients:**

As a general rule, no benefits may be given to public officials or other employees of public-sector clients.

This applies regardless of the [value limits](#) in Section IV, which are extraneous in these circumstances.

As an exception, a benefit may be allowed only if all of the following three conditions are met:

**Nature and value of the benefit**

- a) The benefit consists exclusively of promotional items worth less than 10 euros (e.g. pens, notepads, conference materials);

or

- b) The benefit is an invitation to a clearly business-related event (e.g. conference, product demo or company presentation);

or

- c) The benefit is a simple meal (typical working lunch or basic snack);

or

- d) The benefit is of a different nature, but the responsible authority supervising the recipient or the public client has given prior approval for the benefit (note that personal approval from the recipient is not sufficient!);

and

**The benefit follows the [key rules](#) in Section III;**

and

**Any applicable compliance policies of the public-sector client are observed.**

## VI. Benefits involving executive management.

Senior executives of a Bechtle Group company may sometimes find themselves unable to refuse benefits that exceed the [value limits](#) in Section IV, in particular in the case of invitations to meals or events intended to cultivate existing business contacts, and the senior manager participates to represent the company and extend their network, which is essential to the business of Bechtle. Requiring approval from a supervisory body for every such instance may be inappropriate and may conflict with the company's legal governance structures, in particular those that apply to a German Aktiengesellschaft.

Accordingly, the following applies with respect to the [value limits](#) under Section IV:

### 01. Members of the Executive Board of Bechtle AG

Notwithstanding the other requirements set out in this Anti-corruption Policy regarding the [value limits](#) under Section IV, in the case of benefits and invitations from or to members of Bechtle AG's Executive Board, their respective employment contracts with Bechtle AG, or the Rules of Procedure of the Executive Board, take precedence, as applicable.

### 02. Members of the Executive Boards of intermediate holding companies in the form of an AG

Notwithstanding the other requirements set out in this Anti-corruption Policy regarding the [value limits](#) under Section IV, in the case of members of the Executive Boards of intermediate companies with the legal form of an Aktiengesellschaft,

the relevant Rules of Procedure of the respective organisation apply in addition to the following considerations:

If a benefit to a member of the Executive Board of an intermediate holding company exceeds the limits as per Section IV, the recipient must report the case to the other board members of the holding company to ensure transparency. In other words, instead of being required to obtain approval, they are obligated to disclose the benefit. A template for submitting a disclosure can be obtained from Legal & Compliance.

### 03. Board members of other Bechtle entities

For board members of other Bechtle companies, the [value limits](#) in Section IV apply without exception. Approval is required from the relevant board member of the intermediate holding company or, where applicable, from the relevant board member of Bechtle AG.

## VII. Accounting, documentation and taxation.

### 01. Accounting and documentation

Business-related benefits must be properly recorded in company books and filings. All transactions must be documented truthfully and in sufficient detail. Undisclosed or falsely described benefits may be a strong indicator of improper conduct.

In addition, you should document all benefits received or granted, including related communication such as approvals obtained from managers or business partners (especially in the public sector) and retain all relevant records. In the case of invitations, request a verifiable invoice and keep a copy. Your location's compliance officer may specify further documentation or reporting requirements.

### 02. Taxation

The assessment of whether a benefit or an invitation to a meal or other event is permitted is independent of the way it is treated in terms of taxation, either for Bechtle or the business partner.

You must, however, ensure that we can fulfil all our tax obligations related to gifts, invitations or other benefits. Indeed, benefits to or received from business partners are reviewed on a regular basis as part of payroll and other audits at Bechtle. Be sure to clarify any tax-related questions

surrounding benefits and applicable rules at your location in a timely manner to avoid conflicts.

In Germany, Bechtle generally applies flat-rate taxation for benefits granted to business partners, which exempts the recipient from paying related taxes. However, they must still be informed that the benefit has been properly taxed. On the other hand, when you receive a benefit from a business partner, the expectation is that they also ensure proper taxation in the same way, and you are encouraged to raise this matter with your contact person at the partner's company. Given the associated internal expenses, the Bechtle company should treat a personal benefit as taxable income only in exceptional cases. Typically, this is only considered reasonable when the business partner granting the benefit is based abroad or unable to apply flat-rate tax for other compelling legal reasons. If this is the case, Bechtle will process the applicable payroll tax and social contributions individually. Please speak to your manager before accepting such a benefit.

Please note that local tax laws may impose further requirements. Be sure to talk to your location's accounting team for guidance.

# VIII. Participation in bonus schemes.

The following applies to sales incentives (e.g. bonus payments for achieving certain sales targets) that a business partner may grant to a Bechtle company as opposed to individual employees, and that are also not subsequently distributed to specific individuals. An exception to the latter is only permissible when distribution is indirect and randomised, e.g. through a prize draw.

## 01. Bonus programmes (points for rewards)

Summary: Sales are tied to a manufacturer's or distributor's points system. When we reach a certain threshold, Bechtle employees can claim rewards on behalf of the Bechtle company (not for their personal benefit). These rewards are usually non-IT products.

Participation in such programmes is permitted if the following conditions are met:

- Rewards are taxed by the manufacturer or distributor offering the bonus programme, or the Bechtle company records the reward as business income and ensures that it is taxed accordingly.
- The Bechtle company must document all benefits received under such a programme, including the date, the nature of the reward and its net value, and submit the documentation to Accounting by no later than the end of the calendar year in which the reward was received.
- Rewards may not be given as a direct benefit to employees except as part of a prize draw.
- Rewards must only be used as company assets or customer incentives.

## 02. Free provision of hardware

Summary: A manufacturer or distributor allows a Bechtle company the use of IT products for its business operations at no cost. This may be the case e.g. when Bechtle Purchasing acquires products regularly and receives a subsequent credit from the manufacturer—effectively rendering the products a cost-neutral benefit granted by the manufacturer—or when a manufacturer provides a device for test purposes free of charge without requiring it to be returned.

Participation in such programmes is permitted if the following conditions are met:

- The Bechtle company must document all benefits received under such a programme, including the date, the nature of the reward and its net value, and submit the documentation to Accounting by no later than the end of the calendar year in which the reward was received.
- After they have served their business purpose, products may not be given as a direct benefit to employees except as part of a prize draw.
- Products may not be passed on to individuals or other parties without proper documentation (e.g. a handover agreement).

### 03. Vouchers

Summary: A manufacturer or distributor runs a promotional campaign incentivising sales hikes with the opportunity to earn vouchers. Sellers do not need to register to participate and automatically receive their reward when successful. Typically, these campaigns are geared towards individuals, promising personal benefits for employees.

The same rules for bonus programmes apply here, in particular the rule that forbids benefits granted from business partners to employees directly (see above).

## **Contact**

Martin Knappenberger  
Chief Compliance Officer  
Phone +49 7132 981 4111  
complianceboard@bechtle.com

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## **Bechtle AG**

Bechtle Platz 1, 74172 Neckarsulm, Germany  
Phone +49 7132 981-0  
Fax +49 7132 981-8000  
kontakt@bechtle.com