

Anti-corruption code

In 1992, driven by their passion for children, two friends opened an out-of-school care centre in Nieuwegein called Kinderopvang De Vrije Vogels. Since then, much has changed and many more locations have been added. In October 2018, De Vrije Vogels became BLOS kinderopvang, and in 2025, BLOS kinderopvang changed its name to Basker. Basker, along with its sister organisation BijdeHandjes, is part of one large family: Babilou Family Nederland. In addition to changes within the organisation, the day nursery sector has also become highly professionalised, partly due to the introduction of the Dutch Childcare Act. Despite all the changes, one thing that has not changed since day one is our passion for children and their development!

Babilou Family Nederland is part of the international Babilou Family Group. Babilou Family was founded in 2003 in France by two brothers, Rodolphe and Edouard Carle, to address the shortage of day nursery facilities. Babilou now offers day nursery care for over 50,000 children in 12 countries. With 1,100 locations, 12,000 employees worldwide and a history of steady growth, Babilou Family has become a leading player in day nurseries for 0 to 12-year-olds.

Inhoud

INTRODUCTION	3
Foreword.....	3
Scope 4	
I. PROHIBITION ON BRIBES.....	4
Definition of bribery and corruption.....	4
Definition of influence peddling	5
Criminal penalties for corruption and influence peddling	6
Prohibition on corruption and influence peddling within BFNL.....	6
II. RULES TO BE COMPLIED WITH AND PROHIBITED BEHAVIOUR.....	7
Prohibition on bribes	7
Gifts and invitations.....	7
Donations, gifts, sponsorship and other benefactions.....	8
Lobbying	9
Conflict of interest	10
Recruitment and selection	10
Business Partners	11
Acquisitions, equity investments and joint ventures	12
III. MAINTAINING ACCURATE ADMINISTRATIVE RECORDS	14
IV. COMPLIANCE WITH THE ANTI-CORRUPTION CODE AND SANCTIONS	15
Interpretation and application of the anti-corruption code	15
Whistleblower Procedure.....	15
1.1 Consequences of violation.....	15



INTRODUCTION

Foreword

"The trust that families place in Babilou Family is vital to our mission of supporting children and their parents.

To uphold our commitment to ethical excellence, we have established an anti-corruption code that promotes our core values: respect, integrity, transparency, and fairness.

These values are the basis of our corporate culture and intended to guide our daily actions. They also ensure compliance with internal rules and legal standards, reinforcing our commitment to all stakeholders (children, families, employees, customers, suppliers...).

By supporting this process, you contribute to our journey to become a leader in early childhood education."

Remko Berkel
CEO Babilou Family Netherlands

Christophe Fond
CEO Babilou Family Group



Scope

This anti-corruption code is part of the HR Handbook (hereinafter referred to as the “HR Handbook”) of Babilou Family Netherlands B.V. (hereinafter referred to as “BFNL”). It can be consulted at any time via the knowledge library on MyBFF and the HR Handbook is issued to employees and managers of BFNL as soon as they commence employment. This anti-corruption code applies to all employees, regardless of their position. All employees must comply with all obligations set out in this anti-corruption code. Failure to do so leads to appropriate (disciplinary) action.

Employees are also responsible for ensuring that:

- they comply with the principles set out in this anti-corruption code when selecting their suppliers, customers, service providers, intermediaries and, in general, all contractual partners of BFNL (hereinafter referred to as “Business Partners”); and
- all contracts with Business Partners contain anti-corruption clauses.

This anti-corruption code is not intended to cover all situations employees may encounter. The principles that help employees make the right choices are set out in this anti-corruption code. It is up to everyone to read it carefully, apply the rules, and use their own judgement and common sense when dealing with various situations that may arise.

If employees have doubts or questions, they can contact their direct manager, the compliance officer or the legal department for advice on how to conduct themselves.

All employees must carry out all their activities with integrity and ethically, and must comply with all anti-corruption laws and regulations of the countries in which BFNL operates, such as in particular Dutch laws, including the Dutch Penal Code (Wetboek van Strafrecht), the Money Laundering and Terrorist Financing (Prevention) Act (Wet ter voorkoming van witwassen en financieren van terrorisme, Wwft), as well as all other laws, codes, and regulations prohibiting corruption in France, Germany, the Netherlands, Belgium, Luxembourg, Switzerland, Colombia, Argentina, the United Arab Emirates, India, and Singapore.

I. PROHIBITION ON BRIBES

Definition of bribery and corruption

Corruption refers to a broader form of improper conduct where individuals abuse their power, influence or position for personal gain. It often includes acts such as bribery, fraud, abuse of power and conflict of interest. Corruption can occur in both the public sector (for example, officials of the Dutch GGD Municipal Health Service) and the private sector (for example, company managers). The relevant provisions of the Dutch Penal Code provide for penalisation of corruption and bribery in the public and private sectors.

Bribery is defined in the Netherlands in the Dutch Penal Code. Article 177 of the Dutch Penal Code addresses the offence of bribery of public officials, while Article 328ter of the Dutch Penal Code addresses the offence of private commercial bribery.



Bribery of public officials involves an official requesting, receiving or accepting gifts, pledges, services, favours or other advantages in return for doing or refraining from doing something contrary to his/her duty, or doing or refraining from doing something he/she is legally or officially obliged to do. It is also punishable if a public official offers, promises, or gives these gifts, pledges, services, favours or other advantages to another official to induce that official to do or refrain from doing something contrary to his/her duty, or to do or refrain from doing something he/she is legally or officially obliged to do.

Private commercial bribery relates to bribing persons who are not officials. This includes offering, promising or giving gifts, pledges, services, favours or other advantages to a person to induce them to do or refrain from doing something that is contrary to their duty, or to do or refrain from doing something they are legally or professionally obliged to do.

Bribery is thus defined in Dutch law as unlawfully offering, requesting, promising or receiving gifts, pledges, services, favours or other advantages with the aim of influencing the behaviour of a person, whether a public official or individual in the private sector, in a way contrary to their duty or obligation.

Criminal acts of bribery are punishable.

In practice, the following actions are likely to be labelled as bribery:

- offering a gift or advantage of any kind (gifts, incentives, money, vouchers, etc.) to an official to obtain the administrative approval (for example, a permit) required to open a new day nursery;
- providing an advantage to a GGD inspector to obtain a favourable inspection report;
- choosing a supplier who does not submit the most favourable quotation to BFNL with the aim of receiving a personal benefit (gift, trip, etc.) in return;
- receiving a gift or advantage of any kind from a BFNL customer in exchange for a reduction in the number of day nursery hours to be paid; and
- offering a gift or trip to an employee of a competing company to obtain confidential information about the competitor's position.

Definition of influence peddling

Under Dutch law, the terms corruption, bribery, and influence peddling are often used as synonyms, as they all refer to illicit practices where individuals misuse their function or position for personal gain.

Influence peddling refers to the use of influence or position to obtain awards, jobs, contracts or other favourable decisions from a government agency, governing board or administration. It can relate to both active influence peddling (offering, asking, accepting or handing over advantages) and passive influence peddling (making use of the advantages obtained). Influence peddling can be seen as a broad term that encompasses both bribery and other forms of misuse of influence.

There are three parties involved:

- the person who gives benefits or gifts;



- the person who uses the authority he/she enjoys due to his/her position; and
- the person with decision-making powers (official, GGD, government agency or government administration, etc.).

Although there is no specific law that penalises influence peddling as such, influence peddling that leads to corruption or bribery can be prosecuted based on the aforementioned legal articles, depending on the nature of the acts and the parties involved.

In practice, the following actions are likely to be labelled as influence peddling:

- offering or granting a gift or advantage to someone close to a government official to induce that person to use his/her influence on the official to obtain a permit or licence;
- awarding a job to a relative of a public official so that an administrative sanction procedure against BFNL can be halted; and
- hiring an official as a consultant to help BFNL obtain permission to open a day nursery.

Criminal penalties for corruption and influence peddling

Engaging in bribery or influence peddling can lead to very severe penalties for those involved, both in the Netherlands and abroad.

In the Netherlands, for example, penalties for corruption and bribery are imposed based on the Dutch Criminal Code. The specific penalties can vary depending on the seriousness and circumstances of the case. The following are examples of penalties that may be imposed:

1. Corruption on the part of a public official:

- In cases involving corruption on the part of a public official, a prison sentence of up to six years may be imposed.
- Additionally, a fine may be imposed. The amount of the fine can vary and depends on the severity of the corruption.

2. Corruption in the private sector (bribing private individuals):

- In cases involving corruption in the private sector, a prison sentence of up to four years may be imposed.

Here too, a fine may be imposed, depending on the severity of the corruption.

In addition to these penalties, other measures may also be implemented, such as demanding or reclaiming money and/or goods related to the corruption case, prohibiting certain rights or functions, and making the court's decision public.

Prohibition on corruption and influence peddling within BFNL

Behaviour that can be construed as corruption and influence peddling before entering into an agreement, during its performance and even after it has ended, is strictly prohibited within BFNL. Employees are required to comply with all anti-corruption laws and all rules in this anti-corruption code.



II. RULES TO BE COMPLIED WITH AND PROHIBITED BEHAVIOUR

Prohibition on bribes

Bribes are sums of money requested by public officials to initiate or speed up certain administrative actions (processing of government documents, issuance of permits, etc.).

Bribery is strictly prohibited.

All employees undertake to:

- Cooperate with government agencies and submit precise, accurate, and complete information to them at all times;
- exercise vigilance in their dealings with public officials or representatives of a government body (including local government bodies or Dutch or foreign government organisations) and at all times comply with applicable laws and regulations concerning this; and
- never pay a public official a sum of money (even a small amount) and never offer a public official, directly or indirectly, any advantage that could in any way influence the manner in which he/she exercises his/her authority.

Examples:

An official has asked a BFNL employee to pay him an amount in cash to expedite obtaining administrative approval for opening a day nursery. The employee must refuse to pay the amount and report the matter immediately to his/her managers.

It is also prohibited for an employee to make a cash payment to a public official to expedite the process needed to hire staff from a foreign country.

Gifts and invitations

It is strictly prohibited to offer a gift or any other advantage, or to extend an invitation to a person with the aim of obtaining an advantage or influencing their actions or those of a third party.

It is therefore strictly prohibited to:

- offer or pay a sum of money or a gift voucher to a public official or a Business Partner of BFNL, or to receive a sum of money or gift voucher from a Business Partner;
- offer a gift or invitation to a public official;
- offer a gift or invitation to a person with the aim of improperly obtaining a quid pro quo or influencing that person's decision or that of a third party (an administrative authorisation on behalf of BFNL, etc.);
- request or accept a gift or invitation as a quid pro quo, reward or incentive for awarding a contract or selecting a Business Partner of BFNL; and
- offer or receive a gift or invitation during a tender or during the negotiation of a contract.



In accordance with the above, gifts and invitations may be offered or received up to a maximum annual amount of 150 euros per employee.

In all cases, employees must keep accurate written records of the gifts and invitations they offer and receive.

If they have doubts or questions about gifts and invitations, employees are asked to inform their direct manager, the compliance officer or the legal department.

Examples:

An employee may receive a box of chocolates from parents during the summer party, as this is a gift of reasonable value worth less than 150 euros. The gift must not be given in exchange for an unlawful advantage, such as a reduction in the number of day nursery hours.

A supplier of nappies and hygiene products offered a BFNL employee a luxurious dinner during a procedure that BFNL launched to re-evaluate its nappy suppliers. The employee must refrain from accepting this gift, as it is a gift of significant value, which could induce the employee to favour this supplier over others.

Donations, gifts, sponsorship and other benefactions

BFNL may make donations, particularly to associations. It may also engage in sponsorship activities. Check the reputation of the charity or sponsored organisation in advance.

These donations, gifts and sponsorship activities may in some cases be made/engaged in with the aim of obtaining or offering an unlawful advantage; where this applies, such practices may be classed as corruption.

BFNL therefore expects every employee to adhere to the following rules:

- donations, gifts and sponsorship activities are permitted if they comply with valid laws and regulations within the framework of the procedures applicable within BFNL;
- donations, gifts, sponsorship activities and other benefaction activities may not be made/engaged in to obtain or offer an unlawful advantage or to unlawfully influence a decision;
- donations, gifts, sponsorship activities and other benefaction activities may never be made/engaged in for the benefit of an individual or paid in cash; and
- donations, gifts, sponsorship activities and other benefaction activities must be approved by the legal department and the compliance officer of BFNL and be part of a sponsor arrangement or sponsorship contract in the correct form, validated in accordance with the rules applicable within BFNL.

Examples:

A public official responsible for issuing building fire safety permits, as required for opening a day nursery, asks a BFNL employee to make a donation to his wife's foundation, which specialises in children's education. The employee must refrain from making this donation, which could influence the public official and lead to BFNL receiving undue advantages.



A BFNL employee proposes a form of support for a child protection association. The employee must consult the legal department and the compliance officer of BFNL and prepare a contract in the correct form, which complies with the rules applicable within BFNL. At all events, the contract must not be drawn up to obtain an unlawful advantage for BFNL. To avoid any risk, the employee must ensure that the reputation of the association is checked.

The chairman of a local football club has asked an employee of BFNL to sponsor a youth sports event. He explains that his sister works in the administrative department, which issues the permits needed for accreditation as a day nursery, and that she can help BFNL obtain accreditation. The employee may not accept this proposal, which could inappropriately influence a public official in favour of BFNL.

Lobbying

By lobbying, we mean any activity intended to influence the decisions or guidelines of a government body or institution in favour of a particular cause or expected outcome. More specifically, it is a constructive and transparent contribution to the development of public policy on relevant subjects related to the activities of a company or BFNL. This contribution aims to provide valuable information that may steer the thinking of public decision-makers.

There is sometimes a fine line between lobbying and corruption. While lobbying is permitted, it becomes reprehensible and constitutes corruption when the person engaging in the lobbying activity offers or proposes to offer an advantage to a public official to induce support of legislation or activities that would be beneficial to the lobbyist.

All employees have an obligation to:

- act with integrity and transparency in all dealings with public officials, regardless of the situation or the interest being defended;
- provide reliable information, without attempting to obtain information or decisions by exerting any form of pressure;
- make no attempts to obtain an unlawful advantage or a favourable decision; and
- ensure that advocates/lobbyists conduct their activities in accordance with this anti-corruption code and applicable laws and regulations.

Examples:

A group of parliamentarians has asked BFNL employees to participate in a committee formed for the purpose of addressing the issue of the staff-to-child ratio. Before participating employees must seek permission from the legal department and the compliance officer and ensure that the parliamentarians in this context are not pursuing any inappropriate advantage.

A consultant requests a fee for arranging for BFNL employees to meet the newly appointed Minister of Social Affairs and Employment before employees of competing companies meet him/her. The employees must reject this proposal and refer the matter to their legal department and the compliance officer.



Conflict of interest

'Conflict of interest' refers to any situation where the personal interests of an employee (or those of a legal or natural person with whom they are related or closely connected) conflict with the interests of BFNL.

Personal interests are understood to include interests that may affect or appear to affect the manner in which the employee performs the tasks and responsibilities entrusted to him/her by BFNL.

Such a situation may arise, for example, if an employee:

- acting on behalf of BFNL, negotiates a contract from which he/she or a close family member may derive a personal benefit, directly or through an intermediary;
- has a financial interest in a Business Partner or competitor of BFNL;
- performs a paid activity on behalf of a third party, for example as an employee, consultant, agent, broker, etc.; and
- has a relationship with someone who works for a competitor of BFNL.

As a conflict of interest may be conducive to an act of corruption, it is vital that employees are alert to conflicts of interest.

All employees have an obligation to:

- always prioritise the interests of BFNL and not give precedence to personal, financial or family interests, as this may raise doubts about the employee's integrity;
- notify their manager and, if necessary, the legal department and the compliance officer in writing as soon as possible of any potential or substantiated conflicts of interest; and
- refrain from participating in tasks or assignments entrusted to them that may give rise to a conflict of interest.

Examples:

BFNL has the option of utilising the services of a company specialising in cleaning day nurseries, which is run by the spouse of a BFNL employee. In such a context, however, the employee must report this situation to his/her immediate manager and refrain from personally participating in the selection of the service provider. The decision regarding which service provider will be used must, in that case, be made by other employees.

An employee may not enter into a contract with a company of which he/she is the owner without first notifying the legal department of BFNL and obtaining prior approval.

Recruitment and selection

The recruitment and selection of an employee may constitute an act of corruption if BFNL receives an unlawful advantage from a third party in exchange for recruiting a particular candidate for the purpose of obtaining an advantage or influencing a decision.



Therefore, BFNL expects each employee to refuse the recruitment and selection of an employee if a third party grants any kind of advantage in return, regardless of whether this advantage originates from a public official, a relative of a public official or a private individual.

Examples:

An employee must refuse a customer's request to hire his son as an intern if he does not possess the required competencies. Additionally, he may not offer him a higher remuneration than the amount stipulated in the collective labour agreement, nor may he favour him in exchange for the promise of new contracts.

An employee must refuse to employ the wife of a public official in a day nursery if that recruitment results in an unlawful advantage.

Business Partners

There is a risk of corruption when BFNL, as part of its professional activities, maintains business relationships with various Business Partners. In certain cases, a company may be held legally liable for corruption engaged in by its Business Partner.

In their work, employees deal with a wide range of Business Partners, including suppliers, schools, project developers, intermediaries and customers.

They act in accordance with the internal procedures within BFNL.

All employees undertake to:

- conduct a thorough investigation (due diligence) into the integrity of the Business Partner, tailored to and proportionate to the specific situation (reputation and any ongoing or previous legal proceedings, skills and resources in the required area, ongoing or previous contractual relationships with a public official, etc.); and
- impartially select Business Partners based on predefined, transparent criteria such as quality, service, cost, regulatory compliance, etc.

Every business relationship with a Business Partner must result in a written and signed contract. This contract must contain a clause stating that the contractual partner commits to complying with all applicable regulations.

Payments must always be lawful, comply with the terms of the contract and correspond to an appropriate fee that is proportionate to the service provided. Payments must correspond to services actually rendered (if applicable, subject to reporting) and must always be charged on an invoice.

All documents specific to the activities of the Business Partner (excluding personal data) must be retained, even after the business relationship has ended (contracts, proof of services, invoices, payments, etc.) to facilitate any subsequent audit.

It is prohibited to:

- to make cash payments;



- to make payments to a person other than the one signing the contract;
- to make payments without an accompanying invoice that complies with the content of the contract; and
- to make payments in a country other than where the service is provided, or where BFNL or the Business Partner is established.

Examples:

A local consultant offered to assist BFNL with the administrative formalities involved in setting up day nurseries. He explains that he is the nephew of the alderman of the municipality. The employee must refuse to use his services.

A property developer asks an employee to enrol his son at no charge in a day nursery in exchange for a discount on the construction costs of a new day nursery that has yet to be built. The employee must refuse this offer and refer the matter to the legal department.

A consultant offers to give an employee confidential information about a company that BFNL is considering acquiring in exchange for arranging a place for the consultant's child at a day nursery opposite the consultant's home. The employee must refuse this offer, which constitutes an inappropriate advantage, and report the matter to his/her direct manager.

Acquisitions, equity investments and joint ventures

BFNL is a rapidly growing company. During its ongoing expansion, BFNL acquires other companies. When acquiring companies, acquiring assets related to an entire industry, acquiring shares, entering into mergers or setting up joint ventures, it is necessary to ensure that the relevant Business Partner does not exhibit or has not exhibited blameworthy conduct in the context of the applicable anti-corruption legislation. The applicable legislation in this area must also be complied with.

After completion of acquisitions, BFNL may be held liable under civil, criminal or administrative law, which can lead to significant commercial, financial and also reputational damage.

Therefore, it is important to:

- include an anti-corruption component in due diligence procedures during acquisitions, equity investments and joint ventures;
- gain assurance that the relevant Business Partners comply with applicable anti-corruption laws;
- include anti-corruption clauses in all acquisition contracts; and
- implement BFNL's anti-corruption programme within the company upon conclusion of an acquisition.

Examples:

BFNL is considering acquiring an interest in a company that operates day nurseries. Press releases suggest that the company may have paid bribes to a local municipal health service



(GGD). Employees and consultants working on the acquisition project must ascertain the truth of the allegations, conduct an anti-corruption audit of the company and present the matter to the legal department and the compliance officer before signing an agreement.



III. MAINTAINING ACCURATE ADMINISTRATIVE RECORDS

In this context, the term 'administrative records' refers to all accounting, financial and commercial documents. This includes general ledger accounts, correspondence, summaries, journals and other documents related to financial accounting, finances and trade.

As part of the fight against corruption, it is important that transactions are transparent, fully recorded and documented, and allocated to general ledger accounts that accurately reflect their nature.

For this reason, it is important:

- that no entry in the administrative records of BFNL is unfounded, incorrect, falsified or fictitious. Therefore no attempt may be made to conceal or attempt to conceal a payment made or incurred on behalf of BFNL, or to attempt to reclassify or conceal it in any way whatsoever;
- that the records of BFNL provide a true representation of the transactions carried out and that they are prepared in accordance with the applicable accounting standards and references;
- that all controls and approval procedures established within BFNL are applied;
- to retain documentation demonstrating the appropriateness of the services concerned and the associated payments; and
- that all financial transactions comply with the internal control procedures.



IV. COMPLIANCE WITH THE ANTI-CORRUPTION CODE AND SANCTIONS

Interpretation and application of the anti-corruption code

All employees must read, understand and comply with this anti-corruption code.

The legal department, the compliance officer and the HR department of BFNL will specifically ensure that this information is issued to and observed by the employees.

Any employee who needs assistance regarding the topics covered in this anti-corruption code, and in the event of problems related to application of the code to a specific situation, can contact the legal department, the compliance officer or the HR department, who are responsible for the interpretation of the code.

Whistleblower Procedure

Employees and business relations can use BFNL's whistleblower procedure to report, selflessly and in good faith, behaviours or situations that are in violation of this anti-corruption code.

Although employees can always ask managers to get involved, the whistleblower procedure offers employees better protection in the event of a report. The reports are guaranteed to be confidential. However, use of the whistleblower procedure is optional.

In the event of misconduct, employees can submit a report in the whistleblower portal (<https://www.bkms-system.com/bkwebanon/report/clientInfo?cin=ND54Cp&c=-1&language=dut>) in accordance with the whistleblower procedure of Babilou Family Netherlands B.V. Reports can also be made if there is merely a suspicion of misconduct.

No sanction shall be imposed on an employee who, in good faith and selflessly, reports a violation or suspected violation of the rules of this anti-corruption code.

This whistleblower procedure can be consulted at any time on the website of Babilou Family Netherlands B.V. and on the websites of its subsidiaries.

1.1 Consequences of violation

Failure to comply with the rules in this anti-corruption code can have serious consequences, not only for BFNL, but also for employees and Business Partners.

In the case of BFNL, any behaviour that contravenes the rules set out in this anti-corruption code can not only damage its reputation and affect its operations, but also expose it to the obligation to compensate the damage caused and to criminal prosecution.

This anti-corruption code is an integral part of the HR Handbook, which is applicable to the employment contracts of all employees. Non-compliance with this code may lead to disciplinary measures. The HR Handbook can be found in the knowledge library on MyBFF.



In the case of employees, when justified by the circumstances, non-compliance with the anti-corruption rules as set out in the anti-corruption code may lead to disciplinary action against them, such as a formal warning, suspension and dismissal, as well as personal procedures and proceedings under criminal and/or civil law.

