



BT ANTI-CORRUPTION AND BRIBERY POLICY

I. APPLICATION OF THE POLICY

It is the policy of BT Group PLC and its worldwide affiliates (“BT”) to maintain the highest level of ethical standards in the conduct of its business affairs. The actions and conduct of BT officers, directors and employees (collectively, “BT personnel”), as well as others acting on BT’s behalf, are essential to maintaining these standards. To that end, all BT personnel including agents, consultants and contractors as well as suppliers involved in BT’s international business activities must read, become familiar and comply with this Anti-Corruption and Bribery Policy (the “Policy”), BTs Ethical Code The Way We Work and BTs Gifts and Hospitality policy as well as future updates and other similar materials issued from time to time.

The Policy is to be read in conjunction with the BT Gifts and Hospitality policy which provides guidance and rules on gifts and hospitality given to, and received from, both the public and private sector.

II. COMPLIANCE WITH ANTI-BRIBERY LAWS

The United Kingdom, the United States and many other countries have adopted and enforce laws prohibiting the payment of bribes for the purpose of obtaining or retaining business opportunities in both the public and private sector. To ensure that financial transactions and other activities undertaken on behalf of BT do not violate these anti-bribery laws, BT personnel must review and understand this Policy.

In order for transactions and activities of BT personnel to comply with the law:

1. BT personnel must conduct company business in compliance with the highest professional and ethical standards and with the laws of all countries in which the company does business.
2. The use of company funds for any unlawful, improper or unethical purpose is prohibited. BT personnel may not authorize, promise or give an advantage, tolerate, encourage or make any Prohibited Payments (described below), regardless of amount, for the purpose of obtaining or maintaining company business. This prohibition also applies to indirect contributions, payments or gifts made in any manner, such as through consultants, contractors, sub-contractors, agents, sub-agents, sponsors or sub-sponsors, joint venture partners, advisors, customers, suppliers or other third parties. For purposes of this Policy:
 - “Prohibited Payments” includes any offer, gift or payment, or authorization of an offer, gift or payment, of any money or thing of value to or for the benefit of any Government/Corporate official/director or employee or any other person.
 - “Government official or employee” includes any official or employee of any government of any country or subdivision thereof, (including state-owned companies such as telecommunications or any other utility company that is either in whole or in part controlled by a government) or any official or employee of a public international organization (i.e. the UN, European Commission etc), or any person acting in an official capacity on behalf of such government, state owned company or public international organization, or any political party or official thereof, or any candidate for political office.

3. BT personnel may not, either directly or indirectly, give, or agree to give, offer or receive, any money, gift or thing of value to or from any Government/Corporate official/director or employee or its representative, or to or from any director or manager of any body corporate or any other person or party as an inducement or reward for favorable action or forbearance from action or the exercise of influence.. For the purposes of this Policy, a “representative” includes any person employed by or acting for another, and “party” includes an employer.
4. Other than in extraordinary and exceptional circumstances, no payment to any party or its representative may be made in cash or other than by wire transfer or check to a bank account in such party’s or representative’s name in the country where the party or representative regularly delivers service for BT. All payments must comply with the Retention requirements in BT’s Information Retention Policy.
5. All BT personnel are reminded of BT’s policy on corporate records, which requires as follows:
 - All corporate records for which employees are responsible must accurately reflect and be a fair presentation of the activities they record and reflect the nature and purpose of the activity. No false or inaccurate entries will be made in BT’s records for any reason.
 - Before proceeding with any contract or other arrangement with a prospective agent or consultant, representative or joint venture partner, BT personnel must follow the mandatory process in place for the use of agents which can be found at on BT’s Anti-Corruption and Bribery website and in BT’s standard procurement and contract generation procedures. This process requires due diligence to be conducted and appropriate sign off from Legal and Finance.
6. In conducting business internationally, BT personnel must be aware of and employ special scrutiny in "red flag" situations that create greater risk of non-compliance. These situations include, but are not limited to:
 - Close family, personal or business ties that a prospective agent, representative or joint venture partner may have with government/corporate officials/directors or employees;
 - A history of corruption in the country;
 - Requests for cash payments;
 - Requests for payment to be made in a third country or to a third party, or other unusual payment arrangements;
 - Requests for reimbursements of extraordinary or vague expenses;
 - Over-invoicing or lack of standard invoices; and
 - A refusal by an agent, representative or joint venture partner to certify that it will not take any action in furtherance of a corrupt payment.

In these situations, BT personnel must seek guidance from their legal team representative or by using the designated contacts on the BT Anti-Corruption and Bribery website

7. All BT personnel must report any suspected or actual (whether or not based on personal knowledge) instances of non-compliance with this Policy and must provide all pertinent information to assist in any internal investigation of the relevant circumstances. Reports should

be made to your line manager, your legal team representative or using the designated contacts on the BT Anti-Corruption and Bribery website, or using BT's Confidential Hotline telephone number.

8. Under no circumstances will the reporting of a possible impropriety serve as a basis for retaliatory actions against any employee.