

# Anti-Bribery and Anti-Corruption Policy



# I. Introduction and Purpose

At TELUS International (Cda) Inc. (the “**Company**” or “**TELUS Digital**”), we take pride in being a global leader in ethical business practices. How we work is just as important as what we do. Our goal is to demonstrate the highest level of ethics and integrity in all our dealings with customers, suppliers, governments, and other stakeholders. This is a company-wide priority and a shared responsibility for all Team Members (as the term is defined below), as each one of our actions and decisions affects the Company and its reputation.

To that end, we are committed to complying with all laws and regulations that apply to our business operations anywhere in the world, including all applicable anti-bribery and anti-corruption laws, rules, and regulations of every jurisdiction in which the Company operates, such as the Criminal Code of Canada, Canada’s Corruption of Foreign Public Officials Act, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and other applicable national and local laws and regulations regarding the prevention of bribery and corruption (collectively, “**Anti-Corruption Laws**”).

Bribery and corruption are among the primary obstacles to economic development. They undermine the rule of law, weaken trust in public institutions and challenge democratic principles. TELUS Corporation (“**TELUS**”), our majority shareholder, is a signatory to the United Nations Global Compact, through which it has committed to work against bribery and corruption around

the world. As part of the TELUS family, the Company shares TELUS’ commitment to combat bribery and corruption.

The purpose of this Policy is to support our commitment to ethical business practices and full compliance with Anti-Corruption Laws, as well as assist in the prevention of bribery and corruption in our business dealings. This Policy sets out the rules to follow; actions to be taken to prevent acts of bribery and corruption; information and guidance on how to recognize and deal with bribery and corruption; and what to do when encountering suspicious circumstances. Its goal is to ensure that all Team Members have a clear and consistent understanding of their responsibilities in this area.

You are expected to comply with the principles set out in this Anti-Bribery and Anti-Corruption policy (the “**Policy**”) in respect of all the jurisdictions where the Company operates, even where compliance with this Policy prohibits conduct that may otherwise be permitted by the local law of a particular jurisdiction. If you have any question regarding which Anti-Corruption Laws may apply to you, or about any section of this Policy, please contact your leader (supporting manager) or TELUS Digital Law & Governance [legal@telusdigital.com](mailto:legal@telusdigital.com).

This Policy has been approved by the TELUS Digital Board of Directors and is reviewed annually to ensure it is kept current and relevant for all Team Members.

## II. Scope and Application of this Policy

This Policy applies to all directors, officers, and employees of: (i) the Company, and (ii) its wholly owned or controlled subsidiaries, as well as entities over which the Company has a controlling interest (50% or more voting interest) (“**Team Members**”). All Team Members must comply with this policy and are required to act consistently with this policy when acting on TELUS Digital’s behalf.

Third parties acting on behalf of TELUS Digital including consultants, contractors, suppliers, agents, sponsors, joint venture partners, advisors, and any other party and their respective employees who are working on behalf of TELUS Digital or in TELUS Digital’s name (the “**Third Parties**”), are required to perform their obligations in accordance with the ethical standards set out in the TELUS Corporation Supplier Code of Conduct (“Supplier Code of Conduct”), and in a manner consistent with the principles outlined in this Policy, including by complying with all applicable laws regarding bribery and corruption.

This Policy supplements other related Company policies including the Code of Ethics and Conduct. In the event of any inconsistency between this Policy and any other document (including any work instruction, standard operating procedure, or form), the terms of this Policy prevail.



### III. Position Statement

This Policy has been created to reinforce TELUS Digital's long-standing commitment to integrity in business and its zero-tolerance approach to bribery and corruption. As laid out in the Company's Code of Ethics and Conduct, Team Members are expected to act honestly, comply with the laws and regulations governing TELUS Digital's business, and demonstrate the highest level of ethics and integrity in all dealings with customers and suppliers.

Unlawful or unethical behaviors of any nature, including soliciting, accepting, or paying bribes or other illicit payments or benefits, for any unlawful, improper, or unethical purpose (collectively, "Improper Payment or Benefit Activity") are strictly prohibited. Specifically, Team Members shall not pay, offer, promise, or authorize payment, directly or indirectly, of any gift or thing of value to any person for the purpose of: (i) improperly influencing any act or decision of such person in their professional capacity, (ii) inducing such person to, or rewarding such person for, doing or omitting to do any act in violation of their professional duties or performing improperly any of their professional duties, or (iii) securing any improper advantage or to obtain or retain business. Similarly, Team Members shall not solicit or accept a bribe, kickback, or other benefit or advantage in exchange for, or as a reward for, improperly performing any of their professional duties.

To ensure compliance with Anti-Corruption Laws in all applicable jurisdictions, Team Members are prohibited from undertaking any Improper Payment or Benefit Activity with any person, including, without limitation, foreign or domestic officials, employees of government owned enterprises, or any individual or company conducting business in the private sector. Team Members must avoid any situation where their or another person's judgment might be influenced by, or appear to be influenced by, behavior that may be considered an Improper Payment or Benefit Activity.

All Team Members also must abide by the following key tenets of this Policy in all of their dealings in connection with TELUS Digital's business or on TELUS Digital's behalf:

#### a. Improper Payment or Benefit Activities

##### **Use of Company assets:**

- ☐ The use of the Company's funds, assets, or personnel for any unlawful, improper, or unethical purpose is strictly prohibited;

##### **Bribery:**

- ☐ You may not offer, promise or give, directly or indirectly, any bribe to any person;
- ☐ You may not request or receive a bribe from any third party, such as a kick-back or other similar payment;

### Facilitation Payments:

- You will not make, or instruct others to make, any payments to government officials or anyone else (regardless of the value), to expedite or secure the performance of a routine, non-discretionary action for which no payment is required;
- You will not request or accept payments for activities carried out by you on behalf of the Company for which no payment is required;

### Political Contributions:

- No political contributions are to be made to any political party, candidate for office, or political organization on behalf of, or in the name of, TELUS Digital;

### Charitable Donations:

- You will not make charitable donations or sponsorships with the intention of influencing someone to act improperly or as a reward for having acted improperly;

- All charitable contributions made by or on behalf of the Company must be approved and recorded in accordance with the established approval process and guidelines, and must comply with all applicable laws and this Policy;

### Gifts and Entertainment

- You will not offer, give, or receive any business entertainment, travel expense, gift or other benefit, to or from any person, if the purpose of the gift is to improperly influence the recipient's performance of their duties or to induce or reward any decision related to the Company's business; and
- All gifts, entertainment, or other benefits given to or by any person with whom the Company has a business relationship must comply with the Company's Code of Ethics and Conduct and any applicable rules and regulations.

## b. Improper Payment or Benefit Activities

TELUS Digital expects all Third Parties with whom TELUS Digital does business to perform their obligations in accordance with ethical standards set out in the Supplier Code of Conduct, including complying with all applicable laws regarding bribery and corruption and refraining from engaging in any form of corruption

## c. Books and Records

You must record all payments and other transactions, including gifts and hospitality, in TELUS Digital's official books and records, and all such records must be complete, accurate, recorded in a timely manner, and in compliance with the Company's accounting procedures and internal controls.

## IV. Guidance on Improper Payment or Benefit Activities

### 1. Payment Recipients

Many of the Anti-Corruption Laws that apply to the Company's business make it illegal to bribe any person, including both domestic and foreign government officials as well as entities and individuals in the private sector. As a result, Team Members must not undertake any Improper Payment or Benefit Activity with any person in the public sector or the private sector.

In addition, because public corruption is a heightened concern in many countries, particular care should still be taken when dealing with, entering into agreements with, or hiring government officials. Under applicable Anti-Corruption Laws, a government official includes anyone appointed or elected to a political office as well as candidates for political office and all employees or officers of:

- Governments or government departments, councils, and agencies (including national, regional, and local governments);
- Enterprises owned or controlled by any government or government department or agency (including government-run utility companies); Governments or government departments, councils, and agencies (including national, regional, and local governments);
- Political parties and party officials;
- Public international organizations (generally organizations composed of member states, such as the U.N.).

In addition, anyone acting on behalf of the individuals or entities mentioned above should be treated as a government official under this Policy.

### 2. Bribery

**The direct or indirect giving, offering, demanding, or accepting of bribes to or from any person, government, or entity is strictly prohibited. Local customs do not, under any circumstances, allow for an exception to this requirement.**

A **bribe** is a payment or other benefit:

- That is intended to influence the judgment or conduct of the person who receives the bribe (typically a person in a position of power, authority or trust); and
- That is offered for the purposes of:
  - a. Securing:
    - i. the improper performance or nonperformance of an activity; or an improper business advantage; or
    - ii. an improper business advantage; or
  - b. Rewarding a person for a business advantage that has already been given.



For example, making payments for any of the following purposes would be considered a bribe and therefore violate this Policy:

- ☐ To avoid a fine or tax
- ☐ To influence an official's decision to issue a license or permit;
- ☐ To secure a favorable ruling;
- ☐ To influence the award of a government contract;
- ☐ To ensure a legislator supports preferential legislation; or
- ☐ To convince a government inspector to ignore safety regulation

A bribe is not limited to money and can include anything that has value to the recipient, including things that benefit the recipient's family members or friends. For example, paying for travel expenses of a public official's relative would be of value to that official. In addition to items such as cash and gifts, a bribe could take the form of:

- ☐ Phony jobs or "consulting" relationships where salary or consulting fee payments are made but no service or work was actually performed;
- ☐ Inappropriate or excessive business entertainment;
- ☐ Travel without a legitimate business purpose or involving substantial leisure time;
- ☐ Provision of free services or services below cost;
- ☐ Inappropriate donations to a political party or a charity;
- ☐ Payment or reimbursement of expenses;
- ☐ offer of employment to an individual or their relative;
- ☐ Offer of scholarships to an individual; or
- ☐ Sponsorship of supplier or customer events or teams.

A kickback is also a form of bribery. A kickback is negotiated bribery in which, for example, an agreed upon commission or payment is paid to the bribe-taker in exchange for their assistance in ensuring that a particular contract is awarded to the organization that pays the kickback.

Improper payments or things of value are not always obvious. For examples of "**red flag**" situations that increase the risk that a bribe may be requested or offered, see the **Appendix** to this Policy.





**Example:** You are researching a potential client relationship with a government agency and meeting with its procurement managers. They have not yet invited TELUS Digital to bid on anything, but you are aware that the agency is working on a major procurement that could be very attractive. The procurement director mentions over coffee that his son has just graduated from college and is looking for employment, ideally in the technology industry. He hints that any help you might be able to provide will be remembered when the agency launches its procurement project. Can you do anything for his son? The answer is “no”. Merely offering to assist the official’s son in order to obtain a business advantage is a potential criminal offence, even if you do not actually provide any assistance. You should promptly report the conversation to the Law & Governance Team or file a report through the TELUS Digital Ethics Office.



**Example:** You work within the Company’s procurement area. A contract with a major supplier to the Company is coming up for renewal and the supplier offers you the use of a supplier-owned condo at an upscale ski resort for the weekend. Should you accept? The answer is “no”. This offer could easily be interpreted as an attempt to improperly influence you to make a favorable decision regarding the contract renewal.

### 3. Facilitation Payments

“Facilitation payments” are another specific form of bribery and corruption.

Facilitation payments are typically small, unofficial payments demanded in exchange for providing or “expediting” routine, non-discretionary services to which the would-be payor is legally entitled without having to make such payments. Examples include a TELUS Digital Team Member paying someone to issue routine permits to do business, to process work orders, to provide mail or telephone services, or to expedite shipments through customs, or to carry out any other activity which does not require a fee to be paid, such as booking an appointment.



Facilitation payments are bribes and are strictly prohibited under this Policy, even where they may not be illegal in a particular jurisdiction and even where the amount involved is quite small. By contrast, official government taxes, published fees, and other legally-required charges are not considered facilitation payments.

You must avoid and prevent any activity that might lead to or create the perception that an illegal payment will be made or accepted by TELUS Digital. It can sometimes be difficult to determine if routine governmental or business requests for payment are legitimate or if they are facilitation payment requests. A good rule of thumb is that you should never make a payment to an individual to perform a task or function that is part of their regular job duties unless the local law provides clearly for a payment to be made and such payments are appropriately documented. A simple way to determine whether a payment being requested is lawful is to request an official receipt from the recipient's employer.



**Example:** You will be working outside of your home country and need to get a work visa quickly. The person processing your request at your embassy has said they can speed up the process for a small fee in cash. Is this okay? The answer is “yes” if it is an official fee that the embassy charges for published “fast-track” services. However, if it is a payment made directly to the person processing the request, and such payment is not a legal requirement, then it is a bribe and prohibited. You must first ask for a receipt or other official documentation as proof that the fee is legitimate. If the person won't provide any official documentation for the payment and you are uncertain whether it is legitimate, you should first consult with your leader or the Law & Governance Team.

## 4. Political Contributions

TELUS Digital does not make contributions of any kind, whether monetary or non-monetary, to any political party, candidate for office, or political organization. Team Members, intermediaries, and other third parties are prohibited from making such contributions on TELUS Digital's behalf.

As private citizens, Team Members are free to make personal contributions to causes, candidates or political parties of their choice. However, Team Members will not associate TELUS Digital with their personal political activities. TELUS Digital will not reimburse personal political donations in any form.

## 5. Charitable Donations and Sponsorships

TELUS Digital believes strongly in contributing to the communities in which it does business. To that end, TELUS Digital participates in various community investment program, which provides cash donations, sponsorships and gifts-in-kind to charitable and to not-for-profit community organizations serving local communities.

We recognize, however, that charitable donations and sponsorship may also be used as a form of bribery and corruption, or as a conduit for corrupt payments. For example, a company representative or government official in negotiations with TELUS Digital over a business matter may disclose that they are on the board of a charitable organization and request that a donation be made to that organization; or a charity could be connected to a person with a decision-making function over TELUS Digital's business or a political party whose interests align with TELUS Digital's interests.

As a result, Team Members must ensure that all charitable donations and sponsorships comply with the spirit of this Policy. Specifically, no charitable donations or sponsorships may be made with the intention of influencing someone to act improperly or as a reward for someone having acted improperly.

In addition, all charitable contributions made by or on behalf of TELUS Digital must be approved by the TELUS Digital Chief Corporate Officer and recorded in accordance with the established approval process and guidelines, and must comply with all applicable laws, this Policy, and other related policies.



**Example:** You are a senior leader involved in a bid for a new government contract. Part way through the tender process, you are asked by a government Minister to make a charitable donation. How should you respond? If the Minister is in a position to make a decision regarding TELUS Digital's bid for the government contract, you should not make the donation, since it may be perceived to be a bribe to influence the Minister's decision regarding the award of the contract. You should instead clarify whether the donation request is tied to the tender process. If not, then ask the Minister to forward a written request to TELUS Digital so that TELUS Digital can make a decision in accordance with our policies on charitable donations.

## 6. Gifts and Entertainment

**Team Members shall not authorize, offer, or accept, directly or indirectly, gifts or benefits, to or from any organization or person having business dealings with the Company other than as expressly described in the Code of Ethics and Conduct.**

Reasonable gifts and entertainment are courtesies intended to engender goodwill and positive working relationships among business partners. TELUS Digital does not, however, want to use improper means to obtain business or gain any special advantage in a business relationship, or to create a situation where Team Members or the persons receiving the gift feel a sense of obligation created by accepting the gift.

As a result, no Team Member should offer, give, or receive any gift or other benefit, to or from any person, if the purpose of the gift is to improperly influence the recipient's performance of their duties or to induce or reward any decision related to the Company's business. Any gift or entertainment that could compromise, or appear to compromise, your or the recipient's ability to make objective and fair business decisions is expressly prohibited.

Within these guidelines, Team Members may authorize, offer, or accept hospitality or entertainment, or gift certificate, provided the hospitality, entertainment, or discount is of reasonable value, and is within the limits of responsible and generally accepted business practices. Business meals and entertainment provided to or by external parties must be unsolicited, infrequent with any particular business or person, in good taste, and undertaken for legitimate business reasons, including engendering goodwill. If the provider of the meal or entertainment is not in attendance, it is considered a gift and can only be of nominal value.



As outlined in the Code of Ethics and Conduct, acceptable gifts and benefits for Team Members to authorize, offer, or accept in the normal course of business are typically less than USD\$250.00 or the close equivalent in other currencies and include:

- ☐ Transportation to or from the customer's or supplier's place of business;
- ☐ Hospitality suites;
- ☐ Attendance at local sporting or cultural events;
- ☐ Business lunches or dinners; and
- ☐ Small seasonal holiday gifts or prizes to be used in office draws and raffles.

While the Code of Ethics and Conduct states that something less than \$250.00 may be considered an acceptable value for a gift or benefit, this does not mean that a gift, benefit, or payment must be valued at over \$250.00 to actually be considered a bribe. A bribe does not have a minimum value. Any gift, benefit, or payment intended to influence the judgment or conduct of a person in a position of power, authority, or trust to try to obtain a business advantage is a bribe, even if it is of relatively small value.

You should also keep in mind that in many cases, public officials have to comply with special rules limiting or prohibiting them from receiving gifts or hospitality, as well as invitations to company events. For United States and Canadian officials at the federal, state, provincial and municipal levels, whether elected officials or civil servants, these limits may be well below \$250.00.

Team Members with supplier selection, negotiation, purchasing, or contract management roles within TELUS Digital are subject to more stringent professional purchasing requirements regarding gifts and benefits and maintaining appropriate relationships with suppliers, and should therefore not accept any gifts or benefits from suppliers or potential suppliers without the explicit and written permission of their leader.



**Example:** You will be working outside of your home country and need to get a work visa quickly. The person processing your request at your embassy has said they can speed up the process for a small fee in cash. Is this okay? The answer is “yes” if it is an official fee that the embassy charges for published “fast-track” services. However, if it is a payment made directly to the person processing the request, and such payment is not a legal requirement, then it is a bribe and prohibited. You must first ask for a receipt or other official documentation as proof that the fee is legitimate. If the person won't provide any official documentation for the payment and you are uncertain whether it is legitimate, you should first consult with your leader or the Law & Governance Team.

## V. Dealing with Third Parties

Under many Anti-Corruption Laws, TELUS Digital can be held liable for the actions of its suppliers, intermediaries, or other Third Parties who act for and on behalf of TELUS Digital in the conduct of business dealings with public or private organizations or public officials. As a result, this Policy's prohibition against all Improper Payment or Benefit Activities also applies to indirect payments, contributions, or gifts made or received in any manner on behalf of TELUS Digital by such Third Parties. Further, Team Members must not make a payment to a Third Party if you know or suspect that the Third Party may use or offer all or a portion of the payment directly or indirectly as a Bribe.

TELUS Digital strives to award business to suppliers and other Third Parties who share our values and standards and who comply with all laws applicable to their business operations, including in their relationships with their employees, their communities, and TELUS Digital. In addition, TELUS Digital expects its suppliers to perform their obligations in accordance with the ethical standards set out in the Supplier Code of Conduct, including complying with all applicable Anti-Corruption Laws and refraining from engaging in any form of bribery and corruption.

To that end, before engaging any supplier or other Third Party, Team Members must carry out appropriate due diligence checks. This will include a corruption risk assessment of factors including the country in which the business is to be conducted, the Third Party's potential business partners, and the nature of the proposed project or transaction.

All paperwork and records documenting the due diligence checks and risk assessment must be retained in compliance with the Company's Records Retention Policy and Schedule available online. If you are in any doubt whatsoever about the legitimacy of a proposed Third Party, you should discuss your concerns in accordance with Section IX of this policy ('Guidance and Reporting') before entering into any arrangements with the Third Party.

Finally, for Team Members dealing with Third Parties in their day-to-day operations, the Appendix to this Policy lists some "Red Flags" to watch out for as indicators of potential violations of Anti-Corruption Laws.



## VI. Books and Records

Bribes are often concealed as apparently legitimate payments such as commissions and consulting fees. It is unacceptable and illegal to mischaracterize financial transactions.

Team Members must record all payments and other transactions in the company's books, records, and accounts in a timely manner and in reasonable detail. No undisclosed or unrecorded accounts may be established for any purpose. Team Members also may not obtain or create false or misleading accounting, financial, or other records for any purpose, including to obscure or disguise the true nature of the transaction, and no one may permit or direct other Team Members to do so.

In addition, Team Members must not attempt to circumvent or evade the Company's internal accounting controls for any purpose whatsoever. All payments on behalf of the Company must be appropriately authorized and supported with appropriate documentation. These requirements apply to all transactions regardless of financial materiality.

No payment by TELUS Digital to any Third Parties, or from Third Parties to TELUS Digital, may be made in cash except as outlined in the TELUS Digital Employee Expense Policy. Gifts and hospitality received must be appropriately disclosed and reported to your manager. Further, all payments or benefits made or received must comply with the Company's policies, including the Code of Ethics and Conduct.

## VII. Training and Education

No payment by TELUS Digital to any Third Parties, or from Third Parties to TELUS Digital, may be made in cash except as outlined in the TELUS Digital Employee Expense Policy. Gifts and hospitality received must be appropriately disclosed and reported to your manager. Further, all payments or benefits made or received must comply with the Company's policies, including the Code of Ethics and Conduct.

TELUS Digital provides integrity training on the Code of Ethics and Conduct to all Team Members. This training highlights TELUS Digital's zero tolerance approach to bribery and corruption. All Team Members are expected to complete this training annually

In addition, Team Members from departments identified as higher risk for a potential violation of AntiCorruption Laws, or who have dealings in high-risk jurisdictions or potential for direct or indirect contact with government officials, are required to complete more in-depth training courses. These additional training courses cover the processes and controls intended to mitigate the risk of a potential violation of Anti-Corruption Laws and include topics and scenarios that promote a deeper understanding of the company's expectations of ethical conduct by all Team Members.



## VII. Accountability

At TELUS Digital, we all share responsibility for ensuring that all Company business is conducted in accordance with the terms of this Policy. Each of us is responsible for preventing, detecting, and avoiding any activity that may lead to, or suggest, a breach of this Policy, and for reporting any violation or suspected violation of this Policy.

The Chief Executive Officer and the Senior Leadership Team set the tone at the top providing leadership and support for the Policy and take responsibility for its effectiveness within their business units.

Consequently, all TELUS Digital leaders have the additional responsibility to:

- Promote and maintain a climate in which honest, ethical, and legal business conduct is the norm;
- Encourage open discussion and resolution of all business concerns; and
- Maintain, without compromise, ethical standards in achieving goals and objectives, no matter how important the goal or objective may be.

Business management is responsible for the implementation of this Policy and internal controls related to this Policy within their business units, including communication and training activities to ensure that those reporting to them are made aware of and understand this Policy. Business management is also responsible for monitoring activities to ensure that the internal controls put in place to manage bribery and corruption risk within each business unit are operating effectively.

The Law & Governance Team, as the second line of defense against bribery and corruption and the owner of the TELUS Digital Anti-Bribery and Corruption compliance program, is responsible for the establishment and implementation of the Anti-Bribery and Corruption compliance program, including the development of this Policy and any supporting procedures, guidance, and job aids, as well as training, monitoring, and reporting at the enterprise level and at the level of specific business units. Furthermore, the Law & Governance Team is responsible for ensuring that regular risk assessments of the operation and the effectiveness of the Anti-Bribery and Corruption compliance program are conducted, internally or through a third party, on a periodic basis of not less than once every two years or when there is a significant change in TELUS Digital's business portfolio. The risk assessment should inform the recommendations for specific Anti-Bribery and Corruption compliance audits which may be required.

Internal Audit, as the third line of defense against bribery and corruption, conducts independent assurance reviews across all aspects of TELUS Digital's business, which may include periodic or requested audits on the requirements and internal controls associated with this Policy.

The fourth line of defense against bribery and corruption is the Ethics Office. The Ethics Office is responsible for the Company's independent, third party-supported, whistleblower line as well as for initiating or engaging in investigations of suspected or reported violations of the Code of Ethics and Conduct and this Policy.

The Ethics Office is supported by an Integrity Work Group which includes representatives from business units such as: Risk Management, People and Culture, the Law & Governance Team and the TELUS Digital Security Office. Confirmed breaches and reported violations of this Policy, are reported to the Audit Committee of the TELUS Digital Board on a quarterly basis.

## IX. Guidance and Reporting

Ethical and social norms can vary widely by geography and across cultures. While this Policy provides some examples of bribery and corruption to help Team Members identify what actions and circumstances are to be avoided, such examples are not to be considered a complete list of forbidden conduct.

All Team Members are encouraged to report any conduct that they believe may violate this Policy or any applicable Anti-Corruption Law to their leader (supporting manager) or the Law & Governance Team at [legal@telusdigital.com](mailto:legal@telusdigital.com). In addition, reports may be made through the Ethics Office via the internet at [telus.ethicspoint.com](http://telus.ethicspoint.com) or by telephone at 1-888-2654112 in North America (see website for international dialing instructions). Reports made through the Ethics Office may be made anonymously.

TELUS Digital prohibits retaliation of any kind against any TELUS Digital Team Member who, in good faith, reports a red flag or possible violation of this Policy.

The Law & Governance Team also encourages you to contact them with any general questions you may have on anti-bribery and anti-corruption matters or if you need guidance on how to handle a particular situation. In this way, all of us can work together to address issues and avoid potentially problematic situations for both you and TELUS Digital.



## X. Compliance with this Policy

Failure to comply with this Policy and/or any applicable Anti-Corruption Laws may put both you and TELUS Digital at risk for civil liability or criminal prosecution under U.S., Canadian and/or foreign laws. It may also create a risk of serious harm to TELUS Digital's brand and reputation, or cause TELUS Digital to be "**blacklisted**" and prevented from bidding on government-related contracts, resulting in lost business opportunities. As a result, any Team Member who fails to act in accordance with this Policy will face disciplinary action up to and including termination of employment.

No Team Member or other individual acting on TELUS Digital's behalf will be disciplined or otherwise penalized, formally or informally, for any delay or loss of business resulting from his or her refusal to authorize, pay, or accept a bribe, or to otherwise authorize or do something that is a violation of this Policy. If any Team Member finds themselves in a situation where they are being asked to do something that they believe may violate this Policy, the Team Member should immediately seek guidance from their leader, the Law & Governance Team, or file a report through the Ethics Office. This will assist TELUS Digital in ensuring that a potentially problematic situation is properly handled and will support TELUS Digital's objective of ensuring that the company conducts its business honestly and ethically, in compliance with all applicable laws.

## XI. Policy Review

This Policy will be reviewed annually by the Chief Legal Officer, who will recommend any material amendments to the TELUS Digital Board of Directors for approval. Amendments of a non-material nature may be approved by the Chief Legal Officer.



### Questions?

We look forward to answering any questions you may have on this AntiBribery and Corruption Policy. Please write to us at the Law & Governance Office ([legal@telusdigital.com](mailto:legal@telusdigital.com)).

## Appendix:

### Red Flags for Improper Payment or Benefit Activities

In conducting business, Team Members must be aware of and pay special attention to the following situations which are “red flags” that create greater risk of non-compliance with this Policy and Anti-Corruption Laws:

- TELUS Digital is carrying on business in a region that has a reputation for corruption;
- TELUS Digital is carrying on business in a particular industry that has a history of bribery and corruption problems;
- A Third Party refuses to certify compliance with anti-bribery requirements or refuses to be audited;
- A Third Party does not appear to be qualified to perform the duties for which the Third Party is engaged to assist TELUS Digital ;
- A Third Party has close family, personal, or business ties with a government or corporate official or employee, or works for TELUS Digital and the government or other company at the same time;
- You receive requests for payments that are substantially above the normal rate for work in a particular region or situation, or for payments to be paid in another country, to another person, or in cash or untraceable funds;
- There is heavy reliance by the Third Party on political or government contacts as opposed to knowledgeable staff and the proper investment of time to promote the interests of TELUS Digital;
- You receive requests by a Third Party for reimbursement of vague, undocumented (without receipts) or extraordinary expenses;
- A TELUS Digital representative undertakes to do something for or on behalf of TELUS Digital but claims that no one needs to know the “specifics” or “details” of how that objective will be attained;
- Use of an agent or consultant with a poor reputation or with links to government officials or politicians;
- Unusually large commission payments or commission payments where the agent or consultant does not appear to have provided significant services;
- Unexplained preference for certain contractors or suppliers;
- Requests made by Third Parties or governmental officials that contributions be made to charitable organizations; and
- Multiple intermediaries to provide the required services.