

Vodafone Policies

Anti-Bribery and Corruption



1. Scope:

This policy applies to all Vodafone companies in which Vodafone Group hold an interest of 51%, or more, or management control and to all Vodafone employees, contractors and agents, unless formally agreed otherwise.

2. Purpose:

At Vodafone, we are committed to conducting our business with integrity and transparency. This policy outlines our guiding principles for ensuring compliance with anti-bribery laws and upholding Vodafone's zero-tolerance to bribery and corruption. It aims to provide guidelines to all employees, directors, and third parties acting for or on behalf of the company to prevent any acts of bribery or corruption. By adhering to the guiding principles outlined in this policy, we protect Vodafone from legal, reputational, and commercial risks, and contribute to a fair business environment.

The key areas included in this policy are:

- **Corruption:** the abuse of a position of power to obtain personal gain.
- **Bribery:** giving or receiving, or agreeing to give or receive, an undue reward, which could be financial or any other type of reward, to influence the behaviour of someone in business or government to improperly obtain or retain an advantage
- **Facilitation payments:** unofficial payments to induce officials to perform or expedite routine functions that they are otherwise obliged to perform. These are often paid in addition to a scheduled official fee and usually involve relatively small sums of money.
- **Gifts and hospitality:** a gift is defined as anything of value given to / received from a third party. Hospitality involves an experience or event shared between the provider and recipient for the purpose of corporate relationship building.

3. Policy Statement:

At Vodafone, the way we achieve our business goals is equally as important as the goals we achieve.

Vodafone employees and associates must never directly or indirectly, offer, promise, give, request, receive or agree to receive bribes to act improperly, encourage or reward improper performance. This includes cash or anything of value, including any financial or other advantage or facilitation payments, and applies to dealing with individuals or Public Officials.

The only exception is where an employee's personal safety is at risk. In this case, when a payment under duress is made, the incident must be reported as soon as possible afterwards to the Global Director of Compliance & Business Integrity via email at groupantibribery@vodafone.com.

Guiding Principles

- **Never give or accept bribes:** We have zero tolerance to bribery and corruption, regardless of local custom or practice.
- **Engage with stakeholders and communities responsibly:** We build business relationships through appropriate and transparent gifts and hospitality, sponsorships and charitable contributions.
- **Work with partners that share our values:** We carefully select our third parties to ensure they adhere to high ethical standards.
- **Do not turn a blind eye:** We remain vigilant to bribery and corruption risks and raise any concerns through the appropriate channels.

Alongside our guiding principles, Vodafone employees must follow the requirements listed below.

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Gifts and Hospitality

Gifts or hospitality must never influence business decisions or create the perception of influence. They should be of reasonable value and always comply with local laws.

Vodafone employees must never:

- Solicit or request gifts or hospitality at any time
- Give or accept cash or cash equivalents (including gift vouchers)
- Give or accept gifts or hospitality during contractual negotiations or a tender process or if aware that one is imminent with either a supplier or customer

Employees must ensure approvals are met as outlined in the Anti-Bribery and Corruption Standards before giving or receiving gifts or hospitality.

Political contributions

Vodafone maintains a policy of not contributing financial support to political parties or individual politicians. This includes cash or in-kind contributions and any other form of financial support.

Sponsorships and donations

Sponsorships and donations must be made for legitimate business purposes and never as a means to influence business decisions or gain an unfair advantage.

Monetary charitable donations may only be made through Vodafone Foundation or a local equivalent, unless approved as an exception by the Vodafone Group Foundation Director.

For further guidance please refer to the Anti-Bribery and Corruption Standards.

Interacting with Public Officials

When engaging with Public Officials, it is critical to uphold the highest standards of integrity and transparency, while remaining alert to potential risks of bribery and corruption. Any gifts and hospitality to Public Officials must follow the rules outlined in the Anti-Bribery and Corruption Standards, including obtaining approval from the Group External Affairs Director.

Engaging third parties

To ensure that the third parties we work with adhere to high integrity standards, third parties must only be appointed following the completion of robust and documented due diligence. Additional requirements are in place for high risk third parties, such as External Interest Representatives or other Vodafone Representatives. For further guidance please refer to the Anti-Bribery and Corruption Standards.

Conflicts of Interest

Potential or actual conflicts of interest must be declared and registered. For further guidance please refer to the Conflicts of Interest Standard.

Facilitation Payments

Facilitation payments are illegal and strictly prohibited. Any requests for facilitation payments must be reported to the Global Director of Compliance & Business Integrity, via email at groupantibribery@vodafone.com.

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Books and records All transactions must be bona fide, reflected in Vodafone's books and records accurately, fairly and in reasonable detail and supported by appropriate documentation to enable their verification. Business expenses must never be handed "off the books".

4. Accountabilities and Responsibilities:

It is the responsibility of all our people to think carefully about the implications of decisions in situations that may present a risk of bribery or corruption. If you have concerns or uncertainty relating to the topics in this policy, consult with your line manager or compliance team.

If a breach, or potential breach of this policy arises or is suspected, it must be reported to your compliance team. Alternatively, the Speak Up whistle-blowing hotline can be used.

All Vodafone companies in which Vodafone Group hold an interest of 51%, or more must:

- Formally appoint the Legal Director as the Local Anti-bribery Policy Owner and further appoint a local Anti-bribery Policy Champion
- Establish and implement effective compliance procedures to prevent and detect bribery. These procedures must be proportionate and tailored to the risk of bribery in each operating company and group entity. Specific requirements are outlined in the Anti-bribery and corruption standards.

The Policy Governance Framework sets out more detailed accountabilities and responsibilities.

5. Enforcement:

Vodafone will take appropriate disciplinary action against those who violate this policy, or who fail to report or prevent a violation.

The Policy Governance Framework sets out in more detail the consequences for non-compliance with the policy.