**Foreign Corrupt Practices Act (FCPA) and Anti-Bribery Compliance Policy**

Corporate Policy

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| **Application** | This Policy applies to all AT&T employees, AT&T affiliates, and suppliers who act on AT&T's behalf with non-U.S. government officials. |
| **Purpose** | To provide standards for compliance with the U.S. Foreign Corrupt Practices Act (FCPA) and other anti-bribery laws, regulations and international conventions in countries where AT&T engages in business transactions. |
| **Policy** | As set forth in our Business Code of Conduct, AT&T adheres to the highest standards of business ethics, including support of global anti-bribery initiatives. Accordingly, all employees and suppliers acting on AT&T's behalf with government officials must follow the anti-bribery laws, regulations and international conventions in effect in the countries in which AT&T operates or engages in business transactions.<br><br>**Section 1: Prohibitions**<br><br>An AT&T employee or supplier acting on AT&T's behalf may not, with respect to a non-U.S. government official:<br>• Give, promise, offer, or authorize the payment, directly or indirectly, anything of value to *improperly* obtain or keep business or to secure some other *improper* advantage. Anything of value includes cash, gifts and other forms of hospitality (e.g., meals, entertainment, expenses, etc).<br>• Engage in an *improper* transaction to influence the performance of official duties.<br>• Make a facilitating payment (i.e., a "grease" payment made to expedite a routine government action that the official is already obligated to perform.)<br>• Make unlawful political contributions.<br>• Make charitable contributions with the intent to *improperly* influence any act or decision.<br>• Accept *improper* solicitation demands.<br>• Accept requests for false invoices or for payment of expenses that are unusual, excessive, inadequately described, or otherwise raise ethical questions.<br><br>An AT&T employee, or supplier acting on AT&T's behalf, may not engage in any form of bribery, including commercial bribery. |

## Section 2: Programs and Authorizations

**Gifts & Hospitality:**

AT&T employees, or those acting on behalf of AT&T such as suppliers, may not provide gifts, hospitality or anything of value to a customer, vendor or other non-AT&T person, that is categorized as a non-U.S. government official, including:

- Full-time, part-time or unpaid employees or representatives of a non-U.S. government department or agency, whether in the executive, legislative or judicial branch and whether at the federal (national), state (province) or local level.
- Employees, officials or candidates of a non-U.S. political party.
- Officials of a public international organization, such as the United Nations.
- Officers and employees of a business or enterprise (including a commercial enterprise) that are significantly owned or controlled by a non-U.S. government.

AT&T employees must follow the procedures outlined in the "FCPA and Anti-Bribery Compliance Guidelines" that address reasonable and bona fide expenses involving non-U.S. government officials related to:

- the demonstration, explanation, marketing or promotion of AT&T products and services
- contract performance
- small, low-value, modest gifts or tokens given openly and transparently to reflect esteem and gratitude

**Doing Business with Suppliers:**

Each supplier that acts on AT&T's behalf with a non-U.S. government official must:

- be vetted through an FCPA due diligence process
- certify that it complies with the FCPA, other relevant anti-bribery laws, and this policy
- include an FCPA compliance (aka, Ethical Business Practices) clause in their contract
- not allow work to be subcontracted to another party without AT&T's written approval
- be monitored by AT&T for FCPA and anti-bribery compliance

**Doing Business with Governments:**

Bona fide payments to a government entity, such as payments to the host country's federal treasury, are permissible unless AT&T knows that the payments will actually end up in the hands of an individual government official.

**Mergers & Acquisitions:**

Prospective merger or acquisition targets must be reviewed by AT&T for a history of FCPA and anti-bribery compliance.

Post-acquisition integration activities will include FCPA compliance going forward.

**Books and Records:**

To comply with the books and records provision, AT&T will:

- Keep books and records that, in reasonable detail, accurately reflect the transactions and asset dispositions of the business entity.
- Maintain a system of internal accounting controls, including periodic audits.

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| | **Minority-Owned Affiliates:**<br>AT&T will make a documented, good-faith effort to encourage its minority-owned affiliates to comply with the FCPA.<br><br>**Training, Audits and Risk Assessments:**<br>Criteria will be established to conduct appropriate training, audits and risk assessments of AT&T's FCPA and Anti-Bribery Compliance program.<br><br>**Section 3: Additional Policies and Standards**<br>This policy supports other AT&T policies and statements, including, but not limited to:<br>AT&T's Code of Ethics<br>AT&T's Code of Business Conduct<br>AT&T Principles of Conduct for Suppliers<br><br>**Violations**<br>Violations of this Policy may result in disciplinary action up to and including termination of employment or contract. |
| **Contacts** | Refer questions to AT&T's Global Trade Organization (GTO). Inquiries can be sent to the GTO mailbox: g01271@att.com. Please include FCPA or anti-bribery in the subject line. |