

# Anti-Corruption Policy

January 22, 2021



## PURPOSE AND SUMMARY

The Lumen Anti-Corruption Policy (the “Policy”) outlines appropriate behaviors to ensure compliance with global anti-corruption laws, including the Foreign Corrupt Practices Act, the U.K. Bribery Act, and Brazil’s Law No. 12,846. This policy also focuses on compliance requirements to help ensure accurate reporting of all payments under applicable anti-bribery laws. Lumen prohibits all forms of bribery and corrupt practices, including illegal, unethical, or improper payments, gifts, or inducements to or from any person, third party, competitor, current or prospective customer, vendor, supplier, or any official in the private or public sector.

## SCOPE

For the purposes of this Policy, our “Company” or “Lumen” includes Lumen Technologies, Inc. and its wholly owned subsidiaries and affiliates. This Policy applies to all directors, officers, and employees of Lumen, and its subsidiaries, affiliates and operating segments, wherever incorporated, chartered, organized or located, including related companies, partnerships and joint ventures in which Lumen has a controlling interest. This Policy also applies to any third party who conducts business or acts on the Company’s behalf, whether inside or outside of the United States.

You must comply with all applicable anti-bribery laws globally, including all federal, regional, provincial, state, and local laws and regulations of each country in which we operate. You must also comply with this policy and the Lumen Code of Conduct, which may be more restrictive than some applicable laws. In any case where an applicable law is less restrictive than this Policy, this Policy will control, even if your conduct would otherwise be legal. If you are uncertain what laws apply to you, or if you believe there may be a conflict between different applicable laws, consult the Law Department before proceeding.

## DEFINITIONS

“**Anything of Value**” means anything, regardless of its value, whether tangible or intangible, offered, promised, paid, authorized, or otherwise provided to any person, entity, or Government Personnel. The definition is broadly construed and there is no minimum value. Examples include, but are not limited to, cash or cash equivalents (e.g., gift cards), discounts, gifts, favors, use of materials or equipment, travel and entertainment expenses, employment, charitable donations, and scholarships.

“**Associated Person**” or “**Associated Party**” includes an employee acting in the capacity of an employee, an agent acting in the capacity of an agent, or any other person who performs services directly or indirectly for or on behalf of Lumen when acting in the capacity of performing such services.

“**Bribe**” or “**Bribery**” is the offer, promise, payment or acceptance of anything of value, or any inducement of any kind, intended improperly or illegally influence a decision or outcome, to obtain or retain business, or to obtain an improper advantage.

“**Facilitation payment**” means any payment to Government Personnel to expedite or secure performance of a routine and non-discretionary governmental action or service, such as obtaining an ordinary license or business permit, processing government papers such as travel visas or customs clearance, expediting work orders, or providing telephone, power or water service. Facilitation payments are sometimes referred to as “grease payments.” Lumen’s prohibition on bribery includes a prohibition on facilitation, or “expediting” payments.

“**Government Agency**” means any local, state, provincial, national, federal or foreign government agency, or any other organization run by or owned in whole or in part by any local, state, provincial, national, federal or foreign government agency.

“**Government Personnel**” is broadly defined to include any officer, official, or employee of any government or government entity, department, agency, or instrumentality; and any branch of government (executive, legislative, or judicial) at any level of government (local, state, provincial, national or federal), whether foreign (non-U.S.) or domestic. Examples include, but are not limited to:

- any officer or employee of an organization or entity owned or controlled in whole or in part by a government or Government Agency or entity, including commercial and non-profit organizations (such as a school, college, university, library, or hospital).
- candidates for political office;
- ambassadors and representatives of foreign governments;
- members of any Royal family, or honorary officials;
- union officials;
- judges, legislators, and their staff members;
- representatives and employees of political parties and public international organizations such as the International Red Cross, United Nations, World Bank, World Trade Organization, NATO and FIFA.
- any person acting in an official capacity on behalf of a national, state, or local government entity

The term “**Government Personnel**” also includes relatives of any of the individuals who fit this definition of “**Government Personnel**.”

“**Kickback**” means the giving or accepting of money, gifts, or Anything of Value that is provided in return for favorable treatment, typically involving the facilitation of a transaction or some other benefit.

## **POLICY**

### **I. Lumen Prohibits all Forms of Bribery and Corrupt Transactions.**

We are committed to conducting business ethically, honestly and with integrity. Lumen prohibits bribery and corruption in all forms. Employees have three primary obligations under this Policy:

1. Never offer, promise, authorize, pay or accept a bribe, facilitation payment or kickback.
2. Always accurately reflect transactions in Lumen’s books and records.
3. Ensure third parties who perform services on behalf of Lumen do not offer, promise, pay or accept, a bribe, facilitation payment or kickback.

As a global company, Lumen complies with laws throughout the world combating bribery and corruption, including, but not limited to, the Foreign Corrupt Practices Act of 1977 (the “FCPA”), the U.K. Bribery Act 2010 (the “U.K. Bribery Act”), and Brazil’s Law No. 12,846.

The **FCPA** is a U.S. law that prohibits a U.S. company from promising, offering or giving money or anything of value, directly through its employees or indirectly through agents or intermediaries, to a foreign official to induce that official to violate his/her lawful duty, so that the company or another party can obtain, retain or conduct business. Under the FCPA, a U.S.-based company can be held liable for any illegal payments to foreign officials authorized by employees or agents operating entirely outside the U.S. and without any involvement by personnel located within the U.S.

**Brazil’s Law No. 12,846** establishes a comprehensive system of corporate and individual liability for acts of corruption against Brazilian and foreign public officials or governmental bodies.

The **U.K. Bribery Act** has a wider scope than the FCPA. The law applies to any company which does business in the United Kingdom, such as Lumen, and prohibits bribery in the private sector, as well as the public sector, no matter where in the world the bribery occurs.

#### **Key Points to Remember:**

- Lumen prohibits all forms of bribery and corrupt payments, regardless of whether the transaction involves Government Personnel or a person in the private sector.

- Bribes can include money, gifts, favors, charitable or political contributions, hospitality, and reimbursement of expenses.
- Lumen prohibits kickbacks and facilitation payments.
- Lumen prohibits the facilitation of tax evasion.

## II. Consequences of Bribery and Corruption: Civil and Criminal Penalties

Bribery is a criminal offense, and may result in severe penalties to Lumen, including fines, exclusion from government contracting, forfeiture of property, legal action by competitors, reputational damage, and loss of business. Employees who violate this Policy may be subject to discipline, up to and including termination of employment. Individuals who violate applicable anti-corruption or anti-bribery laws, regulations or international conventions may also be personally liable and subject to civil and criminal fines and/or imprisonment.

## III. What are your Obligations?

### a. Do not accept, offer, or pay a bribe.

Never offer, promise, authorize, pay or accept any facilitation payment, bribe, kickback or Anything of Value to any person, including any Government Personnel or any private individual or entity, either directly, or indirectly through a third party, to secure any contract, benefit, concession or other improper advantage for Lumen. You must avoid any action that creates even the reasonable appearance of a violation of any applicable anti-corruption or anti-bribery laws.

### b. Use business courtesies for a legitimate business purpose.

Our business relationships occasionally involve the offer and acceptance of business courtesies – for example, modest gifts, meals or tokens of appreciation and gratitude, or invitations to sporting events or other social gatherings. These activities can be appropriate and legal but must be reasonable and legitimate and comply with the Lumen [Business Courtesies Policy](#). Before offering or accepting any gift, entertainment, or other business courtesy, ask yourself if the expense is legal, reasonable, and directly related to the business purpose. Note that the offer or acceptance of a business courtesy is **never acceptable**:

- where something is expected in return (i.e. “quid quo pro”), such as where the business courtesy can be construed as a bribe or payoff, or as intended or expected to influence a business decision or an outcome
- where the business courtesy is inappropriate in nature or could embarrass Lumen
- where the business courtesy violates the law, local custom and business practice, or the recipient’s internal policies or ethical standards

Cash or cash equivalents, such as a gift cards or gift certificates of any size, are always prohibited. In addition, business courtesies must never be solicited. For more specific guidance, refer to the Lumen [Business Courtesies Policy](#).

### c. Pre-approval is always required before offering or providing a business courtesy to any Government Personnel.

**You have specific obligations when dealing with Government Personnel.** Before you authorize or offer to extend a business courtesy, or provide any gift or Anything of Value, to Government Personnel, including any local, state, federal or foreign government official, you must first obtain **pre-approval** through the Lumen Government Business Courtesies approval tool, located on the [Corporate Ethics and Compliance](#) site on the Company intranet. If the tool is unavailable, you may contact Corporate Ethics and Compliance directly or through the Integrity Line. Failure to seek pre-approval may result in discipline up to and including termination of employment.

Link: [Lumen Government Business Courtesies Tool](#)

Please note that the offer and acceptance of business courtesies involving Government Personnel is strictly prohibited in any region within Latin America.

Public Policy employees, like all Lumen employees, must generally obtain pre-approval: (1) before offering any business courtesy to Government Personnel, and (2) before making any charitable contribution or sponsorship to an organization or event affiliated with or comprised of Government Personnel. However, Public Policy employees who find themselves in circumstances making it impractical or impossible to obtain pre-approval may offer business courtesies to Government Personnel if the following conditions are met:

- the business courtesy complies with applicable law and the general guidelines for offering business courtesies set forth in Lumen's [Business Courtesies Policy](#);
- as soon as practicable after the business courtesy is provided, the Public Policy employee obtains approval from their next (or higher) level manager through use of the business expense reimbursement process outlined in the [Business Expense Reimbursement Policy](#) applicable to that employee; and
- the employee must provide in the reimbursement request sufficient detail (e.g., name, agency, monetary value of the business courtesy, date and description of the business courtesy provided) to enable the approving supervisor to make an informed decision regarding the request, and to facilitate an audit of such expenses.

Additionally, when such circumstances arise, Public Policy employees must report any business courtesy offered to Government Personnel to the Corporate Ethics and Compliance Department on a quarterly basis.

**d. Do not make or offer to make a facilitation payment.**

"Facilitation" or "grease" payments are illegal under the U.K. Bribery Act and the laws of many countries where we do business and are therefore prohibited. If you are unsure whether a payment is a prohibited "facilitation payment," contact the Law Department or Corporate Ethics and Compliance.

**e. Maintain accurate books and records.**

Lumen's books, records and financial reporting must be complete and accurate. Each employee has a duty to ensure the accuracy of Lumen's books and records within all Lumen business units and for significant business partners working on our behalf. This means:

- all accounting records, invoices, vouchers and other business records must be complete and accurately reported and recorded.
- expense reports must accurately represent your business expenses, and must be maintained in reasonable detail
- no accounts may be kept "off-book" in order to facilitate or conceal improper payments
- each transaction entered into by employees or agents must have proper internal authorization and approval

Never agree to a request for a false invoice or for payment of expenses that are unusual, excessive, inadequately or improperly described, or that raise questions under this Policy or related Lumen guidelines on accounts and recordkeeping. Doing so may lead to discipline up to and including termination of employment as well as civil and criminal liability.

Employees who review paperwork, such as invoices or expenses, for individuals who interact with Government Personnel are Lumen's best chance of detecting improper activity. Be mindful of transactions that, although properly documented, could violate the law. For example, you may notice that, in reviewing a reimbursement request, a meal included a government official. Providing Anything of Value, even a modest meal, may violate anti-corruption laws,

and should be reported if pre-approval was not obtained. In addition, false or misleading entries, or unrecorded payments, must be immediately reported to the Integrity Line.

## IV. Third Party Due Diligence

Applicable anti-bribery laws prohibit corrupt payments made directly by Lumen employees or indirectly through an agent, consultant, partner, or any other third-party representative acting on behalf of the Company. These risks can be minimized if we take the following precautions:

- Carefully choose business partners, agents, consultants, and other third parties only after ensuring proper **due diligence is conducted**.
- Engage Procurement and Ethics and Compliance when engaging agents or other third parties outside of the United States.
- Ensure the Law Department assists in drafting and reviewing all third-party agreements that may involve interactions with government agencies or officials.
- Engage Ethics and Compliance or the Law Department when considering utilizing agents or other third parties in emerging markets.
- Identify and address any “**red flags**” (described in Section IV(b) below) that a proposed third-party relationship may raise.

### a. What kind of due diligence of third parties is required?

The due diligence required will depend on the facts and circumstances of the situation. Not all the steps described below will be necessary for each third-party review. The Corporate Ethics and Compliance Department, in consultation with the Law Department, Corporate Security and/or the business unit, will determine the appropriate steps required in any particular case.

- Collaborate with the Corporate Ethics and Compliance Department to conduct a background check.
- Ensure the written agreement contains appropriate provisions regarding the third party’s duty to comply with applicable anti-corruption laws and Lumen’s right-to-audit for compliance.
- Evaluate the background, experience, and reputation of the business partner or third party.
- Evaluate the business rationale for engaging the third party.
- Obtain the third party’s understanding and agreement to abide by the standards set forth in Lumen’s [Supplier Code of Conduct](#).
- Require third parties to disclose affiliations with Government Personnel.
- Understand the services to be provided, and methods of compensation and payment. Commissions, compensation, reimbursement, and other payments must be customary and reasonable in relation to the services provided and must be properly reflected in the Company’s books and records.

This list is not exhaustive. The key point to remember is that we must diligently assess who we do business with and monitor the relationship to protect Lumen from third-party misconduct and reputational damage.

### b. What are “red flags”?

Under the FCPA, the U.S. Department of Justice has identified certain “red flags” that may indicate an illegal payment by an intermediary. The existence of a red flag means further investigation is warranted in selecting or working with the third party. Examples of red flags include:

- Refusal by the third party to agree in writing to comply with anti-corruption laws.
- The third party lacks qualifications to perform the required services.
- The third party lacks transparency in its books and records.
- Undisclosed sub-agents or sub-contractors who assist in the third-party’s work.

- A close personal or professional affiliation between the third party and Government Personnel or their relatives.
- Poorly documented or questionable requests for reimbursement of expenses.
- Requests for false invoices or other false or misleading documents.
- The third party requests unusual contract terms or payment arrangements, such as cash payments, payments in another country's currency, or payment in a third country or to an offshore bank account.
- The transaction involves a country known for corrupt payments
- The third party's majority shareholders, directors, or officers are government officials, or the third party is suggested by a government official.

If you identify any of the above red flags, immediately contact the Law Department, Corporate Ethics and Compliance, or the Integrity Line.

**c. Risk Management Reviews**

If your job duties involve the negotiation and execution of written agreements with third parties (e.g., suppliers, business partners, consultants, subcontractors), you should ensure that the terms of such agreements – including those terms concerning the third party's obligation to comply with anti-bribery laws – are reviewed and approved by the Law Department. You can seek guidance from the Corporate Ethics and Compliance Department for review of any non-standard contract terms during the negotiation and renewal of, or amendments to, third-party contracts by contacting RM Reviews. [RM.Reviews@Lumen.com](mailto:RM.Reviews@Lumen.com) is a single point of contact that distributes risk issues to subject-matter experts throughout the Company for advice or review.

**d. Annual Certification of Compliance**

As appropriate, Lumen may require third-party representatives to submit to an annual review of their continuing compliance with anti-corruption laws. Lumen may also require third party representatives to complete training courses and annual compliance certifications as part of the Company's Corporate Ethics and Compliance program. For further guidance on monitoring the compliance of third parties, contact the Integrity Line.

**e. Retention of Third Parties**

If you plan to retain a third party to interact with foreign government officials on behalf of Lumen, you must engage the Corporate Ethics and Compliance Department to assist in the evaluation process. The Corporate Ethics and Compliance Department, in consultation with Human Resources and the Law Department, will provide guidance on whether the job duties warrant a more extensive job application, interview or background check.

**f. Zero-Tolerance Policy for Money Laundering and Tax Evasion**

Lumen is committed to full compliance with all global anti-money laundering laws. Money laundering, which is often connected to acts of corruption, is the practice of engaging in financial transactions in order to conceal the identity, source and/or destination of money derived from, or intended to facilitate, a crime. If you encounter any suspicious activity that may indicate possible money laundering, immediately contact the Integrity Line.

Further, Lumen has a zero-tolerance policy for tax evasion and the facilitation of tax evasion by its representatives. Similar to other fraudulent acts such as bribery or money laundering, tax evasion is characterized by dishonesty and concealment.

Lumen may be prosecuted for the acts of third parties acting on its behalf in the facilitation of tax evasion. Pursuant to the U.K. Criminal Finances Act of 2017 ("the UK CFA"), a company may be guilty of a Corporate Criminal Offense of Failure to Prevent the Facilitation of Tax Evasion ("CCO") when an associated person, whether an employee, agent or other third party, knowingly commits a tax evasion facilitation offense when acting for or on behalf of

Lumen. This law applies to all taxes and applies both within the UK and in other countries where Lumen does business.

Examples of relationships with associated parties that should be monitored for tax evasion risks include:

- Business relationships that are conducted in unusual circumstances, e.g.;
  - requests that payments be made to an individual via a “tax haven” (countries which do not subscribe to the Common Reporting Standard and have a low transparency score by the OECD).
  - an ownership structure of a company that appears unusual or excessively complex.
- Companies that have nominee shareholders or shares in bearer form (concealing true ownership);
- Businesses that are cash intensive (e.g., construction businesses);
- Legal persons or arrangements that are personal asset holding vehicles;
- Anonymous transactions (which may include cash);
- A relationship set up in a way that proper controls are not in place, that could, for instance, create the capacity to falsify invoices, claims for tax refunds, bank accounts or other legal or tax documentation;
- Associated companies that did not go through appropriate vetting or diligence procedures.

**If you suspect that a Lumen officer, director or associated party, whether an employee or other third party, may have assisted or is attempting to assist in the facilitation of tax evasion, please immediately contact the Integrity Line. For more information or guidance on tax evasion or the CCO, please contact the Law Department.**

## COMPLIANCE AND SANCTIONS.

Compliance with this Policy is mandatory and subject to audit. Failure to comply with this Policy may be grounds for disciplinary action, up to and including termination. In addition, individuals violating anti-bribery laws may be fined and/or imprisoned as the result of civil enforcement or criminal prosecution.

## REPORTING AND NON-RETALIATION

Lumen employees should, in accordance with local law, report any conduct that they believe to be a violation or apparent violation of this Policy to their manager, [Human Resources](#), the Law Department, a member of their local Compliance Committee, or the Lumen Integrity Line. We will treat all reports as confidential to the best of our ability. Information pertaining to the investigation will be shared on a need-to-know basis only, and in accordance with applicable law. Lumen prohibits retaliation for good faith reports of suspected misconduct.

## RESOURCES AND CONTACT INFORMATION

Questions concerning this Policy may be directed to the Corporate Ethics and Compliance Department through the Lumen Integrity Line using one of the following means:

- E-mail: [IntegrityLine@Lumen.com](mailto:IntegrityLine@Lumen.com)
- Web: <http://www.Lumenintegrityline.com>
- Telephone (U.S.): 1-800-333-8938
- Telephone (non-U.S.): [list](#) of international dialing numbers

Q&As concerning frequently encountered situations and frequently asked questions can be found in the Annex, attached hereto. Additional resources and contact information can be found in the Company's [Code of Conduct](#) and on the [Corporate Ethics and Compliance Department intranet page](#).

## **HR Use Only:**



Effective Date: January 22, 2021  
Supersedes: Policy dated August 1, 2019  
Issued By: Corporate Ethics and Compliance Department  
Applies To: Directors, officers, and employees of Lumen worldwide  
Scope: Global

## ANNEX

This document is intended to address frequently asked questions concerning anti-corruption and anti-bribery laws, including the Foreign Corrupt Practices Act of 1977 (the “FCPA”), the U.K. Bribery Act 2010 (the “U.K. Bribery Act”), Brazil’s Law No. 12,846, and other applicable anti-corruption and anti-bribery laws. It also includes common scenarios involving improper gifts and payments which could trigger these laws. The following questions and answers are intended for general informational purposes only. Please contact the Corporate Ethics and Compliance Department via the Integrity Line if you have any questions concerning these FAQs, our Anti- Corruption Policy, or any related matters.

**Q. Is the value of a gift or meal given to a non-U.S. government official important under the FCPA?**

**A. Yes.** There is no *de minimis* provision under the FCPA or U.K. Bribery Act. These laws prohibit giving “anything of value” (irrespective of value) if it is given to improperly influence a government official’s judgment to obtain or retain business.

**Q. It seems that a global company like Lumen has little, if any, control over third parties with whom we do business, such as business partners or suppliers. How can Lumen be responsible for the acts of these independent businesses under the FCPA?**

**A.** The FCPA prohibits not only direct bribery, but it also prohibits indirect bribery. A company can still be criminally liable under the FCPA if it knows or should have known that a third party will offer or pay a bribe to government officials for the purpose of obtaining or retaining business. The issue is not control over the third-party Lumen does business with, but whether the company knows what that party is doing in order to sell the company’s products or services. If Lumen employees know or even suspect that a business partner or supplier is bribing government officials, and Lumen continues to conduct business with that third party, Lumen is at risk of violating the FCPA. This can be a complex area, so always contact the Corporate Ethics and Compliance Department if a question arises.

**Q. I have been waiting for the approval of a business license for several weeks. Lumen needs this license to begin selling services in a new international market. Can I make a payment to the government agency responsible for reviewing our license application for the purpose of speeding up the review process?**

**A.** No, this is a “facilitation payment” or “grease payment” and is prohibited under Lumen’s Anti-Corruption Policy and many anti-bribery laws, including the U.K. Bribery Act.

**Q: What if I am told that I must make a payment or suffer harm to my personal health or safety?**

**A:** In exigent circumstances (for example, if a situation involves extortion, duress, or immediate threats to personal safety or protection), a facilitation or other payment will not give rise to FCPA liability because those payments are not made with corrupt intent or for the purpose of obtaining or retaining business. If you are forced to make a payment to avoid real threats of violence or harm, the payment must be reported to the Corporate Ethics and Compliance Department as soon as possible. Failure to report such circumstances may result in discipline, up to and including termination.

**Q: What if a payment that facilitates a governmental action is authorized by applicable local laws? Is that a prohibited facilitation payment?**

**A:** An important exception exists for a payment that facilitates a governmental action that is authorized by applicable local laws. For example, a fee that is payable to expedite the regulatory review of our application to provide services in a country that is made in compliance with a published law, regulation or tariff is not considered a “facilitating” or “grease” payment and would therefore be permitted. *Given*

*the very complex rules in this area and in order to avoid any inadvertent non-compliance, you or any employee desiring to make a payment of hit type should first obtain prior written approval for the expenditure from the Corporate Ethics and Compliance Department.*

- Q. I was recently approached by a supplier who offered to give my brother a job, but the supplier made it clear that in return they expect me to use my influence to ensure Lumen continues to do business with them. Is this legal? What should I do?**
- A.** No, this is a violation of corporate policy and anti-bribery laws which prohibit commercial bribery (i.e., bribery between two private parties). Even though the transaction did not involve cash, awarding a job in exchange for the award of business or the continuation of business is considered an *illegal payment* in violation of the law and Lumen policy. You should contact the Corporate Ethics and Compliance Department through the Integrity Line.