



Anti-Corruption Policy

Policy Owner Tom Dailey (Chief Compliance Officer)

Effective Date [Insert Effective Date]

1 POLICY OUTLINE

This policy covers:

- I. Prohibited Behaviors - Bribery and Corrupt Transactions
- II. Consequences of Bribery and Corruption: Civil and Criminal Penalties
- III. Obligations
- IV. Third Party Due Diligence
- V. Compliance and Sanctions
- VI. Reporting and Non-Retaliation

2 APPLICABILITY

The policy applies to all Brightspeed employees, whether full-time, part-time, union-represented, non-represented, or temporary.

3 DEFINITIONS

Term	Definition
“Anything of Value”	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 Brightspeed.
“Bribe” or “Bribery”	The offer, promise, payment, or acceptance of anything of value, or any inducement of any kind, intended to improperly or illegally influence a decision or outcome, to obtain or retain business, or to obtain an improper advantage.
“Facilitation Payment”	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, expediting work orders, or providing telephone, internet access or other service. Brightspeed’s prohibition on bribery includes a prohibition on facilitation, or “expediting” payments.
“Government Agency”	Any local, state, county, federal (or national), 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”	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). This also includes schools, libraries and other non-profit organizations like hospitals. Union officials are also covered, as are the relatives of any of the individuals who fit the “Government Personnel” definition.
“Kickback”	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

4 TOPICS

4.1 Policy Statement

Brightspeed is committed to conducting business ethically, honestly and with integrity. As part of our commitment, Brightspeed prohibits any form of bribery and corruption as part of day-to-day business activities in accordance with all applicable laws that seek to combat bribery and corruption, including the Foreign Corrupt Practices Act of 1977 (“FCPA”).

4.2 Regulatory Requirements

Anti-corruption and anti-bribery laws prohibit a U.S. company from promising, offering or giving money or anything of value, directly through associated persons to a public official to induce that official to violate his/her lawful duty, so that the company or another party can obtain, retain, or conduct business. The same prohibitions apply to actions taken involving foreign officials, as per the FCPA.

As part of our commitment to compliance with anti-bribery laws and regulations, Brightspeed prohibits the following:

- All forms of bribery and corrupt payments, regardless of whether the transaction involves Government Personnel or a person in the private sector;
- The acceptance of what would be considered a “bribe” such as the acceptance of money, gifts, favors, charitable or political contributions, hospitality, and reimbursement of expenses;
- Kickbacks and facilitation payments; and
- The facilitation of tax evasion.

4.2.1 Consequences of Bribery and Corruptions: Civil and Criminal Penalties

Bribery is a criminal offense, and may result in severe penalties to Brightspeed, including fines, exclusion from government contracting, forfeiture of property, legal action by competitors, reputational damage, and loss of business. In addition, under the FCPA, a 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.

Employees who violate this Policy may be subject to disciplinary action up to and including termination of employment, and they may also be **personally** liable and subject to civil and criminal fines and/or imprisonment.

4.3 Employee Obligations

All Brightspeed employees are expected to adhere to the anti-bribery and corruption laws. Consistent with this general requirement, here are some specific policies and obligations to keep in mind and to follow:

4.3.1 NEVER accept, offer, or pay a bribe.

Never offer, promise, authorize, pay, or accept any facilitation payment, bribe, kickback or Anything of Value to anyone, including any Government Personnel or any private company or person. It is a violation of Company policy to directly or indirectly (I.e., through a third party) secure any contract, benefit, concession, or other improper advantage for Brightspeed. You should avoid any action that creates even the appearance of a violation of the anti-corruption or anti-bribery laws.

4.3.2 Use business courtesies ONLY for a legitimate business purpose.

Business relationships occasionally involve the offer or 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, but to be permitted they must be reasonable and comply with the Brightspeed Business Courtesies Policy. And any such courtesy may NOT be extended to any Government Personnel without prior approval (see Section 4.3.3, below).

The offer or acceptance of a business courtesy is ***never acceptable*** in the following circumstances:

- Where something is expected in return (i.e., a “quid quo pro”) -- such situations can be construed as a bribe or payoff, or as an action intended to influence a business decision or outcome
- Where the business courtesy involves cash or cash equivalents (such as gift cards or gift certificates of any size)
- Where the business courtesy violates the law, is inappropriate or could embarrass Brightspeed or the recipient’s internal policies or ethical standards

Before offering or accepting ***any*** gift, entertainment, or other business courtesy determine whether the expense is legal, reasonable, and directly related to a business purpose, and remember that you ***never*** solicit a business courtesy from someone else. For more specific guidance, refer to the Brightspeed Business Courtesies Policy.

4.3.3 Pre-Approval required for Business Courtesies for Government Personnel.

Pre-approval is always required before offering or providing a business courtesy to any Government Personnel. Before you authorize or offer to extend a business courtesy, or provide any gift or Anything of Value, to Government Personnel, you must first obtain *prior written approval* from the Ethics and Compliance Office.

4.3.4 Special Rules for Government Affairs Employees Regarding Business Courtesies extended to Government Personnel.

Brightspeed employees, including Government Affairs employees, must obtain pre-approval before: (1) offering any business courtesy to Government Personnel, and (2) making any charitable contribution or sponsorship to an organization or event affiliated with or comprised of Government Personnel. However, Government Affairs employees who find themselves in circumstances making it impractical or impossible to obtain pre-approval may offer business courtesies of a nominal nature 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 Brightspeed’s Business Courtesies Policy;
- As soon as practicable after the business courtesy is provided, the Government Affairs 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.

Government Affairs employees must track and report all business courtesies offered to Government Personnel to the Ethics and Compliance Office on a quarterly basis.

Similarly, employees involved in government sales and procurement, including SLED, should also track and report all business courtesies offered to Government Personnel to the Ethics and Compliance Office on a quarterly basis.

4.3.5 Maintain accurate books and records.

Every employee has a duty to ensure the accuracy of Brightspeed’s books and records. This means all accounting records, invoices, vouchers, and other business records must be complete and accurately reported and recorded, and each transaction entered by employees or agents must have proper internal authorization and approval.

It is never appropriate to falsify an invoice or expense report, or to ask someone else to do so. Protecting the integrity of Brightspeed's books and records, and the Company's reputation in general, is everyone's responsibility.

4.4 Third Party Due Diligence

Anti-bribery laws prohibit corrupt payments made directly by Brightspeed employees or indirectly through an agent, consultant, partner, or any other third-party representative (collectively, a "Third Party Vendors") acting on behalf of the Company. These risks can be minimized if we take the following precautions:

- Carefully choose Third Party Vendors only after ensuring proper ***due diligence is conducted (see Section 4.4.1, below)***.
- Engage Procurement and Security when engaging any non-U.S. Third-Party Vendor.
- Ensure the Legal Department assists in drafting and reviewing all third-party agreements that may involve interactions with government agencies or officials.
- Identify and address any "***red flags***" (***described in Section 4.4.2 below***) that a proposed third-party relationship may raise.

4.4.1 Due Diligence Requirements

The amount and type of diligence required in retaining a Third-Party Vendor will depend on the facts and circumstances of the situation. Not all the steps described below will be necessary for each Third-Party Vendor review. The Security organization, in consultation with Procurement and the Legal Department, and/or the business unit leadership, will determine the appropriate steps required in a particular case. These include:

- Work with the Security organization to conduct a background check.
- Ensure the written agreement contains appropriate provisions regarding the Third-Party Vendor's duty to comply with applicable anti-corruption laws and Brightspeed'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 agreement to abide by the standards set forth in Brightspeed's Supplier Code of Conduct.
- Require Third Party Vendors 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 and does not replace the exercise of good business judgment.

4.4.2 Red Flags

The U.S. Department of Justice ("DOJ") 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.
- Lack in qualifications to perform the required services.
- Lack in transparency in its Third-Party Vendor's 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.
- A transaction that 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.

Employees are required to immediately contact the Legal Department, Ethics and Compliance Office, or the Ethics and Compliance hotline should they recognize any of the activities listed above.

4.4.3 Risk Management Reviews

Third Party Vendor contracts (e.g., suppliers, consultants, subcontractors), required the terms of such agreements should be reviewed and approved by the Legal Department for compliance with anti-bribery laws. Non-U.S. Third Party Vendor agreements must also be reviewed for compliance with applicable national security law requirements.

4.4.4 Annual Certification of Compliance

Where applicable, Brightspeed may require third-party representatives to submit to an annual review of their continuing compliance with anti-corruption laws. Additional compliance obligations may be considered as the Company deems appropriate.

4.4.5 Zero Tolerance Policy for Money Laundering and Tax Evasion

Brightspeed is committed to full compliance with applicable 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 criminal activity. For additional information, see the Anti-Money Laundering policy.

Brightspeed has zero-tolerance for money laundering as well as tax evasion or the facilitation of tax evasion by any Brightspeed employee or representative of the Company. Similar to other

fraudulent acts such as bribery or money laundering, tax evasion is dishonest and unlawful and will not be condoned.

If you encounter any suspicious activity that may indicate possible money laundering or tax evasion, including activity by a Brightspeed officer, director, or Third-Party Vendor, you should contact the Brightspeed Ethics and Compliance Helpline immediately.

4.5 Compliance

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.

4.6 Reporting and Non-Retaliation

Brightspeed employees should report any conduct that they believe to be a violation or apparent violation of this Policy to their manager, Human Resources, the Legal Department, or the Brightspeed Ethics and Compliance Helpline.

We 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. Brightspeed prohibits retaliation for good faith reports of suspected misconduct.

5 GUIDANCE AND REPORTING FOR ALL EMPLOYEES

Brightspeed is founded on a culture of honest communication and mutual respect. If you have a concern, please reach out to the resource that you are most comfortable with, such as your direct manager, a supervisor that you work with, or the Human Resources ("HR") department. Employees can also open an Ask HR ticket, which is available on the My HR intranet page. Our goal is to empower our employees to have a safe place to report concerns.

Brightspeed provides a dedicated Ethics and Compliance Helpline that gives our employees a secure, trustworthy channel to raise concerns. This anonymous reporting tool is available to all employees, 24 hours a day, 7 days a week.

We do not tolerate retaliation against anyone who, in good faith, reports concerns. Anyone who does retaliate, whether expressly, or subtly, against a team member that expresses a concern faces disciplinary action, up to and including termination.

6 CONTACT INFORMATION

If you have any questions or concerns, you can get in touch with the Ethics and Compliance Office in a variety of ways:

Email:

complianceline@brightspeed.com

Ethics and Compliance Helpline:

Available at [Hyperlink] or by phone at 1-8XX-YYYY [Subject to final confirmation]

Mail:

Brightspeed Headquarters
1120 South Tyron St.
Suite 700
Charlotte, NC 28203

7 RESPONSIBILITIES

- All employees are responsible for understanding and adhering to this policy.
- Leaders are responsible for enforcing this policy within their team.

8 RELATED DOCUMENTS

- Code of Conduct
- Supplier Code of Conduct
- Business Courtesies Policy
- Business Expense Reimbursement Policy

9 POLICY REVISIONS

Brightspeed may change, revoke, or supplement this policy at any time without notice, subject to any applicable laws and Collective Bargaining Agreements.

Policy Owner: Tom Dailey (Chief Compliance Officer)

Last Update: [Insert Last Update Date]