



Corporate Policy: Anti-Bribery Policy	Last Revised: March 2023
Department Owner: Legal - Compliance	Applicable To: All Employees and Company Business Partners

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1.0 PURPOSE

The purpose of this Policy is to ensure compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”) and related laws in the United States and other countries, including the United Kingdom’s Bribery Act of 2010 (“U.K. Bribery Act”). The FCPA and similar laws prohibit the bribery of Foreign Officials and also require U.S. companies to maintain internal accounting controls and keep books and records that accurately reflect all transactions. The U.K. Bribery Act is broader than the FCPA – it criminalizes bribery of “public officials” as well as “private sector counterparty representatives.” It also creates liability for companies for failure to prevent bribery by a person associated with a “relevant commercial organization” with the intent of obtaining or maintaining business or a business advantage for the organization.

This Policy prohibits Charter Communications’ employees, agents, or representatives from giving, paying, promising, offering, or authorizing the payment, directly or indirectly through a third party, of anything of value to any Foreign Official to persuade that official to help Charter, or any other person, obtain or keep business. Similarly, such payments or offers to private parties are also prohibited. This Policy prohibits bribery of any kind.

Any payment or any gift to a Foreign Official violates this Policy unless the Senior Vice President, Litigation or General Counsel has reviewed and approved the payment or gift in advance in accordance with the provisions below.

2.0 SCOPE

This Policy applies to all Charter employees and Business Partners (as defined in [Section 5.0](#) below).

3.0 POLICY

3.1 Anti-Bribery

Charter's employees, contractors, vendors, and agents shall not offer, promise, authorize, or pay a bribe or "anything of value" to a Foreign Official or private party with the intention to obtain or retain business or to secure an improper advantage.

OFFER, PROMISE, AUTHORIZATION, OR PAYMENT OF A BRIBE

Offering, promising, or paying a bribe includes direct and indirect payments, gifts, offers, or promises. Even if the improper payment is not completed, just offering it may violate anti-bribery laws like the FCPA. Likewise, instructing, authorizing, or allowing an employee or a third party to make a prohibited payment on the Company's behalf, ratifying a payment after the fact, or making a payment to a third party knowing or having reason to know that it will likely be given to a government official may violate the FCPA and other anti-bribery laws.

ANYTHING OF VALUE

"Anything of value" is a very broad term. For purposes of this Policy, there is no minimum value and includes:

- cash and cash equivalents (such as gift certificates or gift cards),
- investment opportunities at non-market value,
- discounts on products and services not readily available to the public,
- contracts or other business opportunities awarded to a company in which a Foreign Official holds a beneficial interest,
- use of vehicle or accommodations,
- benefits,
- favors,
- charitable contributions,
- an offer of employment directly or to a relative, and
- anything else of tangible or intangible value.

In certain circumstances, legitimate business expenditures such as gifts, meals, entertainment, and hosted travel or training are permissible under this Policy. See [Section 3.6](#) (Reasonable and Bona Fide Expenses Not Prohibited) for guidance on these expenses. Contact the Senior Vice President, Litigation or General Counsel if you have questions about whether such expenses violate this Policy or anti-bribery laws.

FOREIGN OFFICIAL

For purposes of this Policy, a Foreign Official is defined as:

- any officer or employee of a foreign government or any department, agency, or instrumentality of the foreign government,
- any officer or employee of a public international organization (e.g., the Red Cross, United Nations, or the World Bank),
- any officer or employee of a state-owned or controlled enterprise (e.g., a state-owned telecom operator),
- any person acting in an official capacity for or on behalf of any foreign government or any department, agency or instrumentality thereof, or any public international organization, and
- any political party or official thereof or candidate for political office.

Under this Policy, Foreign Officials also include spouses, dependents, and other immediate family members of Foreign Officials.

In some countries, such as Mexico, the government will own or control many of the companies or institutions doing business in that country. In those situations, officers or employees of those companies or institutions should be considered to be Foreign Officials.

IMPROPER ADVANTAGE

An “improper advantage” is broadly defined to mean an advantage to which the Company is not clearly entitled. An improper advantage includes:

- obtaining or retaining business,
- obtaining preferential treatment,
- securing political, governmental, or business concessions,
- obtaining a reduction in taxes,
- obtaining a favorable court decision,
- a favorable change in how regulations or laws are applied,
- a favorable resolution of a governmental dispute,
- to obtain a license, permit, or other authorization,
- avoiding local rules such as customs or building permit regulations, or
- obtaining confidential information about business opportunities, bids or the activities of competitors.

3.2 Third Party Payments

It is unlawful to allow a third party Business Partner (such as a consultant or contractor) to do what Charter cannot do directly. Therefore, Charter employees shall not encourage, request, or knowingly acquiesce in the payment of a bribe or anything else of value to a Foreign Official forbidden under this Policy by a Business Partner or its employees or agents. For purposes of this Policy, knowledge of a situation also includes conscious disregard, willful blindness, deliberate ignorance, and the absence of appropriate due diligence in selecting and supervising our Business Partners. All Business Partners that may interact with Foreign Officials on Charter’s behalf must be subject to appropriate due diligence and contractual representations. Please contact the legal department before engaging any Business Partner that may interact with Foreign Officials on the Company’s behalf.

3.3 Donations to Foreign Charities and Foreign Political Contribution

Employees shall not make any financial or other type of donation to a charitable organization or a contribution to a political organization at the request or suggestion of a Foreign Official or to an organization affiliated with a Foreign Official without first obtaining approval from the Senior Vice President, Litigation or General Counsel. If a donation or contribution is made, it must be accurately described in the Company's books and records.

3.4 Facilitation Payments

The restrictions in this Policy shall not apply to minor facilitating payments, also sometimes known as "grease" payments -- these are small payments (typically under \$100) made to low-level officials to expedite the performance of non-discretionary tasks, such as routine approvals of business permit applications, processing visa applications, turning on phone or other utility services, etc. Facilitating payments are not unlawful under the U.S. FCPA but are often unlawful under local laws or other foreign bribery laws such as the U.K. Bribery Act. For this reason, facilitating payments are strongly discouraged under this Policy.

If an Employee has made significant and good faith efforts to resist paying a facilitating payment and it is necessary to make such a payment to avoid a serious business disruption, an Employee may make a facilitating payment up to \$100. Any facilitating payment over \$100 requires approval of the Senior Vice President, Litigation.

If a facilitating payment is made in any amount, it must be accurately described in the Company's books and records and the details must also be reported to the Senior Vice President, Litigation.

For the avoidance of doubt, a payment is a facilitating payment if it is small, paid to a low-level official, and paid only where the recipient Foreign Official has no discretion. For example, paying a Foreign Official \$50 to process a properly documented package through customs expeditiously would be a facilitating payment. Paying a Foreign Official \$50 to convince the Foreign Official to overlook a deficiency in the customs paperwork would not be a facilitating payment and could be considered a bribe. Paying a legitimate government expediting fee under an official rule where the payment is made to the government (not an individual Foreign Official) and a receipt is obtained, the payment is neither a facilitating payment nor a bribe.

3.5 Emergency Safety Payments Not Prohibited

The restrictions in this Policy do not apply to situations where an employee is required to make a payment to avoid an imminent and serious risk of physical harm if a payment demand is not met.

In such a situation, the individual should exercise his or her best judgment and contact the Senior Vice President, Litigation or General Counsel as soon as possible to report the incident.

3.6 Reasonable and Bona Fide Expenses Not Prohibited

Employees and Business Partners may incur reasonable and bona fide expenses directly related to the promotion of Charter products or execution of a Charter contract in accordance with the approval requirements set forth below.

Small gifts and promotional items of less than \$50, provided no more than twice to the same recipient (whether a private party or a Foreign Official) in a one-year period, need not be pre-approved.

All other gifts, as well as all entertainment (not including meals, which are discussed below) involving Foreign Officials must be approved in writing, in advance, by the Senior Vice President, Litigation or General Counsel. The following criteria should be observed for a gift or entertainment for a Foreign Official:

- The gift or entertainment should comply with any local laws or business policies that apply to the Foreign Official.
- The gift or entertainment should not be extravagant or lavish and should be unmistakably reasonable.
- Employees should avoid a pattern of providing nominal gifts and entertainment, as it may begin to take on the appearance of bribery. Gifts or entertainment provided more than twice in a one-year period are disfavored and typically will not be approved.
- The gift and entertainment should be customary under the circumstances.
- The gift and entertainment should be transparent and employees should not allow anyone to conceal the facts.
- The gift or entertainment should avoid the appearance of impropriety.
- The expense of the gift or entertainment should be fairly and accurately accounted for in the Company's books and records.

Meals (directly related to the promotion of Charter products or execution of a Charter contract) of less than \$75 per person, provided no more than twice to the same Foreign Official in a one-year period, need not be pre-approved. All other meals for Foreign Officials require prior written approval from the Senior Vice President, Litigation or General Counsel. Meals are reasonable and likely to be approved when they are limited social invitations that do not carry business obligations or present potential for embarrassment.

A copy of the employee's expense report showing the itemized value of all gifts, entertainment, and meals, as well as the names, titles and organizational affiliations of all recipients, must be recorded properly in Charter's books and records.

Payment or reimbursement of all travel and travel-related expenses for Foreign Officials must be approved in writing in advance by the Senior Vice President, Litigation or General Counsel. Travel generally will be approved if there is a business purpose that justifies the expense such as a visit to Company facilities or a product demonstration. The payment and the underlying reason for the visit must be properly documented. The following criteria should be observed for travel expense payment for a Foreign Official:

- Charter cannot pay for any of the travel expenses for family members of the Foreign Officials.
- Any non-business aspect of the travel must be proportionate to the business justification (e.g., side trips, extended hotel stays, or lavish meals or entertainment events are not permitted).
- Charter's travel policies for employees must be observed when airfare expenses for Foreign Officials are to be paid for by the Company.
- Payments to cover expenses should, whenever possible, be paid directly to vendors (e.g., hotels, airlines and car rental companies). If direct payment is not possible, reimbursement should be made only upon the Foreign Official's presentation of receipts for the expenses submitted; no per diem general payments may be made. Whenever possible, reimbursement should be made to the official's government rather than the individual Foreign Official.

3.7 Record-Keeping and Internal Accounting Controls

Charter and its Business Partners shall maintain books and records that accurately reflect each transaction, and maintain a system of internal accounting controls to ensure that all transactions are appropriate and are accurately accounted for.

4.0 ENFORCEMENT

Any employee who knowingly violates this Policy will be subject to appropriate corrective action, up to and including termination. Any employee who is aware of another employee’s violation of this Policy and does not report that violation will also be subject to appropriate corrective action.

Failure to comply with this Policy may result in significant civil and criminal penalties for Charter and for the individuals involved. Individuals may be imprisoned and subjected to substantial fines, which employers may not reimburse. Companies can be fined, often in the tens of millions of dollars or more, and also may suffer other harms such as debarment from government contracting or significant reputational harm.

5.0 GLOSSARY

TERM	TERM DESCRIPTION
Anything of Value	See Section 3.1
Books and Records	Books and Records include all data, digital or on paper, that is used for or part of the bookkeeping and financial accounting of a Company entity. Some specific examples of Books and Records include, but are not limited to, ledgers, sub-ledgers, deposit books, check books, cancelled checks, bank statements, wire transfer instructions, bills, receipts, purchase orders, invoices, expense statements, corporate credit card data, control sheets, and certain records created by customers, suppliers and other third parties and that are maintained by the Company.
Bribe/Bribery	<p>A Bribe is where a person, either directly or indirectly, promises, pays, solicits, requests, agrees to receive or accepts Anything of Value to:</p> <ul style="list-style-type: none"> • another person with the intention to induce that person to perform a function or activity improperly, or to reward a person for the improper performance of a function or activity; • another person, knowing or believing that accepting or requesting anything of value would be an improper performance of a function or activity; • another person, knowing or believing that that person will conceal the request, promise, offer or gift from his employer whilst he is required to disclose this information; or • a Foreign Official to obtain or retain business or an advantage in business. <p>This includes an inducement to do or refrain from doing an act in the conduct of business that is in breach of that person’s duties to his employer, is dishonest, illegal, or a breach of trust.</p>

<p>Business Partner (Third Party)</p>	<p>A Business Partner includes any person or entity with which Charter does business that (i) represents the Company; (ii) acts with discretion on the Company’s behalf; or (iii) acts jointly with the Company. This includes, but may not be limited to, any of the following when they do business with Charter or otherwise act on Charter’s behalf:</p> <ul style="list-style-type: none"> • Consultants • Contractors • Advisors • Sales Agents • Sales Representatives • Intermediaries • Vendors • Suppliers • Distributors or Resellers • Joint Venture Partners • Lobbyists • Transportation or Logistics Providers • Customs Clearing Agents or Freight Forwarders • Brokers
<p>Contribution (Political)</p>	<p>A contribution, financial or in kind, to support a political cause. Financial contributions can include both donations and loans. In- kind contributions tend to be payments in goods or services. In kind contributions can include gifts or loans of property, provision of services, advertising or promotional activities endorsing a political party, purchase of tickets to fundraising events, contributions to research organizations with close associations to a political party, or the release of employees without pay to undertake political campaigning or to stand for office.</p> <p>A political cause may include political parties, election committees, party affiliated organizations, party aligned research bodies, pressure or lobby groups, causes that are politically aligned, party officers, and candidates.</p>
<p>Donation</p>	<p>Payments made without demand or expectation of business return, to registered charitable organizations, solely for the benefit of society, for charitable, education, social welfare, and similar causes.</p>
<p>Entertainment</p>	<p>To entertain a client, customer, or employee when the expenses take place in a clear business setting, or the main purpose of entertainment is the active conduct of business, and you engage in business with the person during the entertainment period. The entertainment must be associated with your trade or business, and directly before or after a substantive business discussion.</p> <p>Entertainment includes any activity generally considered to provide entertainment, amusement, or recreation.</p>

Facilitation Payments	<p>Small payments to expedite or secure the performance of routine governmental action. These payments generally concern non-discretionary actions by a low-level Foreign Official. Examples of facilitation payments would include payments intended to expedite the process to:</p> <ul style="list-style-type: none"> • Obtain routine permits or licenses necessary to conduct business; • Process governmental papers (e.g., visas, work orders); • Provide police protection, mail pickup, and delivery; • Schedule inspections associated with contract performance or related to cross-border transit of goods; or • Provide phone service, power, and water supply.
Foreign Official	See Section 3.1
Gifts	<p>A gift is anything of tangible or intangible value for which the recipient does not pay market value, including transportation, lodging, prizes, promotional items, contributions to a charity or other non-profit organization, the recipient's use of the donor's time, equipment or facilities, discounts, loans, services, favorable terms on any product or service, use of another company's vehicles or vacation facilities, stocks or other securities, participation in stock offerings, and home improvements.</p> <p>Gifts do not include promotional items such as pens and entertainment.</p>
Travel	<p>Travel includes flights, train journeys, car rental, travel by boats or ships, etc. Travel does not include transport of a short distance such as arranging a bus or a taxi to take external clients or employees from one point to another. Accommodation is lodging of any kind including hotels, bed and breakfast establishments, homes, etc.</p>

6.0 CONTACTS

Employees who are aware of a possible violation of this Policy should report it to their manager and the Senior Vice President, Litigation or General Counsel. Employees and non-employees may also file a report on either an anonymous or non-anonymous basis via Charter's [Ethics Line](#) by clicking on the link or calling 1-800-495-0068.

Additional Contacts:

SUBJECT	CONTACT	TELEPHONE	E-MAIL ADDRESS
All Questions	Larry Christopher, Senior Vice President, Litigation	1-314-394-9886	Larry.Christopher@charter.com

7.0 RELATED POLICIES

Charter Code of Conduct