

CODE OF CONDUCT

Why we have a Code of Conduct

Trust is fundamental to everything we do.

Doing what's right means we must always act with integrity to ensure we are trusted by our customers, colleagues, business partners and the communities in which we work.

Our Code of Conduct sets out what we expect from every single person working for and with Vodafone Idea Limited (VIL). It also underlines our responsibilities to our people, partners and shareholders.

The Code of Conduct helps us all make informed decisions.

The VIL Way

The VIL Way sets out our core values for how we work so we can be admired by our customers, shareholders, the people we work with and the communities we work in.

Our Business Principles

Our Business Principles are the foundation for how we do business everywhere we operate and are at the heart of our Code of Conduct.

The Vodafone Idea Limited Way

- Act with SPEED
- Think and Adopt DIGITAL first
- Behaviour will reflect TRUST
- Adopt a BOLD Mindset
- PASSION in everything we do

Our Business Principles

Individual conduct

- We act with honesty, integrity and fairness in our dealings both internally /externally and shall abide by the laws of the land.
- We avoid any contracts that might lead to, or suggest, a conflict of interest between personal activities and the business.
- We shall not offer, give or accept bribes in cash or anything of value, including improper offers of payments or gifts / hospitality to or from employees that might appear to incur an obligation in order to secure gain.
- We pursue mutually beneficial relationships and seek to promote the application of our Business Principles with our business partners and suppliers and shall take decisions in the best interest of the Company, including consideration of Vodafone Idea's brand and reputation.
- We shall deal with others (including each other) in a fair and dignified manner, including being diversity sensitive.
- We shall be responsible to the best of our knowledge, for fair representation and accuracy of information the documents prepared or signed off by us.
- We shall ensure that personal information provided to the organization is factual and accurate including prior work experience, educational qualification, compensation details, etc.
- We shall not use organization time and resources for personal gain
- We shall adhere to Company policies, processes, systems and regulations in letter and spirit.

- We shall secure the physical, financial and intellectual property / assets, interests of the organization by observing the discipline of internal controls.
- We shall highlight to our manager any deviations from stated organization objectives and policies by an individual or a team.
- We shall ensure safe and secure working environment for ourselves and others
- We shall support the larger organization by sharing knowledge, information and resources available in our respective area of influence.
- When we come across or handle confidential data about the Company and personnel, we must maintain confidentiality of information (e.g. acquisition plan, personal details, health record, family, performance, etc.) and share the same only with authorized personnel for legitimate purposes.
- We shall respect and protect the confidential information and intellectual property of the partners and other companies that are provided to us under agreement for specific use and shall pay appropriately for its usage.
- Each one of us shall take prompt action / decision on any report that is received regarding a Value departure / Violation or Code of Conduct

Compliance with the law

- We comply with the provisions of all applicable local laws and international laws (as applicable) with appropriate standards and principles.

Health and safety

- We protect the health, safety and wellbeing of our customers, employees, partners and the communities in which we operate and disclose any information that comes to our knowledge that clearly demonstrates that any of our products or services breach internationally accepted safety standards or guidelines

Financial integrity

- We provide the best possible return for our shareholders over the longer term.
- We base our investment decisions, acquisitions and business relationships on economic criteria but we also take into account social responsibilities and environmental considerations

Public policy

- We voice our opinions on government proposals and other matters that may affect VIL and our stakeholders.
- We do not make gifts or donations to political parties or intervene in political matters or incur expenses on behalf of VIL for any political campaign, political party, political candidate or any of their affiliated organisations.

Communications

- We communicate openly and transparently with all our stakeholders within the bounds of commercial confidentiality.
- We protect confidential information from improper disclosure, and any authorised communication of confidential information should be limited to individuals on a need to know basis and who need it to carry out their work.

Customers

- We value the trust our customers place in us and safeguard the information provided to us.

Employees

- We base relationships with and between employees on respect for individuals and their human rights and do not tolerate child labour.
- We do not accept any form of discrimination, harassment or bullying.

- We pursue equality of opportunity and inclusion for all employees through our employment policies and practices.

Communities and society

- We engage with local communities to help us understand and respond to any concerns they may have, for example in relation to network deployment.
- We always provide our stakeholders with access to correct, relevant and current information and build trust through integrity, transparency, honesty and objectivity.
- We invest in society in a way that makes effective use of our resources, including support for charitable organisations.

Environment

- We commit to protecting the environment.
- We minimise our use of finite resources (such as fuel, energy, water and raw materials) and the release of harmful emissions to the environment (including waste, air emissions and discharges to water).

We seek to improve the environmental performance of the products and services we provide, as well as support those that offer environmental and social benefits to our customers

What is the Code of Conduct?

The Code of Conduct is our central policy document, outlining the requirements that every single person working for and with VIL must comply with, regardless of location.

To ensure that there is a common minimum standard of professional behaviour, there is a need for all employees to be aware of the Code of conduct listing identifiable and non-negotiable set of actions/behaviour applicable to all employees across the company

Who is the Code of Conduct for?

Our Code of Conduct is for everyone working for and with VIL: employees, directors, contractors, subsidiaries, joint ventures and suppliers. We expect our suppliers and business partners to uphold the same standards. This is available with the Compliance team. Each one of us shall commit to the Code of Conduct on joining and at periodic intervals.

What are the consequences of not complying?

There are very serious consequences for not complying with our Code of Conduct. We may take disciplinary action and even dismiss employees' e where necessary.

What does this mean for me?

We expect you to:

- Behave in an ethical manner, take pride in your actions and decisions
- Comply with the principles and rules in our Code of Conduct and fulfil your legal and regulatory obligations
- Understand the VIL Way and apply our Business Principles to your work
- Speak Up if you feel a working practice is not ethical or safe or if it breaches our Code of Conduct.

Following the law

The Code of Conduct broadly covers all of the prevalent laws and regulations. Always be familiar with the relevant laws and regulations that apply where you work. If there is a difference between a legal requirement and our Code, apply the most stringent standard. If in any doubt, contact your line manager, Legal, HR, or Compliance team.

If you are a line manager, you have an important role in ensuring our Code of Conduct is understood and applied by your team. In particular, we expect you to:

- Be a role model for Doing what's right
- Ensure your team members are familiar with the Code and that they understand it
- Hold your team members accountable for complying with the Code.

If you are ever unsure about what to do you should ask yourself:

- Is it legal?
- Does it feel right? Am I being fair and honest?
- Will my action stand the test of time?
- How will I feel about it afterwards?
- How would it look on the front page of the newspaper?
- Could I justify it to my family?

If you answer 'no' or 'I'm not sure' to any of these questions, then you should seek support. You can speak to your line manager or another colleague you trust, they might be able to give you the guidance and advice you need. You can also ask your Compliance team for guidance.

"We act with honesty, integrity and fairness in our dealings both internally and externally."

Speak Up

If you see behaviour at work which you feel may be a breach of our Code of Conduct or seems illegal or unethical or inappropriate acts or violation of process, please report it. You must report any behaviour which you suspect to be unlawful or criminal. This could be bribery, fraud, price fixing or a breach of data privacy.

You must also report abuse of our systems, processes or policies. This could be bullying or harassment, a conflict of interest, danger to the health and safety of employees or the public, potential abuses of human rights or serious environmental issues.

VIL has a non-retaliation policy for when a genuine concern has been reported. No action will be taken against you if you report such concerns, even if there is no proven unlawful conduct of compliance breach.

I am a contractor working on a VIL contract and I have a concern to report. Can I use the external Speak Up line?

A: Yes. The external Speak Up line is for the use of employees and contractors as well as suppliers, business partners, joint venture partners and agents of VIL.

Q: I am concerned that my colleagues will find out if I raise a concern. Will it be kept confidential?

A: Protecting the identity of innocent people is our priority. VIL will not tolerate retaliation against an employee who raises a genuine concern. We will keep what you tell us private and confidential throughout the investigation process, subject to our legal obligations. Anonymous reporting is available in most markets through our external Speak Up line.

Q: What if I report something suspicious that turns out not to be a compliance breach?

A: This is fine as long as your report was made because of a genuine concern unless explicitly proven to be mala-fide

Q: I have a concern about the actions of a colleague. How should I report this?

A: The most important thing is that you report your concern. Ultimately, it doesn't matter which route you choose. If you feel comfortable talking to your line manager, do that. Your line manager is there to support you and can help you choose the correct course of action.

What does this mean for me?

There are three ways to Speak Up:

1 Report it to your line manager:

We know it is not always easy to raise your concerns. To make it easier, we have an open communications policy so we encourage you to discuss any issues or potential issues that concern you with your line manager.

2 Report it to your local HR team:

If it's not appropriate to discuss the issue with your line manager, you should discuss the matter with your local HR team.

3 Report it confidentially to our external Speak Up hotline:

You may want to report your concern to someone who is further removed from the situation. There may be occasions when reporting a concern internally is not appropriate or doesn't feel like the right approach. Everyone working for or with VIL has access to an external reporting mechanism:

What happens next?

The steps below outline what we do when someone raises a concern:

- When you raise a concern, a decision will be made as to which area will progress the matter: Human Resources, FRS or Legal teams
- We will then contact the person raising the concern (this can be done through external Speak Up line by providing an access pin) to ensure we have all the information we need and talk through our next steps

- If we decide to proceed with an investigation, a qualified expert will investigate, keeping the person who raised the concern informed throughout the process
- We will keep transparent and accurate records of all disclosures and subsequent actions.

Preferred contact:

- Your line manager
- HR team

Individual Conduct

Security of our people, property and information

VIL handles vast amounts of information every day. The systems and networks which hold our customers' and employees' data must be secure.

The information we use (whether written or spoken, digital or physical) needs to be protected so that we can be sure of its:

Confidentiality: our information is not disclosed to unauthorised people.

Integrity: our information is accurate, complete and authentic.

Availability: our information is accessible when we need it.

Q: Can I allow my visitor to make his/her own way out of the building?

A: No. Any visitors that you invite onto VIL premises are your responsibility. Supervise your visitors at all times and do not share or loan your access card or resort to tailgating.

Q: A colleague is covering my role while I am on holiday and needs access to the systems I use. It's a lot of hassle to get them a log-in and password, can I just give them mine?

A: No. You should never give your login details to other people. We need to keep accurate records of who has access to our systems. Everyone who has access to our systems must be authorised. Sharing of id's and / or passwords is a violation of code of conduct

Q: I'm working from home and I'm having problems accessing the VIL network. Can I ask my colleague to send me the information I need to my personal email account?

A: No. Information sent to personal email accounts is not protected in the same way as the information on the VIL network. You should never send information to a personal account or upload it onto a personal computer or other device or private cloud services. This amounts to compromise of privacy and confidentiality and violation of code of conduct.

Follow these simple steps to safeguard and protect the information provided to us:

1 Value information and classify it

- C4 VIL Secret: critical information that could affect our share price
- C3 VIL Confidential: sensitive information that will only be shared on a need-to-know basis
- C2 VIL Internal: day-today information that we share with colleagues and authorised third parties
- C1 VIL External: information we share with the public – although this still requires External Communications approval.

2 Clear your desk and lock your screen

- Lock your screen if you leave your computer unattended and ensure classified information is securely stored if you leave your desk
- Switch off your computer at the end of the day and lock laptops away in a secured area
- Clear your desk when you leave for the day
- Store classified information correctly and dispose it of securely when it is no longer needed.

3 Protect your password

- Do not share your password with anyone or write it down
- Do not let your computer 'remember' your passwords
- It is your responsibility to keep your password secure at all times
- Choose passwords that contain at least eight characters with a mixture of upper and lower case letters, numbers and special characters.
- Easy to guess passwords combinations like "company name @ 123" or "month @ year" etc., are strictly prohibited.

4 Think before you click

- Be careful when opening attachments from unknown addresses

- Only use authorised software
- Do not click links which may take you to unsafe websites
- Do not use our systems for anything obscene, indecent, offensive, defamatory, religious fundamentalism, illegal or otherwise inappropriate for the workplace.

5 Protect data at all times

- Always display your ID pass when you are on VIL premises
- Always look after laptops and other work equipment when you are not in the office
- Avoid leaving any documents in printers or photocopiers
- Use 'secure printing'.

"We value the trust our customers place in us and will safeguard the information provided to us."

Preferred contact:

– FRS team

Avoiding conflicts of interest

If you find yourself in a position where your personal and business interests potentially come into conflict, you are required to declare, obtain approval and register these potential conflicts of interests. To help you decide whether you are facing a conflict of interest, imagine you are explaining your actions to friends, a colleague or the media and consider whether you would feel comfortable.

Here are some examples of **actual conflicts of interest**, which must be avoided or immediately resolved:

- Any outside business activity that detracts from your ability to devote appropriate time and attention to your responsibilities within VIL
- Recruiting or managing a relative or partner
- Recruiting an individual due to their significant political connections which you intend to leverage for VIL's benefit
- A personal interest in a supplier, customer or competitor which influences your decisions at work
- Using VIL resources for political activities
- You shall ensure that all people related decision including hiring, allocation of job responsibilities, performance rating, promotion, etc. is free from bias and personal interest.
- You shall not indulge in any action that may be construed as conflict of interest e.g. Insider Trading, Moonlighting, Personal investment in Company partners /Competition etc.
- You shall ensure that all policies dealing with conflict of interest are adhered to e.g. Employment of near relations, Company dealing with friends and relatives, reemployment of Ex-employees etc.

Q: I work part-time in my family business. Do I need to declare an interest?

A: Yes. Even if the business is not related to VIL.

Here are some examples of **potential conflicts of interest**, which are situations that require you to agree a way of ensuring the conflict does not materialise, obtain approval and register the interest:

- Board membership (by yourself or a close relative) of an enterprise customer or supplier
- Part time or any other employment
- Providing consultancy services
- A close relationship with a senior manager of a competitor or supplier
- Working in the same department as your partner or close relative
- A material financial interest (by yourself or a close relative) in a supplier or enterprise customer. If you're unsure if your interest is material consult your local HR team

Preferred contact:

– Your line manager

– Local HR team

Q: A close friend is applying for a job in VIL, is this OK?

A: We encourage you to recommend VIL as a great place to work. However, you must ensure that you are not involved in the recruitment process and the job role in question is not reporting to you and clearly declare your relationship (if any) with the candidate.

What does this mean for me?

We expect you to:

- Act in VIL's best interests, recognising potential conflicts of interest
- Discuss concerns with your line manager and register any potential conflict of interest
- Remove yourself from business areas where you have a personal interest
- Not to make any contributions or incur expenses on behalf of VIL for any political campaign, political party, political candidate or any of their affiliated organisations
- Check with local laws and VIL requirements before making investments.

Tell your local manager and HR team about:

- Any other employment you undertake or board memberships
- Close relationships with people in your reporting chain
- Close relationships with people going through the recruitment or tender process, if you have any influence over the decisions to recruit or award a contract
- Close relationships with people who work for competitors, major customers, suppliers or other business partners. This is particularly important if you have access to sensitive information.

What to do if you see yourself in a situation of potential conflicts of interest:

Step 1 Declare your potential conflict of interest by informing your line manager and HR business partner.

Step 2 Agree how it will be managed and get the approval from your line manager and local HR team.

Step 3 Register the situation online so you and the company are protected.

Gifts and hospitality

VIL supports the reasonable and proportionate giving and receiving of hospitality as part of a normal business relationship. However, VIL prohibits the giving or receiving of any gifts or hospitality that are excessive or improper.

We need to ensure that we are never influenced by, or seek to influence through, the provision of gifts or hospitality. For example, we do not give or receive gifts or hospitality during a tender process or when signing a new deal.

The Gifts and Hospitality Policy Standard outlines the principles we all need to follow, including the requirements for gaining approval and registering items given or received. You should also consult your local travel policy for details of claimable expenses, available on the intranet.

We also have additional approval processes for giving or receiving gifts or hospitality to Public Officials.

“You must always observe local laws and regulations for giving and receiving gifts and hospitality.”

What does this mean for me?

- You should never:
 - give or accept any gifts or hospitality of inappropriate value
 - give or accept any gifts or hospitality during a tender process
 - give or accept any cash or cash equivalent
 - ask for gifts or hospitality
- The giving or receiving of gifts should be rare
- Think about the context of the gift or hospitality: imagine how it might look to someone outside VIL or on the front page of the newspaper

- If the gift or hospitality involves a Public Official, please consult with the Legal / Compliance team as you may need additional approval
- Know and understand the Gifts and Hospitality Policy
- Seek approval and record gifts or hospitality where required by your policy.

Q: I've been invited out to dinner by a potential supplier currently bidding for a new contract or extension of existing one. What should I do?

A: You should decline. It is inappropriate to go for lunch/ dinner or any other hospitality event with a supplier during a tender process or request for proposal process.

Q: I've been sent a high value gift by a supplier and don't want to cause offence by returning it. What should I do?

A: It is important that you notify your line manager and seek guidance from your HR or Legal team. Ideally you should politely refuse and return the gift. If this is not possible then declare the item in the Register and hand it over to HR for donation to charity.

Q: My conveyance costs into the office are expensive. Can I claim some of it back?

A: Normal travel into your place of work can't be reclaimed. There may be exceptions for out of hours working; check your Travel and Expenses policy for more details.

Travel and expenses

You shall be responsible to ensure that official expenses and personal claims e.g. Travel expenses, Medical, LTA, HRA, Vehicle running expenses, etc. shall be factual, correct and within the company rules.

Your local travel and expenses policy sets out the rules you need to follow. It contains all the relevant information, including a list of approved hotels, and instructions on how to use our designated travel agency and how to book online.

Travel and accommodation bookings made through other channels will not be reimbursed unless specifically approved by Execo Lead of the concerned department.

When planning your travel, try to find the right balance between business need, environmental impact, financial cost and your health and well-being.

What does this mean for me?

We expect you to:

- Follow your policy rules on travel and expenses
- Book an appropriate class of travel and a hotel from our pre-approved list
- Have a cost conscious approach and only claim reasonable, actual and necessary expenses incurred for business purposes
- Consider your impact on the environment and use web/video/audio facilities instead of travelling when possible
- Get the appropriate approvals for your expenses
- Provide the right evidence for your expense claims.

Managing our information and documents

Keeping information longer than necessary only increases our need for storage facilities. If there is no business reason or legal requirement for documents to be retained beyond the legal or licensing requirement, they should be destroyed in an environmentally friendly way.

What does this mean for me?

We expect you to:

- Comply with the procedures relevant to you, which are set out in Retention of Documents Policy Standard
- Only keep documents for as long as your local document retention schedule requires.

Q: Can I claim expenses for my partner or spouse to travel with me?

A: Taking your partner, friend or family member on a business trip is not a claimable expense. The only exception is certain international assignments where we do offer support with travel costs.

Q: I think I am going to retain all my documents, in case they are needed in the future. Is that OK?

A: You need to be selective. Some documents do need to be retained for audit, tax or legal purposes. For example, documents relevant to an investigation or litigation should be kept until the investigation or litigation is completely resolved. By contrast, an invitation to a meeting that has already taken place is an example of a document you should destroy.

Preferred contact:
– Your line manager
– Local Legal team

Compliance with the law

Insider dealing

It is illegal for people to profit from insider dealing. This means using information which is not generally available, but which you have access to as a result of your job or business relationships, to influence the purchase or sale of shares or securities resulting in personal gains.

Such information could have an impact on the value of those shares or securities if it was made public. The trading of securities or the manipulation of share prices based on information we may have as result of working for VIL is prohibited.

These rules apply even after you stop working for VIL.

What does this mean for me?

Insider trading results in severe penalties with participants facing either a heavy fine, a prison sentence or both. So please discuss any concerns or queries you have with the Corporate Secretarial team.

We expect you to:

- Not buy, sell or otherwise deal in VIL securities if you have inside information
- Not sell or otherwise deal in any securities of any company if you have inside information
- Not pass inside information to third parties. This is not only a breach of confidentiality but you may also be committing an offence

Q: My friend is thinking about selling some VIL shares in the next few days. I know VIL is due to make an announcement that will have a positive impact on the share price. Is it okay if I drop hints to my friend that he should wait to sell?

A: No. You should never leak information about VIL's business which is not publicly available. Neither should you use inside information to influence the investment decisions of others.

Q: My colleague sent me an email containing information about a competitor which could easily be misinterpreted. What should I do?

A: You should advise your colleague that he/she should not write anything that can be misinterpreted. Anything we write (or say) can be used as legal evidence. In fact, emails are the most common form of legal evidence.

Q: While at a conference, a sales director from another company started talking to me about the economic outlook and what this meant for our data pricing plans for the future. What should I do?

A: Stop the conversation and walk away. You should not discuss any of our pricing or confidential commercial information with any of our competitors.

Competition laws

We believe in free and fair competition and have laws designed to protect it.

These laws forbid arrangements with competitors that affect trading in the market and can apply both to VIL and other organisations.

You should never seek, accept or discuss confidential information with competitors.

Anti-competitive practices can damage our business. You should never encourage customers, suppliers or former employees of competitors to provide information that they should keep confidential.

What does this mean for me?

To ensure that VIL complies fully with competition laws and that we can identify any potential breaches, please follow the three steps below:

1 Have a basic knowledge of how the competition rules apply to you

Here are some examples of anticompetitive practices:

- Sharing sensitive information with competitors (such as prices, costs and sales volumes)
- Agreeing with competitors to fix the price of products or services, including discounts, rebates and commissions
- Agreeing with competitors to divide certain accounts, regions and markets between us
- Agreeing with resellers and distributors to fix the minimum resale price of products or services at retail channels.

2 Always be vigilant in your business dealings with third parties

In particular, remember that:

- Anti-competitive practices include informal agreements and sharing of information with competitors, as well as formal contracts
- It is not always obvious who our competitors are. Some of our suppliers, customers and business partners compete with us in certain markets. In particular, many of our distributors are direct competitors of our own retail channels.

3 If in doubt, ask your local Legal team.

"We comply with the provisions of all applicable laws and adhere to appropriate standards and principles."

Preferred contact:

- Corporate Legal team
- Corporate Compliance team

Bribery and improper payments

The law prohibits bribery in every kind of commercial setting. We are committed to countering all forms of bribery.

A bribe can come in many forms. Facilitation payments and kickbacks are examples of bribery. Giving or accepting gifts and hospitality might also be bribery in certain situations.

Facilitation payments are illegal. VIL will not tolerate them unless an employee's personal safety is at risk, in which case the matter should be reported to your Corporate Legal team as soon as possible.

Many countries prohibit the offering or giving anything of value to Public Officials in order to influence their actions. One of the ways we make sure this does not happen is by not making political donations on behalf of VIL for any political campaign, political party, political candidate or any of their affiliated organisations.

Local ways of working are not an exception to these rules. These rules apply not only to VIL employees but also to anyone authorised to act on behalf of the company or represent it, such as agents, advisors, representatives or intermediaries.

What does this mean for me?

We expect you to:

- Be cautious when giving or receiving gifts or entertainment, especially when a Public Official is involved. See the Gifts and hospitality (refer to page 15) section for more information
- Ensure that all gifts and entertainment are permitted by local law
- Be aware that VIL may be liable for the actions of third parties
- Be aware that even charitable donations can be seen as bribes if payments are made to facilitate a process or secure a commercial advantage
- Refuse to pay facilitation payments
- If in doubt, ask your Compliance team.

Q: I am travelling abroad later this month and need to get a work visa quickly. The person processing my request at the embassy has said that they can speed up the process if I pay a small fee in cash. Is this okay?

A: No. This sounds like a facilitation payment, which is a form of bribery and is illegal. If this payment is a standard or official fee – such as part of a publicly available fast-track service – then it is OK to proceed. However, even then you should consult your Legal department for advice first, as you may be putting yourself and VIL at risk of prosecution.

“You must never offer or accept any form of bribe.”

Global sanctions

The EU, US and various countries have sanctions in place that restrict financial dealings with a large number of entities throughout the world.

VIL must comply with the sanctions applicable in the jurisdiction in which it operates.

We have Sanctions Policy Standard to ensure compliance with applicable sanctions legislation.

What does this mean for me?

- Follow the Sanctions Policy Standard when entering into a relationship, agreement or transaction of any kind
- Ensure that all parties involved in a transaction are screened against the relevant sanction lists
- Consult with your Compliance or Legal team immediately if you are asked to deal with a sanctioned or restricted country, entity or individual.

Q: I am selecting a new supplier, do I need to screen against sanction lists?

A: Yes the on-boarding process would cover this screening.

Q: I have discovered that one of the VIL products that requires an export license does not have one. What shall I do?

A: Contact / report this incident to the Compliance team.

Trade controls

The EU, US and various countries have trade controls in place with the aim of maintaining or restoring international peace and security. These trade controls restrict and control the flow of goods, technology (whether in physical or electronic form), know-how and services from one country to another, to specified entities or for a specific end-use.

We have a Sanctions Policy Standard and supporting programme to ensure compliance when exporting or re-exporting products and technology supplied by third parties or developed by in-house.

What does this mean for me?

- Prior to the export or re-export of any product, technology or service, identify whether such item is a trade controlled item and verify if the country of delivery recipient or end use is subject to trade controls
- Always obtain any necessary export license and authorisation
- If in doubt, contact your Corporate Legal team.

Preferred contact:

- Corporate Compliance team
- Corporate Legal team

Health and safety

We expect everyone at VIL to behave in a safe and responsible manner at all times. We will intervene quickly if health or safety is ever compromised.

It is only through collective responsibility that we can ensure that our products and services are safe for our customers to use.

What does this mean for me?

We expect you to:

- Abide by the Absolute Rules at all times
- Intervene quickly if you see someone behaving unsafely
- Consider how your decisions and actions will affect the health and safety of others
- Never compromise health and safety.

“We protect the health, safety and wellbeing of our customers, employees, partners and the communities in which we operate.”

Q: You are travelling with a new work colleague; you get into a taxi at an airport. As the taxi drives off your colleague has not put their seat belt on, what should you do?

A: Remind them of the Absolute Rule and why it is important for their safety. Ensure they fasten their seat belt.

Q: I often think when I walk through the office that I see things that are potentially dangerous, I don't mean things that are likely to kill someone but could easily cause injury. I am not sure if I have the authority to stop people and tell them what they are doing is dangerous?

A: Everyone in VIL has the authority to intervene and stop something that is dangerous. The person may not realise that it is dangerous until you point it out. In general, if it looks dangerous it probably is.

Absolute Rules

Always wear your seatbelt while driving and ensure that all other passengers wear seat belts - in front and rear seats.

NEVER exceed Speed limits while riding / driving.

Always wear a full faced ISI helmet while riding a two wheeler and ensure that pillion rider wears it too.

NEVER use mobile phone including hands-free, bluetooth, speaker phone, etc. while driving / riding.

NEVER work / drive / ride under the influence of alcohol or illegal substance.

NEVER carry out work on electrical equipment, circuits and gear unless you are qualified.

While working at height always ensure training, wear protective gear, attach a safety harness and use fall protection equipment.

NEVER undertake any street or underground work activities unless competent to do so.

Reflective wear must be worn by both persons on a two wheeler while travelling for work.

Preferred contact:

- Health and Safety team
- Your line manager

Financial Integrity

We base our investment decisions, acquisitions and business relationships on economic criteria but will also take into account social and environmental considerations.

Financial Integrity

You should only ever spend company money where there is a legitimate business need and where the cost is worth the benefit. You should know the local expenditure limits and financial policies which directly apply to your role.

Our managers have an extra duty to ensure that their teams manage budgets well and spend company money carefully. See the 'Committing to contracts and expenditure' section for more information about approvals and sign off.

When assessing value for money, it is important to consider: quality, service, reliability and sustainability, to comply with our Code of Ethical Purchasing and any terms and conditions.

What does this mean for me?

We expect you to:

- Understand and apply the finance and expense policies that are relevant to your role
- Strive to find the best value when spending company money
- Understand when you can and when you can't commit VIL's funds
- Purchase goods and services only through our registered suppliers.

Q: I think my colleague is regularly claiming taxi fares for working after hours but actually takes public transport home. What should I do?

A: You should speak to your line manager in the first instance. Alternatively, follow the Speak Up mechanism if you feel it is more appropriate.

"We provide the best possible return for our shareholders over the longer term."

Committing to contracts and expenditure

You must not commit VIL to a contract or incur expenses without appropriate authorisation.

VIL needs legally binding contracts, with agreed terms and conditions before it commits its resources. Without these agreements VIL is open to financial, commercial, tax and legal risks.

The Delegation of Authority (DoA) shows what level of authority you need before you can commit VIL to a contract or expense. Everyone is expected to understand how the Delegation of Authority rules apply to their work.

What does this mean for me?

We expect you to commit VIL only where you:

- Are authorised to do so in accordance with your local approval process
- Have sought legal and other relevant advice where appropriate
- Have carefully reviewed the contract, understood its terms and decided that entering into it is in VIL's best interests.

Operating a responsible supply chain

We base all of our procurement on our Code of Ethical Purchasing. We do this to responsibly manage the wider impact our business has on communities, society and the environment.

We also expect our supplies and contractors to act responsibly. We work closely with each of them to make sure they follow our requirements in their operations and supply chains.

Q: I have the power of attorney to sign a contract in my local market, which is higher than the allowance I have in the Delegation of Authority. Can I sign the contract as I have power of attorney, even if it's not aligned with Delegation of Authority?

A: No. You have to comply with both the Delegation of Authority and your Power of Attorney. Ideally both should be consistent.

Q: I have a supplier that I suspect has breached the Code of Ethical Purchasing. What should I do?

A: You should report this to your Supply Chain team immediately. Alternatively, follow the Speak Up mechanism if you feel it is more appropriate.

Q: Where will I find out the details of my Delegation of Authority limits?

A: You will find the Delegation of Authority on our intranet.

Preferred contact:

- Your line manager
- Corporate Legal team
- Supply Chain team

Protecting our brand and other assets

Our brand

We have one of the most valuable brands. We must protect this valuable asset by using it consistently.

You can help protect the VIL brand by following our brand guidelines and the Brand and Marketing Communications Policy Standard.

This will help ensure that our brand is well managed, protected and builds trust, loyalty and admiration.

What does this mean for me?

You are expected to:

- Comply with our brand guidelines and Brand and Marketing Communications Policy Standard
- Report any suspected misuse of trademarks, logos or other VIL IPR including counterfeit goods
- Not allow any third parties to use the VIL brand or logo without discussing it first with your local Legal team.

Intellectual Property Rights (IPR)

Our IPR is a valuable asset which differentiates us from our competitors. If we fail to protect and record this IPR, we lose the asset. We obtain patents to protect our ideas including technological advances, new products and services. Each of us is responsible for ensuring we manage our IPR and prevent its unauthorised use. It is equally important that we respect the IPR of others.

It is a further responsibility that we put in place the correct legal frameworks with our partners and suppliers that support our business objectives and effectively manage the benefits and risks.

What does this mean for me?

You are expected to:

- When creating or commissioning products or services, ensure new ideas are protected with patents
- Not disclose new ideas or projects externally before protecting the relevant IPR
- Immediately pass all IPR related queries to your Legal team.

Physical assets

Keep VIL property safe and secure at all times. Do not use VIL property for personal activities, unless it has been authorised.

If VIL equipment (including passwords, account details or other data) is lost or stolen, you should report it to your local Corporate Security team.

Q: Sometimes I see products bearing the company logo on a stall at my local market. I think they are counterfeit. Do I need to let someone know?

A: Yes. You should report your concerns to your Compliance / Legal team and send as much information as possible. It is important that we protect our brand and reputation. You may be asked to purchase an example of the item to help the investigation.

Q: In my team we discuss extensions for existing products and services but have not found a place to capture our ideas. Does such a place exist?

A: Yes – an ideation tool is on the intranet which makes it very simple to share an idea, a new concept or a proposition.

Q: I'm not sure whether an idea I've had might be worth something. Can I discuss it with our suppliers to get their views?

A: No. You should initially discuss the idea with your team. If you want further input, please contact your Legal / Compliance team.

Preferred contact:

- Corporate Legal team
- Corporate Compliance team

Public policy

We voice our opinions on government proposals and other matters that may affect VIL and our stakeholders. We do not make gifts or donations or incur expenses on behalf of VIL for any political campaign, political party, political candidate or any of their affiliated organisations. These rules also apply to our business associates when acting on our behalf of or representing us.

We build VIL's reputation through proactive engagement with government policy makers and other stakeholders such as the media, non-government organisations, industry analysts and international institutions.

VIL's leaders voice their opinions on important industry matters that affect our business. Our External Affairs and Regulatory teams provide a co-ordinated response to relevant new government proposals.

All public statements to the media, industry analysts, stockbroker/institutional analysts and shareholders must be clear and consistent and only made by authorised personnel.

What does this mean for me?

We expect you:

- Not to make any comments on behalf of VIL unless you have prior approval, in accordance with the Public and Media Relations Policy Standard
- Never to use your position in VIL to try to influence any other person (inside or outside of VIL) to make political contributions or provide support to any political parties or politicians
- Not to make any contributions or incur expenses using a VIL account for any political campaign, political party, political candidate or any of their affiliated organisations
- Not to use your position to allow others to use resources such as work time, telephones, communications, services or meeting rooms to support any political campaign, political party, political candidate or any of their affiliated organisations.

Q: A local reporter has contacted me through a mutual friend to ask me about this year's annual report. Can I comment?

A: No. You should explain that you are not allowed to comment publicly on VIL's business. Instead, offer to put the reporter in touch with your Media Relations team.

"We voice our opinions."

Preferred contact:

–External Affairs team

Communications

We communicate openly and transparently with all our stakeholders within the bounds of commercial confidentiality.

We protect confidential information from improper disclosure and any authorised communication of confidential information should be limited to individuals who need it to carry out their work.

Speaking on behalf of VIL

We must communicate relevant information to our teams quickly and clearly. Internal communication should always be professional, even when it is informal.

No one should make comments on behalf of VIL unless they have prior approval, in accordance with the External Communications and Investor Communications Policy Standard.

We must always be aware that we are all representatives of VIL and that whatever we do and say in public represents the company.

"Provide clear and honest information at all times in language that is easy to understand."

Q: Am I allowed to say where I work on my social network profile?

A: Yes. You can disclose on your 'About' page or bio that you are a VIL employee. Be clear about which part of the organisation you represent and what your responsibilities include. You can include a link to your local VIL website.

Using social media

We want to empower all of our employees to be good ambassadors for our brand. However, we don't want you to say anything that could have unintended consequences.

What does this mean for me?

We expect you to:

- Ensure your internal and external communications are professional, timely and, when necessary, approved
- Act professionally when representing VIL, particularly when wearing a VIL uniform, using one of our vehicles or attending events on our behalf
- Make no statements that could have a negative impact on VIL's reputation or brand
- Make no personal comments that could be interpreted, even mistakenly, as a comment or endorsement made by VIL
- Keep confidential information confidential
- Release no financial information or information about new products or services without approval – leaked, incorrect or misleading messages can seriously affect the success of a product or service

Q: There are a lot of guidelines to follow when using social media, can you summarise them please?

A: As a general guideline; 'Be yourself', 'Use common sense' and 'Respect the law'.

"We want to empower all of our employees to be good ambassadors for our brand."

Preferred contact:

- Internal Communication team
- External Communication team

Customers

Our Privacy Commitments

Privacy is central to earning and sustaining trust in VIL, and being a responsible and ethical corporate citizen.

We always consider the impact our decisions have on the privacy of our customers and employees. Whenever we design products, launch campaigns, sign up vendors, collect information and share such information with our partners and others, we observe and adhere to VIL's Privacy Commitments, which are as follows:

Balance

When we are required to balance the right to privacy against other obligations necessary to a free and secure society, we work to minimise privacy impacts.

Laws and standards

We comply with privacy laws, and we work with governments, regulators, policy makers and opinion formers for better and more meaningful privacy laws and standards.

Accountability

We are accountable for living up to these principles throughout our corporate family, including when working with our partners and suppliers.

Respect

We value privacy because of its value to people. It's about more than legal compliance – it's about building a culture that respects privacy and justifies the trust placed in us.

Openness and honesty

We communicate clearly about actions we take that may impact privacy, we ensure our actions reflect our words, and we are open to feedback about our actions.

Choice

We give people the ability to make simple and meaningful choices about their privacy.

Privacy by design

Respect for privacy is a key component in the design, development and delivery of our products and services.

"Privacy is central to earning and sustaining trust in VIL."

What does this mean for me?

We must all live up to the VIL Privacy Commitments. Depending on your role, some commitments may be particularly important for you. For example:

- If you are involved in marketing, base station management or business development, look at: Openness & Honesty and Choice
- If you are involved in product development, R&D or technology and engineering, look at: Openness & Honesty, Choice and Privacy by Design
- If your role involves working with governments, regulators, policy makers and law enforcement, look at: Balance and Laws & Standards Everyone should pay particular attention to the first and last of our commitments; Respect and Accountability. They are especially relevant to CEOs and Function heads, who are responsible for making sure VIL is run in accordance with our Privacy Commitments.

Your local Privacy Officer

Your Privacy Officers can help you understand how to apply our Privacy Commitments. They can explain:

- What the Privacy Commitments mean for you and your team
- Particular processes and guidelines you need to follow
- How to get training and where to find other support materials? You can become an advocate for privacy by joining our Privacy Community.

Q: I'm working on a project involving a use of customer information that is not covered by law. Do I still have to think about privacy?

A: Yes. Our first commitment is to respect customers' privacy. Regardless of whether there is a law or not, everything we do should be consistent with our Privacy Commitments.

Q: I've been contacted by the law enforcement authorities in my country with a request for access to personal information. What do I do?

A: While we may be required by law to respond to a Government or law enforcement request for information, there are other requirements to consider. Make sure you're familiar with the need to balance our legal obligations to respond and support law enforcement, with respect for our customers' human rights and due process. More information can be found in our Privacy and Law Enforcement Policy Standard.

Q: I'm building a VIL application that will use personal information. How do I make sure privacy is protected – can I simply add a privacy policy to the app?

A: No. Our privacy by design commitment means we make sure privacy is built into our applications and services, not just added on. For more information take a look at our Designing for Privacy in Mobile Applications guidelines and other guidance on product development in the Privacy Matters library, on the intranet.

Preferred contact:

–Privacy Officer

Employees

Diversity and inclusion

We pursue equality of opportunity and inclusion for all employees through our employment policies and practices.

We aim to create an inclusive environment where everyone feels respected and valued and where we can truly deliver our promise - 'we are at our best, when you are at yours'.

We recognise and celebrate the importance of diversity in our work spaces so we are as diverse as the customers we serve. We will not tolerate any form of discrimination especially related to but not exclusive to age, gender, disability, gender identity, sexual orientation, cultural background or belief. We base relationships with and between employees on respect for individuals and their human rights, and will not tolerate any form of child labour.

We must all challenge discriminatory behaviour when we see it. We want everyone to feel able to raise any concerns. In the first instance, please speak to the individuals concerned before consulting your HR team or going through the Speak Up process.

What does this mean for me?

We expect you to:

- Comply with VIL's Business Principles and Policy Standards
- Act fairly and show respect towards others in all your dealings
- Understand your responsibilities under the current laws
- Challenge discriminatory behaviour
- Raise any concerns through your HR team or Speak Up process
- Base any employment decision you make purely on merit.

Q: A colleague is recruiting a new team member. I am concerned that they may be discriminating against certain candidates. Should I challenge them?

A: You are right to raise your concern as we will not tolerate any form of discrimination. Urge your colleague to discuss the selection criteria with their HR team. If there is no change then you should raise the issues with your line manager or HR team.

"We will not accept any form of discrimination, harassment or bullying."

Preventing harassment and bullying

VIL will not tolerate inappropriate behaviour, including harassment, bullying or abuse of authority.

Harassment includes any improper or unwelcome conduct including words, gestures or actions physically or through social media that may cause offence or humiliation to another, this also includes sexual harassment. Harassment can occur between members of the same sex or opposite sex, outside the workplace and/or outside working hours and may be a one off incident or a series of incidents.

We will initiate disciplinary or legal action against people who harass, bully or abuse their authority. We will treat each other respectfully and challenge any unfair behaviour. We are all responsible for ensuring this doesn't happen at VIL.

Guidance is available in your HR policies.

What does this mean for me?

We expect you to:

- Build trust in your teams by treating everyone with respect
- Make sure all your communication abides by this Code, no matter how informal you are being
- Never be derogatory or abusive to or about your colleagues

- Speak Up if you think you or a colleague is being harassed or bullied.

"We aim to create an inclusive environment where everyone feels respected, valued and confident that they belong at VIL."

Q: Does sexual harassment necessarily involve physical contact or unwanted touching?

A: No. Sexual harassment can be verbal or non-verbal. Words or gestures can be just as offensive as physical acts and contact. Jokes, stories, images and inappropriate contents or comments can be sexually harassing if they cause offence or humiliation to the individual or others.

Preferred contact:

–HR team

Drugs and alcohol

Any use, sale or distribution of illegal substances at the workplace or official events involving employees will be treated extremely seriously. Please support your colleagues by reporting any breaches of this Code to your HR team. We will provide support to those affected by problems with alcohol or drugs.

What does this mean for me?

We expect you to:

- Never work under the influence of illegal drugs or alcohol
- Report any concerns you have about a colleague's use of alcohol or drugs to your HR team
- Familiarise yourself with local laws, cultures and customs when travelling.

"We will not tolerate anyone being under the influence of alcohol or illegal drugs in the workplace."

Q: My colleague regularly arrives at work appearing to be under the influence of alcohol. I know he is having difficulties at home. What should I do?

A: It is important that you discuss the issue with your line manager. The use of alcohol is likely to be affecting his wellbeing and the quality of his work. It is likely that your colleague needs help and support in dealing with his difficulties.

Communities and society

We aim to deliver products and services that can transform people's lives and contribute to more sustainable living by empowering individuals, contributing to wider development goals and reducing environmental impacts.

To do this, we must operate responsibly wherever we do business to maintain the trust of society.

Local communities

Through being open and honest, respecting local cultures and traditions, we aim to gain the trust and support of our local communities.

We always listen to the concerns local communities have, for example in relation to network deployment, and seek to answer the questions they raise. We will be inclusive and will always do our best to make sure that everyone is heard.

"We will engage with local communities to help us understand and respond to any concerns they may have."

Charitable support

The VIL Foundation provides support and sponsorship to many communities in which we work.

We respect all internationally proclaimed human rights, including the International Bill of Human Rights and the principles concerning fundamental rights set out in the International Labour Organization's Declaration on Fundamental Principles and Rights at Work. We strive to ensure that we are not complicit in human rights abuses. We shall, in all contexts, seek ways to honour the principles of internationally recognized human rights, even when faced with conflicting requirements. We are also committed to implementing the United Nations Guiding Principles on Business and Human Rights throughout our business operations.

Q: My team wants to raise money for a local charity, are there any restrictions on who to donate to?

A: There are no restrictions on giving personal donations. Any donations made on behalf of VIL should always be made through the VIL Foundation.

Q: I thought human rights were the government's responsibility? Why do I have to worry about them?

A: While governments have the sole duty to protect the human rights of their citizens, it is globally accepted that companies have a responsibility to respect human rights. VIL works to ensure we do not infringe on human rights wherever we operate.

What does this mean for me?

We expect you to:

- Be sensitive to your local community's needs – listen and respond to the concerns people have about VIL's operations
- Get involved in your local community via the VIL Foundation.

Preferred contact:

– VIL Foundation

Environment

Wherever possible, we reduce our use of resources and cut any harmful emissions for which we are responsible. We reuse and recycle telecommunication equipment and waste.

We comply with relevant environmental legislation and international standards. In countries where environmental legislation is not evident or enforced, we will ensure that responsible practices for managing environmental impacts are in place.

We work with customers, suppliers and contractors to develop products and services and working practices to minimise the impact on the environment. We will maintain stakeholder confidence by being open and responsive to the concerns of customers, regulators and the local communities in which we operate.

What does this mean for me?

We expect you to:

- Familiarise yourself with relevant environmental laws, regulations and policies
- Reduce your waste wherever possible
- Use recycling facilities wherever possible
- Avoid unnecessary travel – use conference call facilities or videoconferencing where possible
- Walk or use public transport where you can. Consider car-sharing with a colleague if you need a car
- Always consider the environment when making purchasing decisions

"We are committed to protecting the environment."

Preferred contact:
–External Affairs team

Key definitions used in this Code

Q: What is an arrangement?

A: Typical examples include:

- Sharing information such as prices, costs or sales volumes with competitors.
- Agreeing with competitors to fix the price of products or services, including discounts, rebates and commissions.
- Agreeing with competitors not to compete for certain accounts or regions, or agreeing market shares.
- Agreeing with resellers to fix the minimum resale price of products or services.

Q: What is inside information?

A: Information that:

- Is precise
- Has not been made public
- Relates to VIL
- If made public, would be likely to have a significant effect on the price of VIL securities.

Q: What is a bribe?

A: A bribe involves the giving or receiving of cash, or anything else of value, in order to get someone to act 'improperly' (usually resulting in an unfair personal gain). Nothing of value needs to change hands, just the offer or promise is enough to break the law.

Q: What is a 'Public Official'?

A: An individual who holds a legislative, administrative or judicial position or exercises a public function for any public agency or public enterprise, including state-owned media and regulatory bodies.

Q: What are 'facilitation payments' and 'kickbacks'?

A: A facilitation payment is usually a small, unofficial cash payment made to speed up a routine government action, for example paying \$10 to an official to speed up a visa application. A kickback is a payment made to an individual in return for a referral, transaction or contract with another party.

Q: What does 'reasonable and proportionate' mean?

A: As a general rule it covers low-value, VIL branded items in connection with promoting, demonstrating or explaining our products and services. It can also cover some hospitality which is done for a clear business purpose, for example inviting a group of prospective clients to an event, and which is not 'lavish' or 'over the top'.

Q: What is a 'significant' gift or benefit?

A: Something of value outside of the monetary limits outlined in the Gift & Hospitality Policy Standard. Alternatively, it may be something which is valuable to the individual which may give the impression that it is enough to influence a business decision.

Q: What is a 'close' relationship?

A: A 'close' relationship would include a member of the family, partner or close friend or business acquaintance.

Q: What is 'sensitive information'?

A: Sensitive information can include legal agreements, technical specifications or any other information which is unlikely to be publicly known and may have commercial value.

Q: What do we mean by 'discrimination'?

A: For these purposes, 'discrimination' includes less favourable treatment based on gender, age, disability, gender identity, sexuality, religious belief or ethnic origin.

Q: What do we mean by 'harassment and bullying'?

A: We define harassment and bullying as unwanted behaviour from another person which is intimidating, malicious, offensive, insulting, humiliating or degrading. It may be related but not limited to age, gender, gender identity, sexual orientation, race, disability, religion or belief, and can be either a repeated or a one-off incident. It can be verbal, non-verbal, physical and isn't always face-to-face.

UNDERTAKING – CODE OF CONDUCT

To,

Vodafone Idea Limited

I have read the attached Code of Conduct in detail and understand the same.

I have sought necessary clarifications wherever necessary.

I herewith undertake that I shall abide by the terms and conditions of the attached document in its entirety and remain bound with the consequences arising thereof.

Yours Sincerely,

Name :

Designation:

Place :

Date :