



**Group Policy**

# **Referral Policy**

NTT Limited

01 April 2021 | Document Version 1.0

Group Legal

[larry.levin@global.ntt](mailto:larry.levin@global.ntt)

Information Asset Classification: General

## Document Control

<b>Document Name</b>	NTT Limited Referral Fee Policy
<b>Document Owner</b>	Larry Levin, Executive Vice President, Group Legal
<b>Document Storage</b>	<a href="https://nttlimited.sharepoint.com/sites/NTT-RiskManagement/SitePages/Compliance-and-Ethics.aspx">https://nttlimited.sharepoint.com/sites/NTT-RiskManagement/SitePages/Compliance-and-Ethics.aspx</a>
<b>Last Reviewed</b>	-
<b>Next Review Date</b>	January 2021
<b>Approved by</b>	Larry Levin, Executive Vice President, Group Legal
<b>Version on release</b>	V 1.0

<b>Date</b>	<b>Version</b>	<b>Comments</b>
February 2021	V 0.1	Created
February	V 0.2	First Draft Review
April 2021	V 1.0	Approved and Published

<b>Supporting Policy or Documentation</b>	<b>Owner</b>
<a href="#">Code of Conduct and Business Ethics</a>	Sean Meisel, Senior Vice President, Group Governance and Risk
<a href="#">Group Authorities Matrix</a>	Sean Meisel, Senior Vice President, Group Governance and Risk
<a href="#">SpeakUp Policy</a>	Sean Meisel, Senior Vice President, Group Governance and Risk
<a href="#">Anti-Bribery and Corruption Policy</a>	Sean Meisel, Senior Vice President, Group Governance and Risk



# Table of Contents

- Document Control..... 2
- 1. Introduction..... 4**
  - 1.1. Purpose ..... 4
  - 1.2. Scope..... 4
  - 1.3. Non-compliance with this Policy ..... 4
  - 1.4. SpeakUp..... 4
  - 1.5. Local Variations and Exceptions..... 5
  - 1.6. Training ..... 5
  - 1.7. Audit and Compliance ..... 5
  - 1.8. Continual Improvement..... 5
- 2. Roles and Responsibilities ..... 6**
- 3. Policy Requirements ..... 7**
  - 3.1. Referral Fee..... 7
  - 3.2. Parties Involved..... 7
  - 3.3. Referral Fee Prohibited ..... 7

## 1. Introduction

NTT Limited and each of its subsidiaries ('**NTT Ltd. Group**') deal with other companies in the ordinary course of business ('**Referrers**') who have clients who might be interested in procuring hardware or software ('**Goods**') or services from a member of the NTT Ltd Group ('**NTT Affiliate**') (each a '**Prospective Client**').

The Referrers sometimes ask the NTT Affiliate to compensate or pay the Referrer a fee for an introduction to a Prospective Client who then enters into a contract with the NTT Affiliate ('**Referral Fee**') to procure Good or services from it.

### 1.1. Purpose

The purpose of this Referral Fee Policy ('**this Policy**') is to state the NTT Limited position on the payment of Referral Fees by an NTT Affiliate to a Referrer.

### 1.2. Scope

This Policy applies to all NTT Affiliates that want to pay a Referral Fee to a Referrer, or for a Referral Fee to be paid by a Referrer to a third party.

This Policy applies to all our people (including employees, directors, and contractors).

### 1.3. Non-compliance with this Policy

Any breach of this Policy is a disciplinary offence subject to disciplinary action and/or any action permitted by law.

### 1.4. SpeakUp

All of our people have a duty to SpeakUp if they know of or suspect any unethical behaviour or misconduct that could be a breach of this Policy, our Code of Conduct and Business Ethics ('**our Code**') or any other NTT Ltd Group policies.

Any queries or concerns should be raised with the relevant line manager, local Governance, Risk and Compliance or Legal team, local executives, Group Legal, or Group Governance, Risk and Compliance.

Report may be made to NTT Ltd. Group's anonymous and confidential SpeakUp platform, online or over the phone, as follows:



For our people: [www.speakupfeedback.eu/web/ntt](http://www.speakupfeedback.eu/web/ntt)

For clients, third parties and other stakeholders:  
[www.speakupfeedback.eu/web/nttexternals](http://www.speakupfeedback.eu/web/nttexternals)



Over the phone by dialing the country specific SpeakUp number as outlined in Appendix A of the [SpeakUp Policy](#)

NTT Ltd. Group operates a strict non-retaliation policy for all reports made in good faith, meaning that any act or threat of retaliation for reporting concerns (such as dismissing, transferring, demoting or publicly attacking someone) will not be tolerated.

NTT Ltd. Group is committed to ensuring that no one ever suffers any detrimental treatment for refusing to take part in money laundering or terrorist financing, or reporting wrongdoing.

The [SpeakUp Policy](#) describes the policies for reporting concerns about any unethical behaviour or misconduct in the business.

### 1.5. Local Variations and Exceptions

NTT Affiliates are responsible for compliance with any local laws and regulations that apply to their business. If local laws and regulations establish more rigorous standards than provided in this Policy or prohibit any activities outlined in this Policy, then local laws and regulations must be followed by the relevant NTT Affiliate.

All local variations, additional requirements and/or exceptions to this Policy must be reviewed by Group Legal and formally recorded in an addendum to this Policy.

### 1.6. Training

NTT Ltd. Group is committed to building a transparent and ethical culture that ensures that our people, act with integrity in all its business activities.

All of our people must be aware of, understand and follow this Policy and any applicable addendums to it.

Our people will receive mandatory, periodic training on this Policy, related policies, controls, and practices, relevant to their role. In particular, all new employees will be required to complete mandatory training on this Policy and related policies and controls during induction.

### 1.7. Audit and Compliance

The design, implementation and operating effectiveness of this Policy and its associated controls is subject to ongoing monitoring, review, and audit through the performance of periodic self-assessments, compliance assessments and independent audits (including internal and external audit). Where required, updates and/or improvements to this Policy will be made based on the observations or findings of the self-assessments, compliance assessments and audits.

Compliance with this Policy is monitored on a periodic basis and reported to the NTT Ltd. Board, Group Audit and Risk Committee, Group Governance, Risk and Compliance Committee and senior management.

### 1.8. Continual Improvement

This Policy is subject to continual review and improvement and will be reviewed by Group Legal at least annually.

## 2. Roles and Responsibilities

This Policy is governed, supported, and implemented by the following roles within NTT Ltd. Group.

<b>NTT Ltd. Board</b>	<ul style="list-style-type: none"> <li>• Ultimately accountable for the oversight and implementation of this Policy and applicable controls throughout the NTT Ltd. Group.</li> <li>• Ensure that the NTT Ltd. Group is committed to values of transparency, ethics, and integrity.</li> <li>• Ensure that the organizational structures, systems, and management approaches support the implementation of the NTT Ltd. Group values and this Policy.</li> </ul>
<b>Group Chief Financial Officer</b>	<ul style="list-style-type: none"> <li>• Review and, where justified, approve any exceptions to the prohibition on the payment of Referral Fees.</li> </ul>
<b>Executive Vice President, Group Legal</b>	<ul style="list-style-type: none"> <li>• Review and, where justified, approve any exceptions to the prohibition on the payment of Referral Fees.</li> </ul>
<b>Group Legal</b>	<ul style="list-style-type: none"> <li>• Monitor regulatory changes that may impact this Policy and update this Policy to ensure that it meets NTT Ltd. Group's legal obligations and is compliant with the relevant laws and regulations that apply to NTT.</li> </ul>
<b>NTT Affiliate</b>	<ul style="list-style-type: none"> <li>• Accountable for ensuring that this Policy is implemented within the NTT Affiliates' business.</li> <li>• Provide management oversight over the implementation of this Policy in the NTT Affiliate's business.</li> <li>• Ensure that the organizational structures, systems, and management approaches support the implementation of this Policy in NTT Affiliate's business.</li> </ul>
<b>Our people</b>	<ul style="list-style-type: none"> <li>• Responsible for ensuring that they have read, understood, and adhere to this Policy.</li> <li>• Do not take any actions that will circumvent this Policy and its associated controls.</li> <li>• SpeakUp when they know of or suspect any breaches of this Policy.</li> </ul>

### 3. Policy Requirements

The sections below outline the requirements of this Policy.

#### 3.1. Referral Fee

A Referral Fee may be in **any form**. For example, cash compensation or non-cash compensation. A Referral Fee may be paid directly or indirectly by one of the parties below.

#### 3.2. Parties Involved

The parties who might be involved in the payment of a Referral Fee may include, but are not limited to, payment by:

- the Prospective Client to the Referrer;
- the NTT Affiliate to a Referrer; or
- the Referrer to a third party either directly or indirectly associated with the Referrer.

#### 3.3. Referral Fee Prohibited

The payment of a Referral Fee by an NTT Affiliate to a Referrer is prohibited.

If, under exceptional circumstances, an NTT Affiliate believes that it has good grounds to pay a Referral Fee, or that it is in the best interests of the NTT Ltd. Group that a Referral Fee be paid, then the NTT Affiliate must obtain approval from both the Executive Vice President, Group Legal and the Group Chief Financial Officer in writing and on such terms as they may impose.