

**VODAFONE US INC. D/B/A VODAFONE AMERICAS SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN
FOR ITS TENNESSEE OPERATIONS**

PURPOSE:

The purpose of the Small and Minority-Owned Telecommunications Business Participation Plan ("Plan") of Vodafone US Inc. d/b/a Vodafone Americas ("VUSI" or "Company") is to identify small and minority-owned telecommunications businesses in Tennessee that are qualified to provide goods and services to VUSI, and to promote awareness among these entities of the opportunities to develop business relationships with VUSI in those areas in Tennessee in which VUSI provides telecommunications services.

POLICY STATEMENT:

VUSI acknowledges the importance of supporting the participation of small and minority-owned telecommunications businesses in the telecommunications industry in Tennessee and throughout the United States.

The Company acknowledges its responsibility, wherever feasible, to provide small and minority-owned telecommunications businesses with an opportunity to compete for contracts and subcontracts to supply goods and services to VUSI in those areas in which VUSI is providing telecommunications services. Meeting this responsibility involves the identification and selection of qualified small and minority-owned telecommunications businesses that may wish to contract with VUSI for purposes of supplying the Company's Tennessee operations with goods and services relating to the field of telecommunications. It also involves provision of information on programs, if any, to provide technical assistance to small and minority-owned telecommunications businesses when these are made available in Tennessee.

VUSI acknowledges its obligation, under TENN. CODE ANN. § 65-5-212, to contribute its statutory share to the fund established by the Tennessee Department of Economic and Community Development for the purpose of supporting the Small and Minority-Owned Telecommunications Business Assistance Program ("Program") in Tennessee. This Program provides for loan guarantees, technical assistance and services, and consulting and educational services for small and minority-owned telecommunications businesses in Tennessee.

DEFINITIONS:

"Act" - Section 16 and 17 of Chapter 408 of the Public Acts of 1995.

"VUSI" - a Delaware corporation headquartered at 560 Lexington Avenue, 9th Floor, New York, NY 10022.

"Minority-Owned Telecommunications Business" - As defined in the Act and in TENN. CODE ANN. § 65-5-212, a telecommunications business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and the daily operations of such business, and who is impeded from normal

entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000), or as otherwise modified or amended in the future by the legislature for the State of Tennessee.

- a. *"Personally Manages"* in this context shall mean actively involved in the day-to-day management.
- b. *"Controls"* in this context shall mean exercising the power to make policy decisions.
- c. *"Who is impeded from normal entry"* in this context shall individuals who have been subjected to racial or ethnic prejudice or cultural bias because of their identity as a member of a group without regard to their qualities as individuals and as provided in the regulation implementing Section B(a) and 7(j) of the Small Business Act, as amended by the Business Opportunity Development Reform Act of 1988, and Business Opportunity Development Reform Act Technical Corrections Act, (15 U.S.C. 67(a) and 636(j)), as amended by Pub. L. 100-656 and Pub. L. 101-37.

"Small Telecommunications Business" - A telecommunications company with annual gross receipts of less than four million dollars (\$4,000,000), or as otherwise modified or amended in the future by the legislature for the State of Tennessee.

"Subcontract" - Any agreement (other than one involving an employer-employee relationship) entered into by VUSI with a non-affiliated company or individual calling for the direct or indirect purchase of raw materials, components, supplies and services needed to support VUSI's operations.

IMPLEMENTATION OF PLAN:

Where feasible and appropriate, VUSI will invite bids, issue requests for proposals, or otherwise solicit offers from small and minority-owned telecommunications businesses to furnish specified goods or services to VUSI in furtherance of its Tennessee operations, except in the case of emergencies, or in such cases where VUSI is bound by contract to purchase goods and services from other sources.

ADMINISTRATION OF PLAN:

In conducting its business affairs in Tennessee, VUSI will appoint one of its employees as the Administrator of the Plan. The Administrator will steer the process by which VUSI will identify and utilize available resources for identifying small telecommunications and minority-owned telecommunications businesses interested in and qualified to furnish goods and services to VUSI in Tennessee, as VUSI's needs arise. The Administrator also will oversee the task of cultivating an awareness among such business entities with respect to potential opportunities to develop business relations with VUSI.

The Administrator will endeavor to serve as a resource for technical assistance to small and minority-owned telecommunications business, and will refer such businesses to sources of information and technical assistance, internal and external, where feasible.

PLAN ADMINISTRATOR:

The administration of this Plan will be under the direction of (hereinafter called the "Administrator"):

Megan Doberneck
Vodafone US Inc.
999 18th Street, Suite 1750
Denver, CO 80202

The duties of the Administrator include the following:

1. To manage the development of Company policies and procedures relating to the Plan.
2. To oversee the identification and development of opportunities to use qualified small and minority-owned telecommunications businesses to participate in and bid on contracts and subcontracts to supply goods and services to VUSI by utilizing the following resources, where available:
 - a. The United States Department of Commerce, Office of Minority Business Data Center, the Small Business Administration and its Procurement Automated Source System ("PASS") and its Office of Minority Small Business and Capital Ownership Development; the Tennessee Chamber of Commerce; the Tennessee Department of Economic and Community Development; the National Minority Supplier Development Counsel; the National Association of Women Business Owners; the National Association of Minority Contractors.
 - b. Local and national associations, and minority supplier development councils.
 - c. Trade fairs and industry meetings.
 - d. Advertisement in industry and local publications.
 - e. Historically Black Colleges, Universities, and Minority Institutions.
3. To establish and maintain an updated Plan and related documentation that are consistent with the current rules, orders and policies of the Tennessee Regulatory Authority regarding small and minority-owned telecommunications businesses, and that are in full compliance with TENN. CODE ANN. § 65-5-212.
4. To prepare and submit such information and documentation as may be required by the Tennessee Regulatory Authority.

5. To cooperate with the Tennessee Regulatory Authority and with other agencies of the State of Tennessee to find and utilize, where possible, the qualified business entities defined herein.
6. To facilitate activities for assisting potential buyers in locating and qualifying the types of business concerns identified herein.
9. To cooperate in any authorized surveys by the Tennessee Regulatory Authority.
10. To educate VUSI personnel with respect to their responsibility to seek out, encourage, and promote the use of small and minority-owned telecommunications businesses.

COMPLIANCE REPORTS:

VUSI will submit such reports as may be required for use in connection with subcontracting plans by the Tennessee Regulatory Authority and/or the State of Tennessee. VUSI will cooperate to the fullest extent possible with all reasonable and appropriate surveys or studies required by the contracting agency for purposes of determining compliance with the State's small and minority-owned telecommunications business participation program. However, VUSI reserves the right to designate any documents, reports, surveys, studies or information submitted for this purpose as "confidential" or "proprietary."

RECORD MAINTENANCE:

VUSI will maintain records relating to its Small and Minority-Owned Telecommunications Business Participation Plan for purposes of evidencing the Company's implementation of this policy, for use by VUSI in evaluating the effectiveness and in achieving the goals of its Plan, and for the Company's use in updating the Plan on an annual basis with the Tennessee Regulatory Authority, or as otherwise required.

ADOPTED THIS 3RD day of November, 2014.

Vodafone US Inc. d/b/a Vodafone Americas

By: _____

