

O2 plc (the “Company”)

CORPORATE RESPONSIBILITY FORUM

TERMS OF REFERENCE

Purpose:

The Corporate Responsibility Forum, under the Chairmanship of Richard Poston, Corporate Communications Director and ExCom CR Champion, is a forum for managers representing our operating businesses on CR, individuals responsible for managing and implementing CR- related policy within the Centre and, if appropriate, external specialists to discuss key issues relating to the Group’s policy and activity in the field of CR.

The Forum assists and guides the CR Champion to prepare quarterly progress reports to the plc Executive Committee and half-yearly to the plc Board or otherwise as the Chairman may require. The Executive Committee assumes responsibility for executive leadership and governance of CR activities across the Group, with responsibility and budget for all day-to-day activity and reporting devolving to the OB CEO’s. The Company is under no obligation whatsoever to act on the advice or guidance and shall make its own decisions.

Key responsibilities:

The main issues on which the Council will focus initially are as follows:

- Monitoring and review of CR strategic objectives and implementation of CR policy and setting priorities for the CR agenda.
- Oversee the CR activity pursued by O2 Centre and all operating businesses.
- Monitoring of progress against CR targets.
- Monitoring and review of CR-related risks.
- Provide a medium for sharing of stakeholder dialogue
- Provide a medium for sharing details about various CR work streams, such as: environmental management; community investment; human rights; diversity; ethical supply chain; responsible customer care and protection of the vulnerable.
- Developments that may be of potential strategic interest.

Meetings: The Council will meet on a monthly basis. Its discussions will be minuted.

Members:

- Richard Poston (Chairman - quarterly), Corporate Communications Director
- Roger Sharp (Chairman - monthly), Group Public Affairs Director, O2 plc
- Simon Davis, Head of Corporate Responsibility O2 UK
- Jean Brookman, Corporate Responsibility Manager, O2 Airwave
- Tracey Flashman, Human Resources Manager, O2 plc
- Markus Haas, Regulatory and Corporate Affairs, O2 Germany
- Valentina Daiber, Regulatory and Corporate Affairs, O2 Germany
- Jill Johnston, Community Relations Manager, O2 Ireland
- Sinead Smith, Community Relations Executive, O2 Ireland
- Vikki Leach, Public Affairs Manager, O2 plc
- John Lyons, Head of Health, Safety & Environment
- John McChesney, Director Human Resources, Manx Telecom
- Angela Crebbin, Marketing Manager, Manx Telecom
- Charlotte Wolff, Corporate Responsibility Manager, O2 plc
- Andrew Stothart, Group Internal Audit, O2 plc
- Martin Dowsett, Head of Corporate Governance, O2 plc
- Yaroslav Kubista, Chief External Communications Officer, Telefonica O2 Czech Republic

Quorum: The Chairman plus one other member. The Chairman may agree that the quorum may comprise two members (not including himself).

Secretary: Dudley Rees, O2 plc