

**CORPORATE REPUTATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
AT&T INC.

CHARTER**

Purpose

The, Corporate Reputation Committee (the "Committee") is appointed by the Board of Directors of AT&T Inc. to assist the Board in its oversight of policies related to protecting the Company's reputation, including its public policy positions, social responsibility efforts and the Company's brands. References in this Charter to "AT&T" or the "Company" shall be to AT&T Inc. and its consolidated subsidiaries unless the context requires otherwise.

Committee Membership

At the first meeting of the Board following each Annual Meeting of Stockholders, the Board, after receiving the recommendations of the Corporate Governance and Nominating Committee, shall appoint the members of the Committee and shall determine the Chairperson of the Committee, each to serve at the pleasure of the Board. Committee members shall not have a fixed term.

Procedures

The Committee shall meet as often as it determines. The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any consultant to the Committee. After the Committee meets or otherwise takes action, it shall, as soon as practicable, make a report of its activities at a meeting of the Board.

The Committee may form and delegate authority to subcommittees when determined by the Committee to be necessary or appropriate.

Committee Responsibilities and Authority

The Committee shall have the authority, to the extent it deems necessary or appropriate, to conduct investigations and to retain consultants in connection with its responsibilities. The Committee may authorize and direct the payment of compensation by the Company to any such consultant and the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Corporate Governance and Nominating Committee. The Committee shall annually evaluate the Committee's own performance and share such evaluation with the Corporate Governance and Nominating Committee.

1. **Public Policy.** The Committee shall have the authority to review the corporate policies and practices in furtherance of AT&T's corporate social responsibility, including public policy issues affecting AT&T, its shareholders, employees, customers and the communities in which it operates; to determine how Company practices impact public expectations; and to provide guidance and perspective to the Board and management on these issues. Such issues may include but are not limited to volunteerism, philanthropy, education, privacy, diversity, healthcare advocacy, environmental policy, and the preparation of sustainability reports.

2. **Brand Management and Company Reputation.** The Committee shall have the authority to review AT&T's management of its brands to ensure that the value and reputation of the Company's brand names is maintained and enhanced. The overall objective of the Committee shall be to review management's efforts to maintain, promote, and enhance the Company's overall brand value and reputation.

3. **Contributions.** The Committee shall recommend to the Board the aggregate amount of contributions or expenditures by the Company and its subsidiaries for political purposes. The Committee shall also recommend to the Board the aggregate amount of charitable contributions to be made to the AT&T Foundation and consult with the AT&T Foundation regarding significant grants proposed to be made by the Foundation.

4. **Other.** The Committee shall make such other reports and recommendations to the Board of Directors from time to time as the Committee may deem appropriate. The Committee shall be responsible for any other matters expressly delegated to the Committee by the Board from time to time.