



MTN POSITION STATEMENT

Anti-bribery and corruption

Introduction

Bribery and corruption negatively impact social and economic opportunities and it diverts resources towards irregular and illegitimate purposes. Such illegal activities undermine the rule of law and public trust and lead to a distortion of the economy, environmental mismanagement, and state failures. Furthermore, bribery and corruption restrict access to basic human rights and undermine labour standards.

MTN considers the violation of anti-corruption and anti-bribery laws and regulations to be very serious. As such, MTN has a zero tolerance towards bribery and corruption and is committed to ethical conduct and to prevent unethical business practices. MTN is committed to conducting business ethically and in accordance with applicable laws and regulations, including the rules and requirements of the stock exchange listings.

Purpose

- Outlines MTN's commitment to a zero-tolerance approach to bribery and corruption.
- Outlines MTN's commitment to conducting business ethically, and in accordance with applicable laws and regulations, and the MTN Group Conduct Passport.
- Defines what constitutes bribery and corruption as per MTN's policy.

MTN's approach

MTN is guided by the following globally-defined standards:

- King IV Code on Corporate governance
- ISO 37001 Anti-bribery management systems
- South Africa Companies Act
- United Nations Global Reporting Initiative (GRI) Universal Standards – GRI 205: Anti-corruption

Key principles

The following key principles are embedded in the relevant policies as well as in our Supplier Code of Conduct to ensure employees and Associated Third Parties comply with MTN's zero tolerance towards bribery and corruption:

- MTN will not pay bribes or provide anything of value that may influence or appear to influence the judgment or actions of another. MTN prohibits its employees and Associated parties from offering or accepting gifts or entertainment or incur expenses which may improperly influence their judgement in relation to business transactions, to any third party or government official or its representatives.
- MTN employees and Associated Parties are to refrain from the offering or receiving of financial or other advantages, either directly or indirectly for the purpose of an undue benefit or to bring about or reward improper or tainted decisions, from any natural or juristic person.



- MTN employees and Associated Parties will not seek or accept bribes, kickbacks or any irregular payments.
- MTN employees and Associated Parties will work with all entities (government/government official/private organisations) ethically.
- MTN prohibits facilitation payments, which are payments to government officials, or via third parties, to expedite or ensure routine actions are performed. These prohibitions apply to our business operations and to any associated parties acting on our behalf, including consultants, agents, suppliers and contractors.
- MTN undertakes due diligence processes before engaging third parties.
- Employees involved in procurement processes and the appointment of potential suppliers/vendors for MTN are required to disclose any actual, perceived or potential conflicts of interest.
- MTN maintains accurate books and records.
- MTN encourages employees to speak up and report in good faith acts of misconduct which violate laws, regulations, or internal policies, processes and procedures. Any employee or Associated Party who becomes aware of any actual or potential violation of internal policies, processes and procedures, applicable laws and regulations is required to report it to MTN's internal audit and forensic services, their line management or anonymously to the whistle-blower reporting facility. The whistle-blower reporting facility is available to employees, suppliers and any external party wishing to report concerns confidentially and/or anonymously.
- MTN strictly prohibits victimisation of any kind against employees and associated third parties who report their concerns.
- Non-compliance and/or involvement in bribery or corruption will result in disciplinary action which may lead to dismissal and could result in criminal prosecution and/or civil action.

Roles and responsibilities

MTN's Board through the Audit Committee has oversight of the Group's actions and performance regarding anti-bribery and corruption. The Group Executive Committee ensures the Group complies with the policy and implements its principles within their jurisdictions, operations or business units.

Applicability

All MTN employees, contractors and stakeholders such as our affiliates, partners, consultants and service providers are expected to uphold the same standards set out in the policy.

Accountability and transparent reporting

We are committed to transparency and disclosure regarding bribery and corruption at MTN. Fraud-related concerns are reported by operating companies to Group Internal Audit and Forensics. MTN's Annual Sustainability Report outlines the process of MTN's internal management on all whistleblowing reports received, including the outcomes of the internal disciplinary process.

Communication and training



The Group Anti-bribery and Corruption policy is shared with all employees of MTN's operating companies, subsidiaries and partners. The Policy is translated into local languages as required. Detailed training is undertaken for various functional, business and operating market areas and levels of management.

Definitions

Bribery – A bribe is one form of corruption and includes anything of value (with no specific minimum value), such as cash, a cash equivalent, a gift or other benefit or advantage that is offered or received to obtain an improper advantage or to encourage the receipt of the bribe to misuse his or her position.

Corruption – Occurs when any person directly or indirectly accepts or offers (or agrees to offer or accept) any form of gratification (i.e., not necessarily monetary) that will either benefit themselves or another person. It is an act that involves the misuse of power for unfair personal and corporate gain.