

MTN Group Limited

Supplier Code of Conduct



Message from Dirk Karl – MTN Group Executive and Chief Procurement Officer



Dear Suppliers,

MTN has a responsibility to ensure that our business practices are:

- Conducted according to local and international laws
- Adhering to the highest levels of ethical and moral conduct

We embrace this across all parts of our business, and we expect the same from our suppliers.

This Supplier Code of Conduct sets out our approach to ethical and sustainable business practices and aims for the highest ethical conduct. It outlines our commitment to respect and promote human rights and fair workplace practices, including equal opportunities, environmentally sustainable business activities, and a zero-tolerance policy to bribery and corruption.

MTN expects its suppliers to embrace this commitment to integrity by complying with and training its employees and subcontractors on the Supplier Code of Conduct.

By working together, we can make the customer's lives a whole lot brighter.

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1. Supplier Code of Conduct

1.1 The Supplier Code of Conduct (this “Code”) sets out the minimum standards that each supplier of products or services to a member of the MTN Group of companies (“MTN”) must comply with. A supplier also includes any person or entity that provides goods or services to third parties as a result of an agreement with MTN or through the use of any facilities, network or services made available by MTN. The supplier must also ensure that its own employees, suppliers, service and product providers, subcontractors and all other persons or entities under its control, comply with this Code.

1.2 The objective of this Code is to provide clear and concise information detailing the required minimum standards expected of every supplier in their interaction with MTN and its representatives.

1.3 The Code is not intended to change or replace the terms or conditions of any contract you may have with MTN. Rather, this Code establishes the basic principles for business conduct which we expect from suppliers. Irrespective of this document, if a contract between MTN and the supplier or local laws and regulations contains stricter or additional requirements than this Code, then we expect you to meet those stricter and additional requirements.

1.4 The Code is aimed at helping the current and continued implementation of our commitment to international standards such as the Organisation for Economic Co-operation and Development Guidelines for multinational enterprises, the UN Guiding Principles on Business and Human Rights, the United Nations Global Compact, the Carbon Disclosure Project standard and the Core Conventions of the International Labour Organisation.

1.5 MTN strives to conduct business with suppliers who share our commitment to high ethical standards and operate in a responsible and ethical manner.

1.6 MTN may verify a supplier’s compliance with this Code by performing audits or other assessments of the supplier’s facilities, records and business processes. In addition to other rights and remedies that MTN may have, violation of this Code may result in the disqualification and the termination of the business relationship between the supplier and MTN.

1.7 This Code is divided into the following key topics and themes:

- Ethics
- Labour, social and human rights
- Health, safety and environment
- Operations
- Violations

1.8 Acknowledgement of, and agreement to, this Code is necessary, and a prerequisite for any supplier intending to work or do business with MTN. Suppliers shall ensure that they are properly onboarded by MTN to aid in the delivery of the relevant products or services and be compliant to this Code.

2. Ethics

The supplier is expected to act with integrity and conduct its business ethically and responsibly in every aspect and in its dealings with MTN including sourcing, relationships and operations. Ethical requirements include the following:

2.1 Act ethically: Anti-fraud and zero tolerance

The supplier shall conduct business in accordance with the highest ethical standards and require the same compliance throughout its entire supply chain. The supplier shall demonstrate a zero-tolerance policy prohibiting any and all forms of corruption and bribery. All business dealings should be transparently performed and accurately reflected within the business records. MTN encourages suppliers to choose their business partners carefully and only after conducting a thorough background check.

2.2 Anti-bribery and corruption policy

The supplier shall never, directly or through intermediaries, offer or promise any personal or improper advantage in order to obtain or retain business, or other advantage from a third party, whether public or private. The supplier will not pay or accept bribes and facilitation payments or arrange or accept kickbacks and shall not take any actions to violate, or cause its business partners to violate, any applicable anti-bribery laws and regulations.

2.3 Conflict of interest

The supplier shall avoid any actual or perceived conflicts of interests.

The supplier shall not deal directly with any MTN representative whose spouse, domestic partner or other family member or relative holds a significant financial interest in the supplier. In the course of negotiating an agreement with MTN or performing the supplier's obligations, dealing directly with a spouse, domestic partner or other family member or relative employed by MTN is also prohibited. Suppliers shall declare potential conflicts of interest as they arise throughout the year. Suppliers shall be transparent about potential conflicts of interest and disclose them in writing to MTN.

2.4 Receiving of gifts and benefits

The supplier shall avoid giving gifts to MTN representatives because even a well-intentioned gift might constitute a bribe under certain circumstances or create conflicts of interest. Do not offer anything of value to obtain or retain a benefit or advantage for the giver, and do not offer anything that might appear to influence, compromise judgement or obligate the employee. If offering gift, meal or entertainment to MTN representatives, always use good judgement, discretion and moderation.

2.5 Anti-Money Laundering (AML)

Suppliers are expected to comply with all applicable regulatory and legal requirements relating to AML. MTN advocates for the prevention and detection of money laundering and financing of terrorism. MTN is committed to comply with all applicable regulatory and legal requirements relating to AML/Combating Financing of Terrorism (CFT). MTN also advocates proactive management for the prevention and detection of Money Laundering and Financing of Terrorism.

3. Labour, social and human rights

Suppliers are expected to comply with all applicable labour and human rights laws. They are also expected to protect the human rights of their employees and other personnel, and to treat them with dignity and respect. This includes ensuring the following principles:

3.1 Freely chosen employment

Forced, bonded or indentured labour or involuntary prison labour will not be utilised by the supplier.

3.2 Child labour and young workers

The supplier shall not use child labour; the employment of young workers below the age of 18 shall only occur in non-hazardous work, and when these workers are above a country's legal age for employment or the age established for completing compulsory education.

3.3 Non-discrimination and fair treatment

The supplier shall provide their employees and personnel with a workplace free of harsh and inhumane treatment and free from any form of sexual harassment, sexual, physical and other forms of abuse, corporal punishment or torture, mental or physical coercion or verbal abuse of employees and personnel, or the threat of any such treatment. The supplier is expected not to unfairly terminate any employment contract (or similar contract with a member of its personnel).

3.4 Respect and dignity

The supplier shall treat all employees and personnel with respect and dignity and ensure that they are protected from physical, sexual, verbal or other forms of abuse, coercion or harassment.

3.5 Wages, benefits and working hours

The supplier shall ensure that its employees and personnel work in compliance with all applicable laws and mandatory industry standards pertaining to regular working hours, and overtime hours,

including for breaks, rest periods, holidays and maternity and paternity leave. The supplier shall ensure that employees and personnel receive at least the minimum compensation or living wage, benefits and overtime payments required by law. Even where overtime is allowed by law, the supplier will ensure that employees and personnel do not work excessive overtime.

3.6 Social

MTN is committed to the sustainable upliftment of, and the creation of shared value with the communities in which it operates. MTN strives for the inclusion of the marginalised and disadvantaged in our societies, with specific focus on youth and women. MTN expects that the supplier undertakes the same

commitment, making a sustainable and lasting impact in the communities and clearly demonstrating alignment to the United Nations Sustainable Development Goals (SDGs).

3.7 Freedom of association, expression, privacy and security

MTN believes in the rights of all people to freely communicate and share information and opinions, and to enjoy the right to privacy and information security without interference. MTN will endeavour to protect the rights of all people using its services in the respective jurisdictions in which it operates.

The supplier shall grant its employees and personnel the right to freedom of association and shall respect the rights of workers, as set forth in local laws, to associate freely, join or not join labour unions, seek representation and join workers' councils. Workers shall be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

4. Health, safety and environment

Suppliers are expected to provide their employees and personnel with a safe and healthy working environment which also complies with all applicable standards, laws and regulations. This also includes ensuring compliance with the following:

4.1 Workplace environment

The supplier shall provide its employees and personnel with a safe and healthy working environment. At a minimum the supplier shall provide adequate workstations including potable drinking water, adequate lighting, temperature, ventilation, sanitation and personal protective equipment. In addition, facilities shall be constructed and maintained in accordance with the standards set by applicable laws and regulations.

4.2 Emergency preparedness and response

The supplier shall identify, assess and be prepared for emergency situations. This includes worker notification and evacuation procedures, emergency training and drills, appropriate first-aid supplies, appropriate fire detection and suppression equipment, and adequate exit facilities.

The supplier shall regularly train employees on safe working conditions, emergency planning, responsiveness, as well as medical care.

4.3 Environmental authorisations, permits and reporting

The supplier shall obtain, maintain, keep current and comply with the reporting guidelines of all applicable environmental permits, approvals and registrations. Where required by MTN, the supplier will be required to provide proof of environmental certification, authorisations or permits and its compliance with this Code.

4.4 Resource consumption, pollution prevention and waste minimisation

The supplier shall apply the precautionary principle in its use of natural resources, including energy and water. The supplier shall implement and demonstrate sound measures to prevent pollution, reduce biodiversity impacts and minimise generation of solid waste, wastewater and air emissions. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment.

4.5 Hazardous materials and product safety

The supplier shall identify hazardous materials, chemicals and substances and ensure their safe handling, movement, storage, recycling, reuse and disposal. All the applicable laws and regulations related to hazardous materials, chemicals and substances shall be strictly followed. The supplier shall comply with material restrictions and product safety requirements set by applicable laws and regulations. The supplier shall ensure that key employees are aware of and trained in product safety practices, environmental hazards, risks and impact management.

5. Operations

Suppliers are expected to implement management systems to facilitate compliance, and to ensure conformance, with this Code. This also includes compliance with the following:

5.1 Data protection and privacy

The supplier shall ensure that it uses, processes and safeguards information in

accordance with applicable laws and complies with all data protection laws. All information provided or made available by or on behalf of MTN may only be used as expressly authorized by MTN in writing.

5.2 Intellectual property

The supplier shall respect and protect intellectual property of all parties and should not infringe or misappropriate the intellectual property rights of any person or entity.

5.3 Information security and Cyber Security

The supplier shall ensure that they adequately monitor and manage cyber security risks. The supplier is required to implement and maintain appropriate technical, physical and operational safeguards and systems. The supplier shall comply with all applicable laws and best industry standards for information security and cyber security.

5.4 Sanctions and Trade Compliance

The supplier shall not breach any sanctions or trade compliance laws or regulations.

5.5 Anti-competitive practices

The supplier shall not engage in any anti-competitive practices and shall comply with all anti-trust laws. The supplier shall not engage in any conduct which may compromise the reputation of MTN or bring MTN into disrepute.

5.6 Business continuity management

The supplier shall have an appropriate business continuity plan in place to ensure that the supply of its products and services are restored within a reasonable timeframe, in the event of an interruption to the supplier's business operations.

5.7 Quality Management

The supplier shall ensure that goods and services supplied are of an acceptable quality and standard and comply with all applicable laws.

5.8 Risk management

The supplier shall have adequate systems, policies and processes in place for identifying the environmental, health and safety, labour and human rights, governance, ethics and legal compliance risks associated with its operations and have appropriate procedural and physical controls to manage such risks and ensure regulatory and legal compliance.

5.9 Commitment and accountability

The supplier is encouraged to have, and to implement, corporate social and environmental responsibility statements, endorsed by executive management. These should affirm the supplier's commitment to fulfil the expectations set forth in this Code by allocating appropriate resources.

5.10 Monitoring and reporting

MTN expects the supplier to truthfully and accurately disclose information regarding the supplier's business activities, structure, financial situation and performance in accordance with applicable laws, regulations and prevailing industry practices. The supplier shall implement appropriate measures to ensure compliance with this Code.

6. Violations

6.1 All MTN suppliers shall comply with this Code, as may be amended by MTN Group Limited from time to time. The supplier identifies that another supplier is not complying with this Code, the supplier must report any violations of this Code (to MTN) as directed below:

- Call - +27 83 123 7867
- Email - anonymous@tip-offs.net
- Website - www.tip-offs.com

6.2 Suppliers are encouraged to contact MTN's internal investigations team directly at Group.frm@mtn.com, should they have any concerns. All the concerns reported are investigated.

6.3 Suppliers are encouraged to **Be informed. Be aware. Be the voice!**

6.4 In addition to any rights or remedies that MTN may have, failure to comply with this Code, or any applicable laws or regulations, may result in the termination of any agreement or engagement as an MTN supplier (including grey-listing and/or blacklisting) and referral of the matter to local authorities.

7. Review and Updates

7.1 This Code may be amended by MTN Group Limited from time to time and the updated Code will be made available on the MTN website.