



MTN POSITION STATEMENT

Gifts, Hospitality, and Entertainment

MTN is committed to fair dealing when conducting its business and strives to always act with due skill, care, and diligence. MTN adopts a zero-tolerance attitude towards fraud, bribery, corruption, or any other associated act within the public or private sector. MTN seeks to maintain an objective relationship with customers and Third Parties to ensure that we comply with relevant laws and protect our reputation.

Purpose

The purpose of this policy is to:

- Provide clear requirements regarding the offer and acceptance of gifts and entertainment by employees.
- Ensure that employees are protected from any actual or perceived conflict of interest which may arise out of such offer and acceptance.

MTN's approach:

MTN is guided by the following globally-defined standards:

- King IV on Corporate Governance - Principle 2: The governing body should govern the ethics of the organization in a way that supports the establishment of an ethical culture
- King IV on Corporate Governance - Principle 3: The governing body should ensure that the organization is and is seen to be a responsible corporate citizen

Gifts, promotional material, and hospitality expenses are reasonable and necessary business expenses that are aimed at improving the image of the organization and/or establishing cordial relations with customers and Third Parties. However, gifts and hospitality expenditures are an area that may be susceptible to abuse and misuse, if not carefully controlled. We recognize that such expenditure or benefits received may be intended to be or even perceived to be a bribe. While we appreciate our business partners' goodwill, MTN has a strict "No-Gifts" policy. We require that all gifts, entertainment, and hospitality, whether offered, declined, or accepted, be declared in the Gifts, Entertainment, and Hospitality Register ("Gift Registry") on our online Declaration Platform.

Key principles to regulate the offer and acceptance of gifts, entertainment, and hospitality to and from customers, third parties, and government or public officials:

MTN adopts a "no gift" stance except in certain instances that are set out below -

- Some gifts are considered acceptable to strengthen business relationships and an employee may accept it, on the condition that such acceptance should be once every three months.
- An employee is allowed to accept a gift as guided by our internal policies, including the Anti-Bribery and Corruption policy.



- An employee will be allowed to accept a discount from a third party if it is a discount that is often made available to all employees.
- An employee may be entitled to accept entertainment, which includes the attendance of sporting or cultural events, provided the entertainment is associated with fostering a legitimate business relationship and is provided for in the normal course of business and prior written confirmation from the executive or the head of a department.
- An employee will be allowed to accept a discount from a third party if it is a discount that is often made available to all employees.
- Testing Devices received from original equipment manufacturers, or third parties are considered to be the property of MTN and only employees involved in the testing of the device will be allowed to receive such devices.
- In the event that an employee is required to travel to an out-of-town business meeting that is to be held with a third party, all expenses accumulated from such travel will be borne by MTN.
- Unacceptable gifts include cash or cash equivalents, gifts that are offered with an expectation or a desirable outcome that is required in return, or gifts that resemble services or other non-cash benefits.
- "Adult" Entertainment or any sort of activity involving lewd behaviour is not tolerated.
- Accepting gifts from third parties during the pre-engagement or disengagement stages of a procurement process or during a specific project is not permitted.
- We require employees to disclose information regarding a third party who has a financial interest in an agreement.
- Employees of MTN must ensure that particular care is taken when engaging with government or public officials.
- Employees must ensure that they avoid discussions that may be construed to be a bribe and ensure that the appropriate authorization is obtained in the event of an offer or acceptance.
- Third-party sponsorship of MTN events is subject to approval from the operating company's executive committee and there must be an existing contractual relationship with MTN in order to avoid the creation of an expectation of a reciprocal reward.
- Entertaining and rewarding key customers or third parties is a significant part of MTN's business strategy. Entertainment will only be offered to key customers or third parties as a reward for loyalty to MTN, as part of a formal and strategic incentive, or as a recognition program that has been approved in advance by the operating company CEO.

MTN's policies governing gifts, entertainment, and hospitality

Our governance approach to mitigating fraud is enshrined in the following policies and frameworks:

- MTN Group Gifts, Hospitality, and Entertainment Policy
- MTN Group Code of Conduct, known as our Conduct Passport
- MTN Group Conflict of Interest Policy



MTN Conduct Passport

The MTN Conduct Passport emphasizes our commitment to our operation and demonstrates the standard of ethics and conduct to be met by individuals employed by MTN.

Regarding, gifts, hospitality, and entertainment the Conduct Passport require that all gifts, entertainment, and hospitality, whether offered, declined, or accepted, be declared in order to maintain our ethical integrity. The Conduct Passport highlights the impression of impropriety that excessive entertainment or giving and accepting of gifts may create. However, we understand the importance of our relationships with our stakeholders. We are appreciative of the cultural nuances.

Roles and responsibilities

MTN's board through the Group Social and Ethics committee have oversight of the Group's actions and to ensure that appropriate structures are in place to manage the acceptance, receipt and giving of gifts effectively. Group Risk and Compliance is responsible for conducting periodic reviews to ensure that risks are being appropriately assessed.

Accountability and transparent reporting

We are committed to transparency and disclosure regarding MTN Group Gifts, Hospitality, and Entertainment Policy at MTN. Any non-compliance or breach will be managed in terms of the Group Risk Escalation and Acceptance Policy and/or subject to MTN's consequence management, as documented in the MTN Group Master Policy.

Management responsible for each business area must ensure that a Gifts, Entertainment, and Hospitality Register is implemented and maintained and that all Employees are made aware of, and have access to, the relevant register. The Gifts, Entertainment, and Hospitality Register is maintained by each department and the Company Secretary is responsible for oversight.

Communication and training

Awareness and training initiatives during the annual Ethics week included awareness of the risks relating to gifts, hospitality, and entertainment.



MTN Internal