



MTN POSITION STATEMENT

Anti-bribery and corruption

Introduction

Bribery and corruption negatively impact social and economic growth and opportunity, diverting resources to improper purposes. They undermine the rule of law and public trust and lead to a distortion of the economy, environmental mismanagement and state failures. Bribery and corruption restrict access to basic human rights and undermine labour standards.

MTN considers violations of anti-corruption and anti-bribery laws and regulations to be a very serious matter. As such, MTN has zero tolerance for bribery and corruption. MTN is committed to doing business ethically in compliance with applicable laws and regulations, including the rules and requirements of our stock exchange listings. At MTN, we do not tolerate bribery or corruption and are committed to ethical conduct and preventing unethical business practices. Any involvement in bribery and corruption is contrary to our values and not tolerated within the organisation.

Purpose

- Outlines MTN's commitment to prohibiting bribery and corruption and zero tolerance for bribery and corruption.
- Outlines our commitment to doing business ethically, in compliance with applicable laws and regulations, and in accordance with the MTN Group Conduct Passport.
- Defines what constitutes bribery and corruption in accordance with our policy.

MTN's approach

The following globally defined standards guide MTN:

- King IV Code of Corporate Governance
- United Nations Global Reporting Initiative (GRI) Universal Standards – GRI 205: Anti-corruption.

MTN's critical principles on anti-bribery and corruption

The following key principles are in place to ensure employees comply with MTN's zero tolerance for bribery and corruption:

- We will not pay bribes or provide anything of value that may influence or appear to influence the judgement or actions of another.
- MTN prohibits its employees or associated parties from ever offering, directly or indirectly, any form of gift, entertainment, or anything of value to any third party or government official or his/her representatives.
- MTN employees and associated parties are required to refrain from offering or receiving a financial or other advantage, either directly or indirectly, for an undue benefit or to bring about or reward improper or tainted decisions from any person or entity, regardless of whether they are a government, or public official, private person, entity or anyone acting on MTN's behalf.
- We will not seek or accept bribes, kickbacks, or any improper payments.
- We will work with government officials ethically.
- MTN prohibits facilitating 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 any associated parties acting on our behalf, including consultants, agents, suppliers, and contractors.
- We undertake due diligence processes before engaging third parties.



- Employees involved in procurement processes and appointment of potential suppliers/vendors to MTN must disclose any actual, perceived, or potential conflicts of interest.
- We maintain accurate books and records.
- We conduct renewals or updates of the relevant risk assessment annually.
- Non-compliance and/or involvement in bribery or corruption will result in disciplinary action that may lead to dismissal from employment and could result in criminal prosecution and/or civil action.

Reporting mechanism

- MTN encourages employees to speak up and report conduct that they, in good faith, believe violates laws, regulations, or internal processes. Any employee or associated party who becomes aware of any actual or possible violation of applicable laws and regulations is required to report it to MTN's internal audit and forensic services or MTN's whistle-blowing mechanism.
- MTN strictly prohibits retaliation of any kind against employees and associated third parties who report their concerns. Employees and associated third parties may use the Group's whistle-blower hotline (tip-offs anonymous), available to employees, suppliers and any external party wishing to report concerns safely and anonymously.
- Matters reported will be investigated and addressed, including appropriate action being taken where there have been violations.

Roles and responsibilities

- Our Board, through the Group Audit Committee, oversees the Group's actions and performance regarding anti-bribery and corruption.
- The Group's Executive Committee is responsible for policy implementation and identifying, addressing, and remedying anti-bribery and corruption risks, driven by the Group Internal Audit and Forensics function, in line with the MTN's policy.

Applicability and transparent reporting

- Our Anti-bribery and Corruption Policy applies to all our directors, officers, employees, and representatives of the Company, whether permanent, temporary or on contract.
- We expect our intermediaries, agents, contractors, suppliers, and business partners to uphold the same standards.
- Our Supplier Code of Conduct outlines the minimum standards, including anti-bribery and corruption, that each supplier of products or services must comply with.
- We are committed to transparency and disclosure regarding anti-bribery and corruption at MTN.

Communication and training

- The Group Anti-bribery and Corruption Policy is shared with all employees of MTN's operating entities, subsidiaries and partners; the policy is translated into local languages as required. All employees must certify that they have read, understood, and comply with the policy. As part of this obligation, all employees must complete training on anti-bribery and anti-corruption, and training must be completed on an annual basis.

Definitions

- Bribery – A bribe is one form of corruption. It 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/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 benefit them or another person. It is an act that involves the misuse of power for unfair personal and corporate gain.
- **Facilitation payments** – A payment made to a public officer or government official or any third party that incentivises the official to complete some action or process expeditiously, to the benefit of the party making the payment.

MTN Internal