



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 other associated acts 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, protect our reputation, and prohibit payments and giftings that are considered bribes or not permissible by law.

Purpose

The purpose of this policy is to:

- Provide precise requirements regarding employees' offer and acceptance of gifts and entertainment.
- Ensure that employees are protected from any actual or perceived conflict of interest arising from such offer and acceptance.
- Ensure zero bribery and corruption practices by MTN employees.

MTN's approach

The following globally defined standards guide MTN:

- King IV on Corporate Governance - Principle 2: The governing body should govern the ethics of the organisation 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 organisation is and is seen to be a responsible corporate citizen.

MTN's approach to gifts, hospitality and entertainment

Gifts, promotional material, and hospitality expenses are reasonable and necessary business expenses to improve the organisation's image and/or establish cordial relations with customers and third parties. However, gifts and hospitality expenditures may be susceptible to abuse and misuse if not carefully controlled.

We recognise that such expenditure or benefits received may be intended or even perceived as 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.

MTN's key gifts, hospitality and entertainment principles

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 them on the condition that such acceptance should be once every three months.
- An employee can accept a gift as guided by our internal policies, including the Anti-Bribery and Corruption Policy.
- An employee can accept a discount from a third party if it is often available to all employees.
- An employee may be entitled to accept entertainment, which includes attending 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 department head.
- An employee will be allowed to accept a discount from a third party if it is often available to all employees.



- Testing devices received from original equipment manufacturers or third parties are considered the property of MTN, and only employees involved in testing the device will be allowed to receive such devices.
- If 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 offered with an expectation or a desirable outcome required in return, or gifts resembling services or other non-cash benefits.
- "Adult" entertainment or any activity involving lewd behaviour is not tolerated.
- Accepting gifts from third parties during a procurement process's pre-engagement or disengagement stages or during a specific project is not permitted.
- We require employees to disclose information regarding a third party with 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 as a bribe and that the appropriate authorisation is obtained in case of an offer or acceptance.
- Third-party sponsorship of MTN events is subject to approval from the operating company's executive committee. There must be an existing contractual relationship with MTN 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 programme approved in advance by the operating company CEO.

Roles and responsibilities

- Our Board, through the Group Audit Committee, oversees the Group's actions and performance regarding gifts, hospitality and entertainment.
- The Group's Executive Committee is responsible for policy implementation and identifying, addressing, and remedying gifts, hospitality, and entertainment risks, driven by the Group Company Secretary function, in line with the MTN's policy.

Applicability and transparent reporting

- Our Gifts, Hospitality, and Entertainment 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 gifts, hospitality, and entertainment, that each supplier of products or services must comply with.
- We are committed to transparency and disclosure regarding gifts, hospitality, and entertainment at MTN.

Communication and training

MTN's Gifts, Hospitality, and Entertainment Policy is shared with all employees of MTN's operating entities, subsidiaries and partners. The policy is translated into local languages as required. Detailed training is provided to employees and partners on an annual basis.

Definitions

Bribery - defined as the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action that is illegal, unethical or a breach of trust.