





MTN Group Conflicts of Interest Policy

Business Area	COSEC		
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Policy Owner	THOBEKA BONOYI	Signature	
CEO on behalf of EXCO	ROB SHUTER	Signature	

1. POLICY APPROVAL

This MTN Group Conflicts of Interest Policy is a Governance Policy as defined in the MTN Group Master Policy. Thus, the applicable Policy approval process, as set out in section 5.6 and Annexure B of the MTN Group Master Policy, must be applied.

2. DEFINITIONS AND ABBREVIATIONS

The definitions contained in this MTN Group Conflicts of Interest Policy must be read with the definitions in the MTN Group Master Policy. General definitions and abbreviations which are applicable across all MTN Group Policies are provided for in the MTN Group Master Policy and only Policy specific definitions provided for in this Policy.

Term	Definition
Business relationship	An association between individuals or companies entered for commercial purposes.
Close Associate	A close personal or business relationship with a friend, colleague, ex-colleague or connection
Conflict/s of Interest	A perceived, potential or actual situation in which a direct or indirect conflict between the professional duties and private interests of an Employee may have personal bias, obligations or loyalties which unduly influence the objective exercise of an Employee's duties or impairs the reputation of his/her Business Area in relation to MTN's Stakeholders.
External Financial Interests	Any monetary interests gained like salary or other payments for services or equity interests like stocks, stock options, intellectual property rights and the like.
Declarable Interest	An External Financial Interest, Ownership or Personal Financial Interest held by Employees, including the following: <ol style="list-style-type: none"> 1. directorship or officer of any company or other business entity; 2. dominant shareholding in any company or other business entity; 3. trusteeship or officer of a trust; 4. participation in professional bodies, forums, or activities where MTN's time and resources are being utilised;

	<p>5. other business partnerships; and/or</p> <p>6. Any of the above or other business held by or involving your family member(s) where MTN is directly or indirectly dealing with such entity or business and any other interest which you may think conflicting.</p>
Declaration	A formal acknowledgement made by Employees in respect of all Declarable Interests, including those of his/her Family Members, which are to be recorded in a central repository that is managed by the Ethics Office and the Group Company Secretary for Directors, Group EXCO and OpCo CEO's.
Family Member	A parent, spouse, civil partner, partner, child and immediate in-laws and siblings, nieces and nephews.
Ownership	Claim, right or share of profits and losses of any monetary interest, stocks, stock options, intellectual property rights and the like.
Personal Financial Interest	<p>A direct material interest of that person, cash, cash equivalent, voucher, gift, service, advantage, benefit, discount, travel, hospitality, accommodation, sponsorship, other incentive, or valuable consideration, other than:</p> <ol style="list-style-type: none"> 1. an ownership interest; 2. any interest held by a person in a unit trust or collective investment scheme; 3. training, that is not exclusively available to a selected group of providers or representatives, excluding travel and accommodation associated with that training; 4. products and legal matters relating to those products; 5. general financial and industry information; or 6. specialised technical systems of a Third Party necessary for the rendering of a service.

3. INTRODUCTION

3.1. MTN's reputation is based on integrity and trust, its business relationships and the delivery of products and services to its customers. In safeguarding these values, MTN endeavours to uphold the highest ethical Standards and ensure compliance with relevant legislation in carrying out its business activities and fulfilling its obligations

to MTN Stakeholders.

- 3.2. The Policy arose as a safeguard against employees having personal or business interests that have the potential to influence the independence and objectivity of their decision making due to associations from which they may derive a benefit.
- 3.3. Furthermore, the Policy does not seek to discourage employees from contributing to outside activities that have a benefit to society but to provide guidance for ethical conduct in relation to their obligations to MTN.

4. PURPOSE OF THIS POLICY

4.1. The purpose of this Policy is to:

- 4.1.1. ensure that the propriety actions of all Employees are transparent;
- 4.1.2. ensure compliance with the key principles and Standards set out herein;
- 4.1.3. provide Employees with guidance and awareness on identifying, declaring and managing a Conflict of Interest;
- 4.1.4. protecting MTN and its Employees from any Conflict of Interests; and
- 4.1.5. to ensure compliance to regulatory and leading practice requirements.

5. SCOPE AND APPLICABILITY

- 5.1. This Policy addresses MTN's position on compliance with ethical Standards in respect of any Conflicts of Interest.
- 5.2. This Policy applies to all Employees of MTN.

6. POLICY STATEMENTS

- 6.1. MTN recognises that the management of Conflicts of Interest is of high importance in promoting ethical conduct. The Declaration of Conflicts of Interest is therefore

essential in protecting the integrity and objectivity of MTN's decision-making process and strengthens confidence among Stakeholders in MTN's business activities and its procedural and governance structures.

- 6.2. All disclosure made, and the register maintained in terms of this Policy will be treated as confidential and in accordance with the MTN Group Privacy Policy.
- 6.3. 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.

7. KEY PRINCIPLES

The key principles below are to ensure that any potential or actual conflicts of interest are identified and addressed effectively.

- 7.1. The exercise of good judgment is always required by Employees and during all interactions with MTN's Stakeholders. All Employees are obliged to act in the best interests of MTN.
- 7.2. Employees have a duty to utilise all time and resources belonging to MTN for the benefit of MTN.
- 7.3. Employees must avoid Personal Financial Interests which conflict or may conflict with his/her professional duties and obligations to MTN, MTN's business activities, and the best interests of MTN or its Stakeholders.
- 7.4. Recusal of employees / directors from involvement in an affected decision-making process (e.g. procurement, recruitment etc.) should be enforced. However, care must be exercised to ensure that all affected parties to the decision know of the measures taken to protect the integrity of the decision-making process where recusal is adopted.
- 7.5. It is not permissible for Employees to:
 - 7.5.1. conclude contracts or arrangements or receive or place business on behalf of MTN for his/her financial or personal gain;
 - 7.5.2. use his/her position or authority to influence or make decisions that lead to any

form of financial or personal gain for him/herself, his/her Close Associates or Family Members;

- 7.5.3. use his/her position to solicit investment in a business owned by him/her, his/her Close Associates or Family Members;
- 7.5.4. use or disclose any information obtained from MTN which is not generally available to the public for personal gain for him/herself, his/her Close Associates or Family Members or for any reason other than for business purposes authorised by MTN;
- 7.5.5. source or promote any commercial activities for a Third Party for financial or personal gain for him/herself, his/her Close Associates or Family Members;
- 7.5.6. either for him/herself or as the agent of another person, solicit, coerce; interfere with, entice, or endeavour to entice any Employee of MTN to become employed in any business, firm, undertaking or company, directly or indirectly, in competition with the business carried on by MTN; or
- 7.5.7. engage in any other conduct that may be construed or identified as constituting a Conflict of Interest.

8. DECLARATION OF INTERESTS

- 8.1. The purpose of a Declaration is to provide information to Stakeholders about the relevant interests of Employees in ensuring proper governance, accountability and transparency. Declarable Interests that have the potential to influence the judgement, deliberation or actions of an Employee in his/her professional capacity, or which might be perceived by Stakeholders as such, must be declared. (Shareholding in listed companies of less than 1% would usually be excluded unless it has potential to influence judgement, deliberation or actions.)
- 8.2. All employees are required to attest whether him/her has a Conflict of Interest that him/her should declare or not. Where him/her have a Conflict of Interest to declare, the below will apply.
- 8.3. It is the responsibility of Employees to ensure that such Declaration remains current

for the duration of their employment.

- 8.3.1. Employees are required to complete a Declaration in respect of any Declarable Interests, subsequent to the commencement of employment and before the end of January, on an annual basis.
- 8.4. All Employees have a responsibility of ensuring that Declarations are submitted, as follows:
 - 8.4.1. Employees, notwithstanding 8.4.2, must submit a Declaration to their direct line manager;
 - 8.4.2. Directors and EXCO members must submit a Declaration to the Board (or OpCo equivalent) and the Group Company Secretary; and
 - 8.4.3. Group EXCO must submit a Declaration to the Group CEO and the Group Company Secretary, the Board must submit a Declaration to the Board and the Group Company Secretary, OpCo EXCO must submit a Declaration to the OpCo Company Secretary, who must submit to the Group Company Secretary.
- 8.5. The submission of Declarations in terms of 8.4, is to acknowledge that the Declaration has been submitted and does not constitute an approval of any Conflict or potential Conflict of Interest.
- 8.6. Furthermore, Employees are required to make a Declaration in writing in respect of Conflicts of Interest as they become apparent and in the case of a previously approved Declarable Interest, where there has been a material change of circumstances in relation to that interest.
- 8.7. Where a candidate/Third Party is being considered for employment, contracting, procurement sponsorships, training, development or business ventures at MTN, an Employee who is a Close Associate or Family Member of the candidate must make a Declaration to this effect. An assessment is to be undertaken and, where applicable, approval shall be granted (see Clause 9).
- 8.8. Without approval from MTN, no Employee who is a Close Associate or Family Member of the any candidate shall be permitted to be included in the interviewing and decision-making process of the candidate/Third Party and should recuse him/herself from such process.

8.9. Employees entering into a business relationship with Third Parties must ensure that any Conflicts of Interest are declared accordingly before the conclusion of any agreements or commencement of negotiations with such parties.

9. ASSESSMENT AND APPROVAL OF INTEREST

9.1. Where the Declarable Interest does not present a significant risk of reputational damage to MTN or other risk, approval must be sought by Employees to continue with an activity in relation to a particular interest. Once approval has been requested, an assessment of the Declarable Interest(s) shall be undertaken.

9.2. The assessment of whether a Declarable Interest constitutes a Conflict of Interest entails a consideration of the impact of the interest on MTN's reputation, the risk of financial loss, the risk of criminal or civil lawsuits and the potential of a breach of this Policy and MTN's ethical standards.

9.3. This assessment will be coordinated by the Ethics Office, in conjunction with relevant parties.

9.4. Approval will be facilitated by the Ethics Office, after completion of the assessment.

9.5. The following one-level up approval matrix shall apply:

9.5.1. Level 6 Employees, Group EXCO, Directors, CEOs and members of the Board must obtain approval from the MTN Board (or OpCo equivalent);

9.5.2. Level 5 Employees must obtain approval from Group EXCO (or OpCo equivalent);

9.5.3. Level 4 Employees must obtain approval from their direct line management; and

9.5.4. Level 3H Employees and below must obtain approval from the general manager/Executive of the area.

9.6. Any interest relating to Directors which emerges should be declared prior to the start of the Board meeting and noted in each meeting in line with the Company Secretary process.

10. MANAGING OF CONFLICTS OF INTEREST AND DECLARABLE INTERESTS

10.1. It is always best to avoid a Conflict of Interest situation; Employees must avoid being in a position where there is a Conflict of Interest.

10.2. If the assessment, referred to in 9 above, requires the conflict to be avoided, this must be done immediately. This can include ceasing dealing with a specific third party or reassigning the conflicted Employee from his duties with respect to the Conflict.

10.3. Prior to the start of a meeting that involves an interest, be it declarable, personal or external financial interests, the potentially conflicted employee/director must declare their interest.

10.3.1. Upon declaration, the chairperson will decide if the conflict is of such a nature that the employee/director must be excused from the meeting in as far as the decision-making is concerned.

10.3.2. Where the conflicted employee/director is the chairing the meeting, the chairperson must declare such conflict and recuse himself/herself from the meeting or decision-making process.

10.4. If the assessment, referred to in 9 above, finds that the Conflict of Interest does not pose a risk or the conflict cannot be avoided, the line manager and the Ethics Officer must develop control measures to reduce any negative effect or risk. An appropriate reporting system which provides feedback about the conflict, its possible negative effects and what has been done to reduce any possible effects by the Employee and line manager must also be agreed upon with the Ethics Office and implemented.

10.5. The MTN Conflict of Interest Practical Guide will provide further understanding on managing Conflicts of Interest.

11. REFERENCED DOCUMENTS/RELATED POLICIES

11.1. In addition to the documents referenced below, this Policy must be read in conjunction with the MTN Group Conduct Passport, Group Risk Escalation and Acceptance Policy and Master Policy, which sets out the principles and related activities to provide guidance on minimum standards with which compliance is

mandatory.

Document Name	Publication Date	Published By
MTN Group Anti-Bribery and Corruption Policy		
MTN Group Code of Conduct and Ethics		
MTN Group Gifts, Hospitality and Entertainment Policy		
MTN Group Whistleblowing Policy		
MTN Group Privacy Policy		
MTN Conflict of Interest Practical Guide		

ANNEXURE A – ROLES AND RESPONSIBILITIES

All Employees are required to log any potential, perceived or actual Conflicts of Interest to First Line Management in a one up principle, as well as inform the Ethics Office. The onus is on every Employee to comply with this Policy. Should any individual be uncertain as to whether they are in a conflicted situation, for example- whether the offer they wish to make or the offer which has been made to him/her, or whether a particular action or omission amounts to a Conflict of Interest, then he/she should contact formally First Line Management in a one up principle, as well as the Ethics Office, or the relevant Line Manager immediately.

Senior Management of each Business Area in conjunction with their teams, must, on an ongoing basis, provide oversight and identify any actual or potential Conflicts of Interest which may arise within his or her area. These must be reported to the Ethics Office.

The Ethics Office provides oversight with respect to the Conflicts of Interest register which is maintained by the relevant Line Manager and/or specific mandated functions. This Conflicts of Interest register must be reviewed periodically by Senior Management to determine whether conflicts already identified are still valid, whether the mitigation strategies in place operate effectively and whether there are any new or potential conflicts that may have arisen since the last review.

MTN Group Ethics Office is to disseminate a report to the Group Social and Ethics Committee on all interests of Employees that have been recorded as Conflicts of Interest. The report is to include recommendations regarding any measures to be implemented in respect of the management of existing Conflicts of Interest.

The Group Social and Ethics Committee is responsible for reviewing the adequacy and effectiveness of the MTN's systems of internal controls, relating to Conflicts of Interest, and the means through which Declarations are managed.

The Group Company Secretariat must on an on-going basis provide oversight and identify any actual or potential conflict of interest which may arise from Directors, Group EXCO members and OpCo CEO's.