



MTN Group

Code of ethics



*Be the person your loved
ones think you are.*

MTN Group

Code of ethics

MTN started at the same time as the new and democratic South Africa. Those humble beginnings, and the values of the whole South Africa from that time, remain central to the way we do business. We operate in mobile networks across 22 countries in Africa and the Middle East. Our goal is to be leaders in the delivery of a bold, new digital world to our customers.

However, we recognise that operating in these countries and regions, we have an obligation to ensure that all our business practices are conducted in accordance with all local and international laws. We also need to adhere to the highest levels of ethical and moral conduct. This is something that we embrace across all parts of our business, and we expect our business partners to do the same.

The principles that govern the manner in which we do business are set out in our code of ethics (the 'Code'). The Code, together with a set of detailed underlying policies, explains the way in which we run our business, deal with each other, customers, suppliers and governments. All officers and employees of MTN are required to comply with the Code, as are all our suppliers. Failure to comply with the Code can result in serious action being taken.

In order to ensure that the Code accurately and comprehensively addresses the current law and international best practice, it is continually reviewed under the supervision of the board's social and ethics committee. A new and revised Code will be issued as regularly as MTN's changing ethics risk profile demands. This will be done in conjunction with ongoing institutionalisation to ensure that the Code is understood and implemented across the entire MTN Group.



*Be the person your children
think you are.*

Our philosophy

1

Our objective is to conduct all our business affairs with honesty, integrity, diligence and professionalism. We firmly believe that this is a requirement for our success as a company.

2

Compliance with laws and regulations

We are committed to conducting our business activities in full compliance with the applicable laws of South Africa, and of all the countries in which we carry on business.

We comply with the following:

International trade laws and regulations, embargoes and sanctions:

- Competition laws
- Fraud, anti-bribery and corruption laws
- Anti-money laundering laws
- Intellectual property laws
- Human rights and equal opportunity obligations

3

Conflict of interest

We do not put ourselves in a position in which our personal interests conflict with our obligations and responsibilities to MTN. We treat the need to avoid conflict of interest seriously, and have processes in place to identify and manage any potential conflicts.

4

Corporate governance, reporting and company assets/resources

We are committed to managing the business in accordance with international best practice, and to maximise the return to our shareholders. We achieve this by having effective and transparent corporate governance structures and processes. We have appropriate controls in place, through various institutions and specific management positions, to ensure that we can assess and manage risks to the business and our people.

We ensure that MTN Group is meeting the requirements of the King III report on corporate governance. We maintain accurate and complete business, financial and accounting records in accordance with all applicable laws. We also follow international financial reporting standards (IFRS) to compile MTN Group's annual financial statements. MTN Group is committed to maintaining and conserving our physical, financial and intellectual resources. We all seek to make efficient use of these resources.



*Be the person your son
thinks you are.*



*Be the person your wife
thinks you are.*

5

Customer treatment and customer service

We commit to deliver high-quality customer service. MTN customers are entitled to fair, courteous and professional treatment.

We commit to provide quality products and services that meet and/or exceed customer expectations, comply with all applicable standards and are safe to use.

We recognise that our customers entrust us with their personal information. We take our duty to protect their personal information seriously and respect their right to privacy.

6

Vendors and suppliers

We choose vendors and suppliers through a transparent selection process, that is based on objective criteria and evidence in accordance with the provisions of the Code and our policies.

We expect vendors and suppliers to operate in accordance with our ethical principles and to comply with all relevant international and domestic laws.

7

Employees

We support and respect human rights in our workplace. This includes providing a safe and non-threatening workplace where healthy working conditions are maintained, where all people are treated with respect and with due regard for their dignity, and where harassment and intimidation are not tolerated.

We guarantee freedom of association, ensure non-discrimination in personnel practices, and make reasonable accommodations for all employees' religious observations and practices.

We respect our employees' privacy and the confidentiality of their personal information.

8

Employee conduct

We uphold our standards of professionalism and competence, respect the traditions and culture of all employees, and do not to behave in ways that could be considered offensive, intimidating, malicious or discriminatory.

9

Interactions with government

In all circumstances, we will maintain an honest, transparent and ethical relationship with the government, their agencies, officials and personnel.

10

Communications

We communicate transparently, accurately and in a timely manner with shareholders, all those with whom we conduct business (including customers and suppliers) and third parties.

We focus on delivering messaging about our business, and do not comment unfavourably on the products, management or operations of our competitors.



*Be the person your daughter
thinks you are.*



11

Commitment towards communities, society and environment

We commit to contributing to the socio-economic development of the emerging markets in which we operate. Our investment into society includes supporting democratic institutions and engaging key stakeholders, such as NGOs and policy groups. We also look to invest in developing local employees and improve the general economic conditions of the local communities.

We aim to sustainably maintain and grow our business in a way that is environmentally and socially responsible. We ensure compliance with all relevant environmental laws in each country in which we operate.

We adhere to the United Nations global compact on human rights, labour standards, environmental responsibility and fighting corruption. We apply the global reporting initiative's guidelines on sustainability reporting.

*Be the person
your loved
ones think
you are*



*Be the person your niece
thinks you are.*



*Is it ethical?
The ethics quick test*



The ethics quick test

MTN's '**Is it ethical?**' **quick test** may help us make better decisions as we strive to conduct ourselves in line with MTN's code of ethics. When faced with an ethical problem, ask yourself:

- Will my action be legal/procedural?
- Would the reputation of MTN be harmed if my action were revealed in the newspapers?
- Would I be willing to tell my family, friends or co-workers of my planned action, or would I be embarrassed?
- Is it consistent with my personal/organisational/professional values?
- Could someone's life, health, safety or reputation be endangered by my action?
- What kind of a person would I be if I took this action?
- What kind of a place would the world be if others took the same action as I took?

If you answer 'I'm not sure' to any of these questions then you should ask for guidance. You can speak to your line manager or colleague you trust as they might be able to give you the guidance and advice you need. You can also ask an MTN ethics officer at MTNGroupethics@mtn.com

MTN Group's certified ethics officers (see below) are registered with the Ethics Institute of South Africa, and are qualified to give sound advice on ethical matters or refer staff to suitable sources of information.

Johanna Joubert
Carel Gericke
Mira Ristovich
Nicholas Harris

Where can I find info on ethics and ethical decision making in MTN?



Enquiries and advice

For general enquiries and advice on ethical problems, please email the MTN Group ethics officers at MTNGroupethics@mtn.com

This is not a suitable mechanism for anonymous reporting of suspected fraud.



Suspected fraud

To report suspected fraud anonymously, please use these mechanisms:

Call: 083 123 STOP (7867)
Email: anonymous@tip-offs.net
Visit: www.tip-offs.com

Q

1. I'm concerned that my colleagues might find out if I raise an ethical concern. Will it be kept confidential?

2. Let's say I report something suspicious but it turns out not to be a breach of ethics or compliance, what happens then?

3. I have a concern about the actions of a colleague. How do I report it?

4. A colleague is acting in my position while I am on leave and needs access to the systems I use. It's a hassle arranging a login and password; can't I just give them mine?

5. I'm working from home and have problems accessing the MTN network. Can I ask a colleague to send me the information I need to my personal email account?

6. I work part time for a non-governmental organisation, a charity. Do I need to declare an interest?

7. A close friend of mine is applying for a job at MTN. Is this OK?

8. I'm a member of a political party. Do I need to declare an interest?

A

It is our priority to protect the identity of innocent people. MTN does not tolerate retaliation against an employee who raises a sincere concern. What you tell us, remains private throughout the investigation process, subject to our legal obligations. The independent and anonymous reporting line is also confidential.

As long as your report was made because of a sincere/genuine concern, no action will be taken against you.

First discuss your concerns with the individual, if possible, and refer them for help if necessary. The most important thing is that you do report your concern. In the end, it really doesn't matter which route you choose: If you would rather talk to your line manager, then do that. Your line manager is there to support you and can help you choose the correct course of action. Or you can report it to the head of the relevant department.

No, you should never give your login details to other people. We need to keep accurate records of who has access to MTN's systems. Every individual who has access to our systems must be authorised to do so.

No. Information sent to personal email accounts is not protected in the same way as the information on the MTN network. You should not send information to a personal account or upload it onto a personal computer or other device.

Yes. Even if it is an NGO that has no relationship to MTN.

We encourage our employees to recommend MTN as a great place to work. However, ensure that you are not involved in the recruitment process, and that the job role in question is not reporting to you.

No. You don't need to declare your personal political affiliations unless you are running for elected office. In such a case you must advise your HR team.

Q

9. I've been invited out to dinner by a potential service provider presently bidding for a new contract. What should I do?

10. A supplier has sent me a gift of high value but I don't want to offend them by returning it. What should I do?

11. I plan to keep all my documents in case they are needed in future. Is this required?

12. A colleague sent me an email containing information about a competitor that could easily be misinterpreted. What must I do?

13. My brother is thinking of selling some MTN shares in the next few days. I know MTN may make an announcement that might impact the share price. May I drop hints to my brother?

14. While at a seminar a marketing executive from another company started talking to me about economic prospects in Africa, and what this meant for our data pricing plans for the future. What should I do?

A

You should decline the invitation as it is inappropriate to go for lunch, dinner or any other hospitality event or entertainment with a potential service provider during a tender process or during a request for proposal process.

It is crucial that you notify your line manager and seek guidance from your BRM, HR or legal office. You may also contact MTNGroupEthics@mtn.com. The best action is to politely refuse and return the gift. If this is not possible, then the item should be donated to charity. Also check out the MTN Group gifts, hospitality and entertainment policies at <https://connect.mtn.com/EN/news/internalnews/groupnews/Pages/New-Gifts,-Hospitality-and-Entertainment-Policy-.aspx>

You need to be selective about what you retain as some documents do need to be retained for audit, tax or legal purposes. For example, documents relevant to an investigation or litigation should be kept until the investigation or litigation is completely resolved. On the other hand, an invitation to a meeting that has already taken place is an example of a document you could destroy.

You should advise your colleague that he/she should not write anything that can be misinterpreted. In terms of MTN's code of ethics, we also commit ourselves not to comment unfavourably about the products, management or operations of our competitors. Keep in mind that anything we write or say can be used as legal evidence. Emails are the most common form of legal evidence.

No. You should never leak information about MTN's business, which is not publicly available. You should not use inside information to influence the investment decisions of others.

Stop the conversation and walk away. You should not discuss any of our pricing or confidential commercial information with any of our competitors.

Q

15. I am travelling abroad later this month and need to urgently get a work visa. The person processing my request at the embassy said that they will expedite the process if I paid a small amount of money in cash. Is this okay?

16. Sometimes when I walk on the MTN premises I see things that could easily cause injury. I'm unsure if I have the authority to stop people and tell them what they are doing is dangerous.

17. I've an idea that might be worth something. Can I discuss it with our suppliers to get their views?

18. A media reporter contacted me to ask me about this year's annual report. May I comment?

19. Am I allowed to say where I work on my social network profile?

20. There are a lot of guidelines to follow when using social media, can you summarise them please?

21. A colleague is recruiting a new team member. I am concerned that they may be discriminating against certain candidates. Should I challenge them?

22. One of my colleagues is being singled out and picked on frequently by team members. While I want to do something about this I'm concerned that they'll target me next. What should I do?

A

No. This sounds like a facilitation payment, which is considered to be a form of bribery and this is illegal. If this payment is a standard or official fee, such as part of a publicly available fast-track service, then it would be alright to proceed. But even then you should rather consult your legal department for advice first in case you are putting yourself and MTN at risk of prosecution.

Everyone in MTN has the authority to stop something that is perceived as dangerous or risky. The individual may not realise that it is dangerous until you point it out. If something looks dangerous, it probably is, and it would be wise to rather be safe than sorry.

No. You should initially discuss the idea with your team. If you want further input, you should contact the MTN legal team.

No. You should explain that you are not allowed to comment publicly on MTN's business. Instead, offer to put the reporter in touch with the MTN Group Corporate Affairs team.

Yes. You can disclose on your 'About' page that you are an MTN employee. State which part of the organisation you represent and what your responsibilities include. You could also include a link to the MTN website (www.mtn.com).

As a general guideline, be yourself, respect others, use common sense and respect the law.

You are right to raise your concern as we do not tolerate discrimination. Urge your colleague to discuss the selection criteria with an HR partner. If there is no change then you should raise the issue with your line manager or the HR head.

You should always challenge inappropriate or unacceptable behaviour. Speak to your line manager, your HR partner or contact MTNGroupEthics@mtn.com

Q

23. A fellow team member regularly arrives at work looking as though she is under the influence of alcohol. I know she is having difficulties at home. What should I do?

24. I thought human rights were the government's responsibility. Why do I need to worry about this?

A

It is important that you discuss the issue with your line manager. The use of alcohol is likely to be affecting her well-being, as well as her productivity and quality of work. Because your colleague may need help and support in dealing with her difficulties, you could refer her to the employee assistance programme (ICAS).

Governments have the duty to protect the human rights of their citizens. However, as a signatory to the United Nations global compact, MTN has committed itself to its responsibility to respect human rights. MTN works to ensure we do not infringe human rights, wherever we operate.

Treasured by:

Name:

Date:



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