

MTN Group Limited

Ethics-related Position Statements and Codes



2020/21

MTN Group's social and ethics statement

As part of an overall update to the MTN Group's work on ensuring business is conducted ethically in line with its code of ethics, the Company updated its stance on conducting ethical business. The updated statement was signed by the MTN Group board in May 2013.

Wherever we operate in the world, MTN adheres to a culture of sound ethical business conduct that generates economic value for the greater benefit of our communities and stakeholders and in a manner that is eco-responsible and sustainable. We operate across a diverse set of geographic, political, regulatory, judicial, socio-economic and cultural contexts, and this poses both opportunity and risk-based challenges to how we are able to conduct our business of facilitating communications in the digital age.

The global information communication innovation age is a catalyst for socio-economic development, but the benefits of the rapid development of technology must be balanced with ethical and responsible application. It is our intention to always conduct our business ethically and responsibly, acting to the best of our abilities for the greater good of our business and our stakeholders.

We act on our social and ethics statement through:

- Maintaining a reputation of honesty, fairness, respect, responsibility, integrity, trust and sound business judgement.
- Integrating within our business operations internationally accepted and locally required responsible business instruments, codes, protocols, standards and guidelines that direct the social and ethical role of businesses within society.

- Not tolerating any form of illegal or unethical conduct on the part of all MTN's employees, leadership, and directors, as well as our suppliers, business partners and other stakeholders that may influence our business activities.
- Remaining informed about the rapidly developing benefits and risks of information and communication innovation globally, and ensuring that our governance, legal, policy development, technical and business processes, and system capabilities evolve accordingly.
- Constantly improving the quality of our services, products and operations.
- Working with industry and other forums focused at bringing the benefits of open, affordable and accessible telecommunications and digital information to society.
- Improving our engagement with our stakeholders in a constructive, dialogue-driven, more transparent manner.

MTN's ethics culture is a direct result of the conduct and decisions of our employees. All MTN employees are expected to adhere to our ethical standards as expressed through the MTN values of integrity, leadership and relationships. Our values of innovation and can-do are achieved with due regard for people and the planet, while profits are a result of consciously understanding, aligning and integrating the various stakeholders' needs within the diverse markets and geographies we operate in. We will act to our utmost capacity and scope of influence to continue to achieve our vision of leading a bold new Digital World in our markets, in a way that is responsible, ethical and sustainable.



MTN Group's position on **Anti-bribery, Corruption and Gifts**

Fraudulent and corrupt activities are a threat to the sustainability and reputation of any business. MTN has a zero tolerance approach to fraud, bribery and corruption, and we are constantly striving to improve our fight against it. It is our policy to conduct all our business activities with honesty, integrity and to the highest ethical standards, and we recently updated the MTN Group anti-bribery and corruption policy to ensure that our efforts against fraud, bribery and corruption are in alignment with the overall Group ethics framework.

We consider facilitation payments as bribes, and therefore illegal. We will only do business with parties that do not make facilitation payments. Our gifts policy includes a declaration of gifts in a gift register, and all employees are expected to record gifts, hospitality and corporate expenses. Procurement policies and procedures are communicated to employees and suppliers to ensure selected providers of services are aware of our requirement to act in a legal, ethical and professional manner. We work to ensure that third party engagements are for bona fide purposes, that adequate due diligence is conducted, and that compensation is appropriate and justifiable remuneration for legitimate services rendered.

In our dealings with public officials and government employees, we work to ensure that we act in an ethical manner. We also recognise that strong democracies require healthy political parties, and that these parties require resources to represent people, operate structures, contest elections and meaningfully contribute to political debates; therefore our political donations policy sets out our political support during general elections in countries. Political party financial support is only provided should a country hold national elections, and funding is allocated to each party in relation to its performance in general elections. We act in an entirely open manner and will publicly disclose political donations made.

As part of our corporate citizenship role, charitable donations and sponsorships are encouraged, but we will not undertake this with the intention of placing actual or potential customers, suppliers or public officials under any obligations.

For MTN, it is important that our employees in particular are aware of what constitutes fraudulent or corrupt behaviour, and what they need to do once they are aware of potentially fraudulent activities.



MTN position on **Fraud**

MTN is committed to high ethical, moral and legal standards that include accountability, transparency, fairness, responsibility and integrity. The mechanisms available to create these standards are intended to address fraud and other acts of wrongdoing perpetrated by any employee or trading partner against MTN.

MTN clearly states its expectations and requirements relating to the prohibition, recognition, reporting and investigation of suspected fraud, corruption, misappropriation and other similar irregularities. We avoid the negative effect of fraud in relation to revenue and profits, retention of customers, MTN's reputation and operational efficiency of the business, and we create a fraud-free culture and environment within MTN by eradicating fraud and attempted fraud.

Maladministration, corruption, fraud, theft, cybercrime, money laundering, financing of terrorism, or any other dishonest activities of a similar nature are not tolerated. These include but are not limited to any dishonest, fraudulent or corrupt act; theft of funds, supplies, or other assets; maladministration or financial misconduct in handling or reporting of money, financial transactions or other assets; making a profit from insider knowledge; disclosing confidential or proprietary information to outside parties;

irregularly accepting, requesting, offering or giving anything of material value to or from contractors, suppliers or other persons providing services/goods to the department; irregular destruction, removal or abuse of records, furniture and equipment; blackmail or extortion; money laundering and terrorist financing; criminal activities carried out by means of computers or the internet specifically targeted at MTN (cybercrime); any similar or related irregularity; and deliberately omitting or refusing to report or act upon reports of any such irregular or dishonest conduct.

Employees are required to raise their concerns and report wrongdoing within the workplace. The whistleblowing facility is operated independently by an outsourced service provider and is governed by the MTN Group Whistleblowing Policy.

We expect of each employee to, in all reasonable circumstances, assist and co-operate in all investigative and other activities aimed to prevent, detect and eradicate fraud. We further view it as the responsibility of all employees to carry out their work in such a way as to prevent fraud occurring in the workplace. Employees must also be alert for occurrences of fraud, be aware that unusual transactions or behaviours could be indications of fraud, and report potential cases of fraud.



MTN Group's position on the management of Conflicts of Interest

Globally, the management of potential conflicts of interest remains a key focus in managing ethical risk and ensuring employees and stakeholders are not placed into positions that could cause or be perceived as ethical breaches. It is our policy that MTN must avoid, and where impossible, mitigate conflicts of interest.

We recognise that inevitably, in some of our interactions and dealings with other stakeholders, there may be potential, perceived or actual conflicts of interest. Directors and employees are encouraged to be honest and transparent with regards to any situation, which if not disclosed, could compromise the ethical standards set out in our Code of Ethics. We have defined a potential conflict of interest as a situation where an employee or director has an actual or potential private or personal interest which may influence the objective exercise of official duties at MTN.

The Group's conflict of interest management framework guides operations on implementing processes, procedures and internal controls to ensure all employees and directors are aware of their duties and responsibilities to avoid any

imminent conflict of interest, identify present conflicts of interest, and to ensure disclosure and management of existing or potential conflicts of interest. All actual or potential conflicts of interest in respect of an individual must be disclosed to MTN in writing and must include the disclosure of all relevant ownership or financial interests that the representative has or is eligible for, and the nature of any relationship or arrangement with a third party that gives rise to a conflict of interest within the context of their employment with MTN. The framework also deals with the issues around human resources and employment procedures to guard against nepotism and favouritism.

To manage conflict of interest matters, all directors and employees are required to declare their interests on an annual basis. Records will be stored and maintained accordingly. Senior leadership authorisation and approval processes are followed when conflicts of interest are declared. We view non-compliance with the policy seriously and will ensure that all breaches are dealt with through internal disciplinary processes.



MTN position on Gifts, Hospitality and Entertainment

MTN acknowledges the need to foster and maintain good relationships with our stakeholders. The company is also empathetic to the cultural nuances which may exist in certain geographies, wherein entertainment is an area under increased scrutiny. Furthermore, as an organisation, we are aware of the impression of impropriety that excessive entertainment or giving and accepting of gifts may create.

Whilst 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.

Due to the existence of special anti-corruption laws in the countries where we operate, particular care is taken in respect of any payments to or at the request of public officials.

Some of the key points in our Gifts Registry, are:

- **Receiving of gifts – Permitted:**

- corporate branded promotional items to the value of USD50 and below;
- perishable food gifts must be shared with all colleagues within the department/division.

- **Not permitted – Any gifts:**

- comprising cash or cash equivalents (gift vouchers, shares, coupons, etc.) which are in the form of services, or other non-cash benefits;
- which include "adult" entertainment, or any sort of event involving nudity or lewd behaviour;

- which are provided so frequently, or is so lavish in type or value as to appear improper or to create an inappropriate obligation or expectation;
- violates the laws, regulations, contracts or agreements, or reasonable customs of the market place.

- **Giving of gifts – Permitted:**

- Gifts to the value of USD200 and below may be given.

- **Giving of gifts – Not permitted**

- Gifts comprising cash or cash equivalents are not permitted under any circumstances.
- It is important, however, to bear in mind as an overarching principle that –
 - ◊ No employee will accept a gift that is provided under circumstances or accompanied by any direct or indirect implication that some expected, or desirable outcome is required in return.
 - ◊ All exceptions are recorded and requires the written approval from the designated approver prior to acceptance.



MTN position on **Whistleblowing**

MTN is committed to a culture of zero-tolerance toward fraud, bribery, corruption, misappropriation and illegal activity throughout the organisation. MTN recognises the importance of having procedures and a facility in place whereby employees and other stakeholders can safely report instances of fraud, misconduct, illegal activities or other irregularities.

Whistleblowing has the potential to be seen as an adverse activity as individuals who speak up against possible fraud, misconduct or any illegal activity may be branded as troublemakers. MTN sees whistleblowing differently, regarding it as a positive practice that assists the organisation to detect incidents of fraud, misconduct, and illegal activity early. It enables MTN to limit or prevent financial and reputational damage to the company, provides MTN the opportunity to prevent future occurrences and take corrective measures against individuals who performed illegal acts.

Through speedy identification, investigation, resolution and mitigation of fraud incidents, MTN can ensure that our profitability and revenue streams are safeguarded to ensure that the company and employees alike prosper.

Additionally, the MTN Group enjoys legislative protection to support whistleblowing. The Protected Disclosure Act, Act 26 of 2000 ("the Act"), offers protection, against occupational detriment, to a whistleblower who makes a disclosure to an employer in good faith and without malicious intent.

Through relevant policy we encourage employees to report any incidents of fraud, misconduct, bribery, corruption, misappropriation or illegality against MTN by any internal or external party. This is done through the utilisation of available reporting procedures and facilities. Further, employees or individuals who have reported such incidents to MTN in good faith and without malicious intent may do so without fear of reprisal.

In accordance with the Protected Disclosure Act, Act 26 of 2000, MTN undertakes to protect employees against any operational detriment or reprisals resulting from whistleblowing in the workplace.

MTN also offers reasonable personal protection to the whistleblower and persons living in the same household as the whistleblower, should the need arise.



MTN position on online Freedom of Expression, Privacy and Security (**Digital Human Rights**)

MTN's business is to facilitate communications in the digital age. We recognise that the innovation revolution taking place in the information and communication sector is helping break down social, economic and community barriers, and is a catalyst for positive socio-economic development.

Information technology has developed far more rapidly than any global laws required to support it, and this situation is unlikely to change in the foreseeable future. One of the results of this development has been greater access to personal information and communications by governments or any other group of organisations or individuals, often not accompanied by legal or regulatory due process.

Digital human rights predominantly relate to freedom of expression, access to information, privacy, and security of information.

MTN Group's Freedom of Expression, Privacy and Security (Human Rights) Policy sets out the principles which MTN applies to safeguard the communication privacy and security rights of customers. It does this in a manner that is consistent with internationally recognised standards and legal requirements on freedom of expression, access to information, privacy and security of information, while ensuring that we remain compliant with the terms of our licence conditions and prevailing laws. The Group's policy is informed by the United Nations' Universal Declaration of Human Rights, and also takes into consideration some of the views expressed within the United Nations Protect, Respect and Remedy Framework, and by the GSMA and various industry groups working on this matter.

The following principles underlie MTN's position on human rights:

- We believe in the rights of all people to freely communicate and share information, and to enjoy the right to privacy and security in their use of digital, telephonic and internet-based communications.
- While acting in accordance with prevailing laws and licence conditions, we will use our best endeavours and scope of influence to protect, respect and ensure these rights of all customers using our ICT solutions where laws and licence conditions may not appropriately recognise the rights of our customers.
- We will take reasonable steps to maintain data transmission and storage confidentiality and security.
- We will only gather customer data for legitimate commercial businesses and as permitted by licensing and legal obligations.

The policy is supported by other key documentation relating to the Group's code of ethics, and information security and information provision governance.





MTN's Position on the Rights of Children Online

The internet has created a wonderful new world for learning, working and playing. The United Nations Children's Fund has identified that one in three internet users globally is a child. For children, digital technologies are the norm by which they connect, socialise, improve their skills and expand their horizons. Sometimes though, the internet can be misused, harming people and restricting their rights.

MTN believes that everyone deserves the benefits of modern connected life, and that all users of our products have the right to freely and safely enjoy the connectivity and solutions we offer. We expect our customers to enjoy these rights in a responsible manner. This is especially important when considering the rights of children, who are more vulnerable and depend on adults to safeguard their rights. The free, open nature of information and communication technologies, while benefitting society, unfortunately also creates opportunities for people to develop online relationships with vulnerable children, join communities that harm children, and share sexually-abusive material on children.

MTN has a zero-tolerance approach to the abuse and exploitation of children. To ensure responsible use of digital communications, we are guided in our efforts by the work of global organisations and law enforcement authorities dedicated to managing this complex matter. MTN supports the United Nations Convention on the Rights of the Child (UN CRC) and is a signatory to the United Nations Global Compact, which sets out several principles related to human rights, including that of children. MTN is also a signatory to the GSMA Mobile Alliance Against Child Sexual Abuse, which works to create significant barriers to the misuse of mobile networks and services for hosting, accessing, or profiting from child sexual abuse content through a combination of technical measures, cooperation and information sharing.



MTN's Position on the Rights of Children Online

MTN strives to fully comply with relevant national laws and regulations in the countries in which we operate. We also remain fully aware of and support global instruments such as the UN CRC which places a legal obligation on States to protect the rights of children. We are actively working to make the internet a safer place for children. We aim to prevent harm to children through the following initiatives:

- Using neutral third-party software, we will block sites hosting child sexual abuse material (CSAM) identified by Internet Watch Foundation (IWF), whose remit is to minimise the availability of online sexual abuse content.
- We will apply our best endeavours to ensure that MTN's third party content providers do not make CSAM available to our customers. Providers that offer such content will be considered in breach of contract, and their contracts will be terminated by invoking MTN's breach clauses.
- Using IWF's confidential reporting portal, MTN will encourage customers and members of the public to safely and anonymously report online CSAM. IWF will investigate all reports and work with country partner hotlines or international law enforcement agencies to ensure that confirmed cases of child sexual abuse content on the internet are removed at source.
- We will support the work of law enforcement authorities undertaking investigations into potential sexual abuse crimes committed against children using MTN's platforms.
- We will engage with regulators, social service agencies and other organisations working collaboratively to prevent access to online CSAM.
- We will educate children, parents, guardians and carers about how to responsibly use digital technology and ensure that children stay safe online.

The modern connected world creates new opportunities and solutions for children to enhance their potential. Underscored by our belief that everyone deserves the benefits of the modern connected life, we strive to protect, respect and ensure the rights of children online.



Digital human rights

MTN’s approach to Digital Human Rights (Online Freedom of Expression, Privacy and Security)

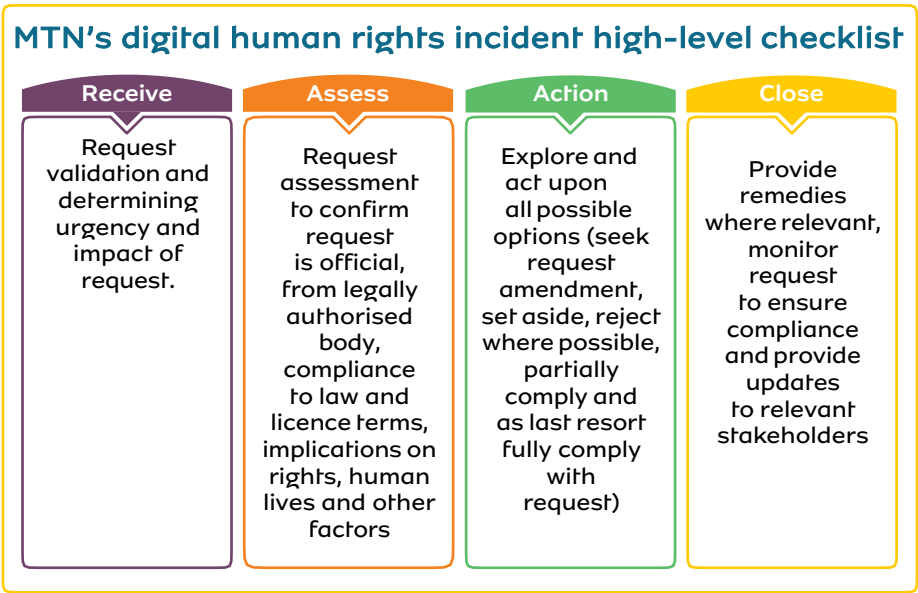
We believe in the rights of all people using digital communications to freely communicate and share information and opinions, and to enjoy the right to privacy and information security without interference. We endeavour to protect the rights of all people using our services in the respective jurisdictions in which we operate.

MTN is guided by the following globally-defined standards:

- The Universal Declaration on Human Rights
- The United Nations "Protect, Respect and Remedy" Framework and Guiding Principles
- The Ten Principles of the United Nations Global Compact as a signatory

MTN’s response to human rights is underpinned by sound policy, principles and a due diligence approach (see below) to respecting the digital rights of its customers in a manner that is consistent with internationally recognised principles, while ensuring that MTN remains compliant with the terms of its various jurisdictional, license conditions and legal obligations.

We are deeply committed to respecting human rights and remain vigilant of the risk of human rights infringements. We recognise that these risks are a part of doing business in our markets and are not limited to MTN. MTN will attempt to avoid negative human rights impacts by exploring all possible alternatives where it appears these rights may be at risk of being infringed. Where operating conditions render it impossible to meet this commitment fully, MTN will seek opportunities to limit the scope, extent or duration of any negative impacts.



MTN’s due diligence approach is iterative and ongoing due to the complex and rapid evolution of technology and regulation, taking into account the macro, social and political climate.



Digital human rights

Frequently Asked Questions on Digital Human Rights (Online Freedom of Expression, Privacy and Security)

We believe in the rights of all people using digital communications to freely communicate and share information and opinions, and to enjoy the right to privacy and information security without interference. We endeavour to protect the rights of all people using our services in the respective jurisdictions in which we operate.

Frequently Asked Questions



Is there senior leadership oversight over Digital Human Rights matters?

Governance of Digital Human Rights is overseen by the Group Social and Ethics Committee on behalf of the MTN Group Board. It is tracked on an on-going basis by Group Executive Committee led by the MTN Group President and Chief Executive Officer (see our sustainability governance structure below). Regional Vice Presidents and Country CEOs play a key role at a country and regional level.



What steps does MTN take when requested to shut down the internet?

MTN undertakes a robust due diligence approach including: 1) Request validation and determining the urgency and impact of request is first done; 2) Request assessment to confirm if request is official, from legally authorised body, compliant to law and/or license terms, implications on rights, human lives and other factors; 3) Explore and act upon all possible options (seek request amendment, set aside, reject where possible, partially comply and as last resort comply with request); 4) Explore and act upon all possible options (seek request amendment, set aside, reject where possible, partially comply and as last resort fully comply with request); and 5) Provide remedies where relevant, monitor request to ensure compliance and provide updates to relevant stakeholders.



Why does MTN chose to keep operating in conflict markets?

We see significant potential in our markets to offer vital communication services despite some of the inherent risks. Suck risks are factors of doing business in these markets and are not limited to MTN. We are continuously evolving and innovating our risk framework and the way we conduct our business. We also transfer lessons from one market to another on an ongoing basis.



Does MTN conduct human rights risk and impact assessments?

Impact assessments are a key element in MTN's due diligence framework and risk assessments. Due to the evolving nature of risks in digital communication, we update our risks and impacts assessments on a periodical basis. Human rights forms part of the various factors that is taken into consideration as we conduct our business.



Does MTN offer remedies to customers affected by incidents such as freedom of expression restriction?

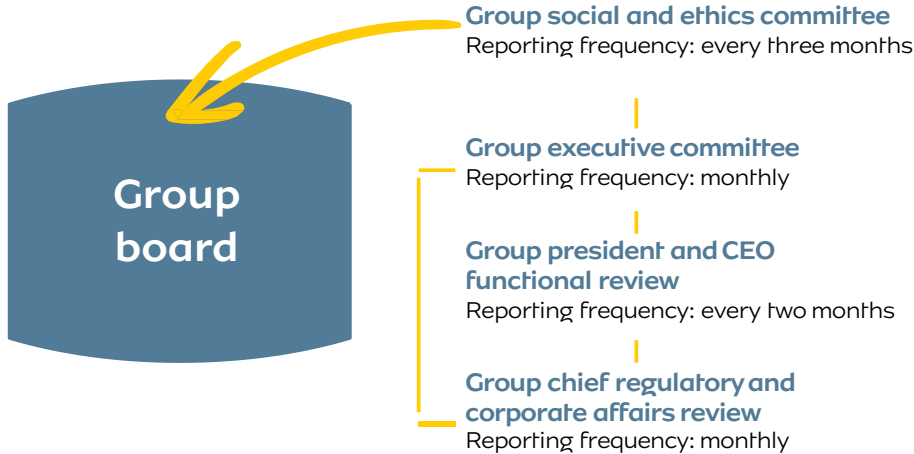
Yes, MTN has offered data refunds or offers of free data/airtime to customers affected when access to communications is restricted in certain situations.



Does MTN publish requests made by government or private entities to restrict access or requests for user information?

MTN continues to benchmark and evolve our disclosure and transparency mechanisms to respond to the needs of our stakeholders. While there are legal restrictions on publishing this information for a number of the countries in which we operate, we note that transparency of this nature is an important aspect of good corporate governance and stakeholder engagement.

Our sustainability governance and reporting structure





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:



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

