



Supplier Code of Conduct





Message from Saim



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Executive Supply Chain,
MTN Group

Dear Suppliers,

MTN has a responsibility to ensure that our business practices are conducted according to local and international laws, and adhere to the highest levels of ethical and moral conduct. We embrace this across all parts of our business, and we expect the same from our suppliers.

This Supplier Code of Conduct sets out our approach to ethical and sustainable business practices and aims for the highest ethical conduct. It outlines our commitment to respect and promote human rights and fair workplace practices, including equal opportunities, environmentally sustainable business activities, and a zero tolerance policy to bribery and corruption.

MTN expects its suppliers to embrace this commitment to integrity by complying with and training its employees and subcontractors on the Supplier Code of Conduct .

By working together, we can make the customer's lives a whole lot brighter.

Please send an email to #AE-Groupscm@mtn.com for any queries related to supplier code of conduct.



Introduction

The Supplier Code of Conduct defines minimum standards that our Suppliers, their employees and subcontractors (together “you” or “Supplier”) must respect and adhere to when conducting business with MTN.

The objective of this code is to provide summarised information detailing the required minimum standards expected of every supplier in their interaction with MTN and its employees.

This Code is not intended to change or replace any specific contractual or legal requirements. Rather, this Code of Conduct establishes the basic principles for business conduct we expect from suppliers. If a contract between us, or local laws and regulations, contain stricter or more detailed requirements then we expect you to meet those stricter requirements.

This Code helps the continued implementation of our commitment to international standards such as the OECD Guidelines for Multinational Enterprises, the UN Guiding Principles on Business and Human Rights, the United Nations Global Compact, the Carbon Disclosure Project standard, and the Core Conventions of the International Labour Organisation (ILO).

Therefore MTN strives to conduct business with suppliers who share our commitment to high ethical standards and operate in a responsible and ethical manner which contributes to the protection of MTN brand.

MTN may verify your compliance with this Code of Conduct by performing audits or other assessments of your facilities, records and business processes. We expect your full cooperation during the assessments or audits, and any violation of the Code of Conduct may result in your disqualification and the termination of our business relationship.

This Code encompasses key requirements in four different areas:

- I. Ethics
- II. Labour and Human Rights
- III. Health, Safety and Environment
- IV. Management Systems

Acknowledgement of this Code is a prerequisite for working with MTN. Irrespective to what is contained within the Code of Conduct, the supplier should at all times ensure that it conducts its business in compliance with the local laws and regulations of the countries in which it operates, including trade control laws, labour laws, etc.



1. Ethics

MTN Suppliers are expected to conduct their business in an ethical manner and to act with integrity.

Ethical requirements include the following aspects:

Act ethically – Anti Fraud and Zero Tolerance

Supplier shall conduct business in accordance with the highest ethical standards, and require the same compliance throughout their entire supply chain. Supplier shall demonstrate a zero tolerance policy prohibiting fraud, which may be defined as the use of deception with the intention of obtaining an advantage, avoiding an obligation or causing a loss to MTN. All business dealings should be transparently performed and accurately reflected within the business books and records. MTN expects its supplier to choose their business partners carefully and only after conducting a thorough background check. Should unethical conduct be identified, Suppliers are expected to deal appropriately with the respective employees or subcontractors from a consequence management perspective.

Anti Bribery and Corruption Policy

The Supplier must never, directly or through intermediaries offer bribes to MTN employees any other third parties including public officials, or promise any personal or improper advantage in order to obtain or retain a business or other advantage from a third party, whether public or private. The Supplier will not pay or accept bribes and facilitation payments, arrange or accept kickbacks and shall not take any actions to violate, or cause its business partners to violate, any applicable anti-bribery laws and regulations. The Supplier must ensure compliance with MTN Group Anti-Bribery and Corruption policy at all times.

Conflict of Interest

Supplier shall avoid the appearance of or actual improprieties or conflicts of interests. Suppliers must not deal directly with any MTN employee whose spouse, domestic partner, or other family member or relative holds any financial interest in the Supplier. In the course of negotiating the Supplier agreement or performing the Supplier's obligations, dealing directly with a Supplier personnel's spouse, domestic partner, or other family member or relative employed by MTN is also prohibited. We expect Suppliers to declare any potential conflict of interest upfront when dealing with MTN. If such conflict is undeclared and identified later it will be treated as a breach of this code.

Receiving of Gifts and Benefits

MTN has a Zero policy on gifts, therefore Supplier shall not offer any gifts to MTN employees because even a well-intentioned gift might constitute a bribe under certain circumstances, or create conflicts of interest. Do not offer anything of value to obtain or retain a benefit or advantage for the giver, and do not offer anything that might appear to influence, compromise judgment, or obligate the employee. If offering a gift, meal, or entertainment to MTN employees, always use good judgment, discretion, and moderation.

Transparency and Disclosure

We also expect you to truthfully and accurately disclose information regarding your business activities, structure, financial situation and performance in accordance with applicable laws, regulations and best industry practices.



2. Labour and Human Rights

MTN Suppliers are expected to protect the human rights of their employees and to treat them with dignity and respect

Labour and Human Rights includes the following aspects:

Freely chosen employment

Forced, bonded or indentured labour or involuntary or prison labour will not be utilized by the supplier.

Child labour and young workers

Supplier shall not use child labour, the employment of young workers below the age of 18 shall only occur in non hazardous work and when young workers are above the country's legal age for employment and the age established for completing compulsory education.

Non-Discrimination and Fair Treatment

Supplier shall provide their employees with a workplace free of harsh and inhumane treatment, without any sexual harassment, sexual abuse, corporal punishment or torture, mental or physical coercion or verbal abuse of employees, or the threat of any such treatment. Suppliers are expected not to unfairly terminate any employment contract or without clear evidence specifying that the termination of an employment contract, in relation to the working performance of an employee, is permitted by law.

Respect and Dignity

Supplier shall treat all employees with respect and dignity, and ensure that they are protected from physical, sexual, verbal or other forms of abuse, coercion or harassment.

Wages, Benefits and Working Hours

Supplier must ensure that its employees work in compliance with all applicable laws and mandatory industry standards pertaining to regular working hours, and overtime hours, including for breaks, rest periods, holidays, and maternity and paternity leaves. Also ensure that your employees receive at least the minimum compensation, benefits and overtime payments required by law.

Freedom of Association

If permitted by applicable law, Supplier shall grant its employees the right to Freedom of Association and shall respect the rights of workers, as set forth in local laws, to associate freely, join or not join labour unions, seek representation and join workers' councils. Workers shall be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

Freedom of Expression, Privacy and Security

Supplier shall respect the all the principles of the UN Basic Declaration of Human Rights, with respect to Freedom of Expression, Privacy and Security, Supplier shall ensure that Employees, Customers and other stakeholders enjoy their rights freely and safely express their views, while the confidentiality of their information is securely maintained by the Supplier.



3. Health, Safety and Environment

MTN suppliers are expected to provide their employees with a safe and healthy working environment in compliance with all applicable laws and regulations.

Health, Safety and Environment includes the following aspects:

Workplace Environment

Supplier shall provide its employees with a safe and healthy working environment. As a minimum, potable drinking water, adequate lighting, temperature, ventilation, sanitation, and personal protective equipment must be provided together with equipped work stations. In addition, facilities must be constructed and maintained in accordance with the standards set by applicable laws and regulations.

Emergency Preparedness and Response

Supplier shall identify, assess and be prepared for emergency situations. This includes worker notification and evacuation procedures, emergency training and drills, appropriate first-aid supplies, appropriate fire detection and suppression equipment, and adequate exit facilities. The Supplier shall regularly train employees on emergency planning, responsiveness as well as medical care.

Environmental Authorizations, Permits and Reporting

Supplier shall obtain, maintain, keep current, and follow the reporting guidelines of all applicable environmental permits, approvals and registrations. Where required by MTN, Supplier will be required to provide proof of environmental certification, authorisations or permits.

Resource Consumption, Pollution Prevention and Waste minimization

Supplier shall optimise its consumption of natural resources, including energy and water. Supplier shall implement and demonstrate sound measures to prevent pollution and minimize generation of solid waste, wastewater and air emissions. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment. Where required by MTN, Supplier shall support MTN in its efforts to reduce its environmental impact, through joint programmes, reporting, packaging and raw material optimisation, and similar collaborative requirements.

Hazardous Materials and Product Safety

Supplier shall identify hazardous materials, chemicals and substances, and ensure their safe handling, movement, storage, recycling, reuse and disposal. All the applicable laws and regulations related to hazardous materials, chemicals and substances shall be strictly followed. Supplier shall comply with material restrictions and product safety requirements set by applicable laws and regulations. Suppliers shall ensure that key employees are aware of and trained in product safety practices, environmental hazards and, risks and impacts management.



4. Management Systems

MTN Suppliers are expected to implement management systems to facilitate compliance and to ensure conformance with this Code of Conduct.

Management Systems includes the following aspects:

Protect MTN Confidential and Personal Information

Supplier may have access to MTN confidential, proprietary information and personal information that belongs to MTN, MTN's employees, customers, and others. You should recognize that information and take appropriate actions to protect it from misuse and improper disclosure. Supplier should not solicit or attempt to solicit any confidential information from MTN. Supplier, its personnel and their subcontractors should also ensure that it is, at all times, in compliance with local laws and regulation regarding data protection, confidentiality and any associated consumer protection regulations/laws.

Risk Management and Security

Supplier shall have adequate process in place for identifying the environmental, health and safety, labour and human rights, ethics and legal compliance risks associated with operations and have appropriate procedural and physical controls to control such risks and ensure regulatory compliance.

The supplier shall have appropriate procedures and controls in place to contribute towards the creation and maintenance of trust in the MTN brand, protection of our employees and our customers. The supplier shall disclose to MTN in a timely manner any situations which may arise and compromise the above.

Commitment and Accountability

Suppliers are encouraged to have corporate social and environmental responsibility statements, endorsed by executive management. These should affirm your commitment to fulfill the expectations set forth in this Supplier Code of Conduct by allocating appropriate resources.

Information and Cyber Security

Due to high risk of breach in Digital and ICT spheres, Supplier shall ensure adequate assurances like ISO certifications, OWASP, NIST cyber security frameworks etc. for information and cyber security threats. Supplier must follow the international standards for information and cyber security. In case of any breach to MTN systems or information, supplier shall disclose in a timely manner.

Documentation and Record Management

Supplier shall ensure adequate process for the creation and maintenance of documents and records designed to ensure conformity to this code. This documentation may be reviewed by MTN upon mutual agreement. Also ensure your suppliers have adequate documentation to demonstrate that they share same principles and values.

Business Continuity

Suppliers are expected to conduct their business in accordance with good industry practices on business continuity and disaster recovery policies. Supplier and its subcontractors shall maintain, document the business continuity and disaster recovery plans and ensure that they are able to execute and comply with such plans at all times.

Continuous Improvement

Supplier shall periodically evaluate conformity to the standards set forth in this Code, shall maintain and continuously improve their sustainability performance by implementing appropriate measures.



Violations

All MTN Suppliers, their employees, and extended supply chain must comply with this Code of Conduct and any additional requirements set forth by MTN. If you come across any violations of this Code of Conduct, let us know immediately by one of the following reporting mechanisms, with total anonymity guaranteed as the line is operated by Deloitte.

Call: +2783 123 7687

Email: anonymous@tip-offs.net

Visit: www.tip-offs.com

Further, vendors are encouraged to contact our internal investigations team directly, should they have any concerns at: Group.FRM@MTN.co.za

All reports are investigated and we guarantee that no vendor will be prejudiced in any business dealings should reports be made in good faith

Be informed. Be Aware. Be the Voice!

Failure to comply with this Code, or any applicable laws and regulations may result in the termination of any agreement as an MTN Supplier and referral of the matter to local authorities.





Acknowledgment



We, the undersigned hereby confirm that:

- We have received and taken due note of the contents of the MTN Supplier Code of Conduct
- We are aware of all relevant laws and regulations of the countries in which MTN has operations.
- We will report to MTN any case of violations of the Code.
- We will inform all of our employees/subcontractors of the content of the Code, and that we will ensure that they also comply with the provisions incorporated therein.

We hereby authorize MTN or any organizations acting on behalf of MTN to carry out audits with or without notice at our premises and the business premises of our subcontractors at any time to verify compliance with the Code.

Name of Company - _____

Name and Title - _____

Signature Company Stamp/Seal - _____

Date & Place - _____

This document must be signed by an authorized representative of the Supplier and returned to MTN Group Supply Chain Management.