



VGR-GOV-POL-0009	Vodacom Group Limited and its Subsidiaries			Rev.6
		Anti-Bribery and Corruption Policy (including Gifts and Hospitality)		
Applicable areas of business All Vodacom companies, including its subsidiaries in which Vodacom has an interest of 51%, or more, or management control.		Responsible Division Group Compliance		
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Vodacom Policy

Anti-Bribery and Corruption [including Gifts and Hospitality]

Doing what's right

CONTENTS

1. Definitions	2
2. Objectives	5
3. Risks	5
4. Scope and Compliance	6
5. Mandatory Compliance Statement	6
6. Policy Standard	6
6.1 Unacceptable Conduct	6
6.2 Gifts and Hospitality	8
6.3 Sponsorships and Donations	14
6.4 Use of External Interest Representatives formerly Lobbyist	16
6.5 Media and Advertising	17
7. Procedures to prevent Bribery /Corruption	18
8. Guidance on appropriateness of Gifts and Hospitality	20
9. Financial thresholds and approval process for Gifts and Hospitality	21
10. Exceptions	23
11. Supporting documents	23
12. Document history	23
13. Glossary of Terms (clarifying the roles specified in the table)	24

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1. Definitions

"Anti-Bribery Laws" means:

1. All or any applicable local Anti-Bribery Legislation within a local market in which Vodacom operates, including any subsidiary legislation, guidance notes and amendments thereto.
2. All foreign Legislation/Laws with extraterritorial jurisdiction, where applicable to Vodafone Group and/or Vodacom Group, including but not limited to:
 - i) The Prevention and Combating of Corrupt Activities Act (PRECCA) of 2004;
 - ii) Prevention of organised Crime Act (POCA) of 1998;
 - iii) Protection of Constitutional Democracy Against Terrorist and Related Act (POCDATARA) of 2004;
 - iv) Financial Intelligence Centre Act (FICA) of 2001;
 - v) Companies Act 71 of 2008 [incorporates anti-corruption measures through section 72(4), read with Regulation 43];
 - vi) Preferential Procurement Policy Framework Act 5 of 2000;
 - vii) The UK Bribery Act 2010;
 - viii) The U.S. Foreign Corrupt Practices Act 1977 ("FCPA"), as amended.
3. The OECD Convention on Combating Bribery of Foreign Public Officials in International Transactions dated 21 November 1997.

"Approved Organisation" means a registered charity (or a charity that is exempt from registration under local laws), not-for-profit NGO of international repute, UN agency, educational institution (other than state funded institutions providing compulsory education to the public) and professional advisers, consultants or third parties whose products, services or advice are in each case necessary for the running of the Local Foundation.

"Bribery" means giving or receiving or agreeing to give or receive either directly or indirectly, an undue reward, which could be financial, or any other type of reward, to influence the behaviour of someone in the private and public sector to improperly obtain an advantage.

"Domestic prominent influential person [DPIP]" means an individual who holds, including in an acting position for a period exceeding six months, or has held at any time in the preceding 12 months, in South Africa:

- a) a prominent public function including that of:
 - i) the President or Deputy President;
 - ii) a government minister or deputy minister;
 - iii) the Premier of a province;
 - iv) a member of the Executive Council of a province;
 - v) an executive mayor of a municipality elected in terms of the Local Government: Municipal Structures Act, 1998 (Act No. 117 of 1998);

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- vi) a leader of a political party registered in terms of the Electoral Commission Act, 1996 (Act No. 51 of 1996);
 - vii) a member of a royal family or senior traditional leader as defined in the Traditional Leadership and Governance Framework Act, 2003 (Act No. 41 of 2003);
 - viii) the head, accounting officer or chief financial officer of a national or provincial department or government component, as defined in section 1 of the Public Service Act, 1994 (Proclamation No. 103 of 1994);
 - ix) the municipal manager of a municipality appointed in terms of section 54A of the Local Government: Municipal Systems Act, 2000 (Act No. 32 of 2000), or a chief financial officer designated in terms of section 80(2) of the Municipal Finance Management Act, 2003 (Act No. 56 of 2003);
 - x) the chairperson of the controlling body, the chief executive officer, or a natural person who is the accounting authority, the chief financial officer or the chief investment officer of a public entity listed in Schedule 2 or 3 to the Public Finance Management Act, 1999 (Act No. 1 of 1999);
 - xi) the chairperson of the controlling body, chief executive officer, chief financial officer or chief investment officer of a municipal entity as defined in section 1 of the Local Government: Municipal Systems Act, 2000 (Act No. 32 of 2000);
 - xii) a constitutional court judge or any other judge as defined in section 1 of the Judges' Remuneration and Conditions of Employment Act, 2001 (Act No. 47 of 2001);
 - xiii) an ambassador or high commissioner or other senior representative of a foreign government based in the Republic; or
 - xiv) an officer of the South African National Defence Force above the rank of major-general;
- b) the position of:
- i) chairperson of the board of directors;
 - ii) chairperson of the audit committee;
 - iii) executive officer; or
 - iv) chief financial officer of a company, as defined in the Companies Act, 2008 (Act No. 71 of 2008), if the company provides goods or services to an organ of state and the annual transactional value of the goods or services or both exceeds an amount determined by the Minister by notice in the Gazette; or
- c) The position of head, or other executive directly accountable to that head, of an international organisation based in the Republic.

"Donations" means small or large amounts of resources (time, financial, property or human) provided voluntarily to support a cause or initiative. This includes donations to charitable organisations, charitable contributions, charitable giving and philanthropic activities.

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Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 3 of 24



"Employees" means all employees, contractors, and directors of all Vodacom subsidiaries and joint ventures in which Vodacom has an interest of 51%, or more, or management control

"External Interest Representative" formerly **"Lobbying"** means any external company or external individuals/consultants that voices, on Vodacom's behalf or alongside Vodacom employees, Vodacom's opinions, policy positions or regulatory proposals (formally or informally), with Public Officials or decision-makers. This may also be called 'advocacy' in some markets. This definition includes political lobbyists engaged in direct or indirect political advocacy, as well as companies who 'fact find' or 'fix meetings' on our behalf with Public Officials which assist or are complimentary to lobbying activities conducted by Vodacom employees.

"Facilitation payments" are unofficial payments to induce officials to perform or expedite routine functions that they are otherwise obliged to perform. These are often paid in addition to a scheduled official fee and usually involve relatively small sums of money.

"Foreign domestic prominent public official [FPPO]" means an individual who holds, or has held at any time in the preceding 12 months, in any foreign country a prominent public function including that of:

- (a) Head of State or head of a country or government;
- (b) Member of a foreign royal family;
- (c) Government minister or equivalent senior politician or leader of a political party;
- (d) Senior judicial official;
- (e) Senior executive of a state-owned corporation; or
- (f) High-ranking member of the military.

"Funding" includes in-kind contributions, and any other form of support.

"Gift" means anything of value given to/received from a third party. Some examples would be cash, gift-vouchers, branded items (calendars, pens), a bottle of wine, a handset/phone (that is not being used for testing or demonstration), a hamper or festival treats, event tickets without a host and corporate relationship building (e.g. you are given tickets to a concert without a third party host attending with you for relationship building). For the purposes of this Policy, a gift includes a prize which is anything of value given to or received from a third party as a reward to the winner of a competition, or in recognition of an outstanding achievement.

"Hospitality" has a broad definition and is always accompanied (hosted by or provided to a third party) and is for the purpose of corporate relationship building. It may include meals (breakfast, lunch, or dinner), activities, occasions and/or events (e.g. tickets to a sporting event, a concert, or a conference), drinks, accommodation, flights, or any other similar situation.

"Internal event" means any event held primarily for Vodacom employees only, including strategy days, Christmas or summer parties and team meetings.

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 4 of 24



"Public Official" means any officer (whether elected or appointed) or employee of a government department who holds a legislative, judicial, or administrative position of any kind, even on a non-permanent basis. This includes all traditional leaders, (appointed by government or any instrumentality of the state) and their immediate family members. It also includes any person who performs public functions in any branch of the national, local or municipal/regional government or any person who exercises a public function for any public agency or public enterprise, or private entity controlled by the State, such as employees working in state-owned or state-controlled enterprises or state-owned media; members or political parties or candidates for political office. It also includes any official or agent of a public international organisation, such as the UN or the World Bank.

"Social Media Influencer" means a user on social media who has established credibility in a specific industry. A social media influencer has access to a large audience and can persuade others by virtue of their authenticity and reach.

"Sponsorships" refer to support for an event, initiative, or organisation by providing financial, property and/or other resources, in return for certain commercial benefits proportionate to the value of the Sponsorship.

"Sales" incentive means a programme run with suppliers or sales agents to reward achievement of sales targets for a particular good or service.

"Vodacom Representative" means anyone acting on Vodacom's behalf in any capacity, including suppliers, vendors, consultants, external interest representatives, sales intermediaries etc. Vodacom representatives also include any external company or individual that engages on Vodacom's behalf with public authorities in any branch of the national, local, or municipal/regional government or with any public official. Examples include, but are not limited to, applications for "right-to-dig" permits, visa applications, retail permits etc.

"Zero-billed lines" are lines which Vodacom provides to third parties/individuals and does not bill for, or provides a 100% discount on the bill i.e. provides free services such as airtime, data, messaging, cable services, and any other free Vodacom products and services such as Cloud Hosting, IoT etc. They are also called "free lines", "VIP lines" or "open lines" in some markets

2. Objectives

The objective of this document is to provide clear and consistent rules to prevent both active and passive bribery, as part of Vodacom's Anti-Bribery Programme.

The requirements of this Policy Standard demonstrate Vodacom's zero tolerance approach to Bribery.

3. Risks

This policy addresses the risks where a breach of applicable anti-bribery laws (including the failure to prevent bribery from occurring) may result in reputational damage and severe penalties, including fines and imprisonment.

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 5 of 24



4. Scope and Compliance

This Policy Standard applies to all Vodacom companies, including its subsidiaries in which Vodacom has an interest of 51%, or more, or management control.

People: this Policy applies to all Vodacom employees and contractors.

Suppliers: this Policy does not apply to suppliers. Supplier policies are located [here](#).

More information? See our [Policy compliance framework](#).

5. Mandatory Compliance Statement

Compliance will be monitored on a regular basis and results may be reviewed by appropriate governance bodies.

Any breach will be treated as a serious disciplinary offence and may be subject to disciplinary action in accordance with the provisions of the relevant local HR policy.

6. Policy Standard

6.1 Unacceptable Conduct

The Vodacom Code of Conduct clearly outlines Vodacom's zero tolerance to any form of bribery. Set out below are examples of conduct that could amount to an offence under Anti-Bribery Laws. This conduct could also result in an individual or Vodacom being liable for criminal penalties, such as fines or prison sentences.

6.1.1 Offering a Bribe

Employees or Vodacom Representatives, whether directly or indirectly, must not offer, promise or give cash or anything of value (including a financial or other advantage) to another individual in the public or private sector to influence that person to act improperly or to reward that improper performance. More specifically, employees or Vodacom Representatives must not make an offer, promise or payment even if it is:

- a) made indirectly or through a third party or agent;
- b) considered to be part of the normal course of business within a specific country;
- c) initially suggested by the other person; or
- d) a facilitation payment.

The only exception in relation to a Facilitation payment above is where an Employee or Vodacom Representative's personal safety is at risk. In this case, when a payment under duress is made, the incident must be reported as soon as possible afterwards to the Local Anti-bribery and Corruption team and to the local Head of Legal as well as Vodacom's Chief Risk Officer. A template for reporting via email is available under Section [11. Supporting documents](#)

6.1.2 Accepting a Bribe

Employees or Vodacom Representatives, whether directly or indirectly must not request, receive, or agree to receive cash or anything of value or any kind of advantage, to encourage or reward the improper performance or functioning of an activity.

6.1.3 Bribing a Public Official

Employees or Vodacom Representatives, whether directly or indirectly, must not offer, promise, or give any financial or other advantage, including facilitation payments, to a Public Official or to

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 6 of 24



another person at that Public Official's request so as to influence the Public Official in order to obtain or retain business or any other advantage in the conduct of business. Employees or Vodacom Representatives must not pay any person when it is known or there is reason to know that all or part of that payment will or may be passed on to a Public Official to help obtain or retain business or any other benefit.

6.1.4 Political Party Funding or Contribution

6.1.4.1 Vodacom Group of companies as an organisation will:

Not contribute to:

- a) Any political party or candidate for elected office
- b) fund any politically run trade associations used for political contributions or independent expenditures;
- c) any in-kind contributions such as the purchase of tickets to fund-raising events, donations of products or services, work performed by associates during paid working hours, and the free use of Vodacom facilities by any political candidate or committee;
- d) Make any cash contributions to politically run organisations;
- e) Any work-related conferences immediately before, during or after an election; and
- f) Use a third party such as a supplier to undertake something that Vodacom would not otherwise allow or agree to.

6.1.4.2 Vodacom Group of companies as an organisation will:

Subject to the governance process as outlined in the Vodacom Group Charitable Donations Policy:

- a) Partner with governments and organisations through commercial and legal agreements, and through our Foundation activities in key areas of such education, health and supporting the societal needs of the local community;
- b) Attend work related conferences and events that are organised by government departments and other non-ruling political organisations where there is a requirement to purchase tables to attend; and
- c) Make contributions towards the "promotion of democracy" which must be independent of any direct political party funding. The contribution must be legitimate and governed in accordance with the law of relevant country and applicable to the Vodacom Group. The South African Political Party Funding Act has created a fund to assist political parties with funding as long as the parties are represented in Parliament and legislatures. The Act requires parties to disclose donations and their donors to the Independent Electoral Commission. The Act establishes the Represented Political Party Fund and Multi-Party Democracy Fund for the distribution of contributions).

6.1.5 Speak Up Obligations

It is the duty of our suppliers, contractors, business partners and employees to report any breach of the Code of Conduct, including bribery. For more information, see 7.2

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 7 of 24



6.2 Gifts and Hospitality

In addition to the policy requirements below, there are Vodacom financial thresholds and approval processes that must be complied with prior to giving or receiving gifts or hospitality. These are set out below under Section 9. **Financial thresholds and approval process for Gifts and Hospitality**. Vodacom's International markets may have different financial limits in line with their respective public sector guidelines. These limits must be implemented after prior approval by the Vodacom Group Anti-Bribery and Corruption Policy Champion.

Generally, flights and accommodation for Vodacom employees shall be paid by Vodacom. Section 9 below sets out the exceptions and the financial thresholds for gifts and hospitality including flights and accommodation.

Where an employee receives a Prize at an event which is hosted either by a Supplier or business partner, the prize must be logged in the Gift and Hospitality Register after prior consultation with the local Anti-Bribery Compliance team.

All gifts and hospitality given and accepted above these financial thresholds must be timely registered on our [Gifts and Hospitality Register](#).

Declined gifts and invitations may be registered in instances where the employee or their manager felt that it was necessary to decline in order to follow any aspect of this Policy Standard (e.g. if it was declined because there was a tender ongoing, or because it was felt that the invitation was inappropriate).

6.2.1 Gifts and Hospitality Requirements

Vodacom strictly prohibits employees or Vodacom Representatives from:

- a) soliciting or requesting gifts or hospitality at any time;
- b) giving or accepting cash or cash equivalents (e.g. gift vouchers). This excludes gift vouchers given internally;
- c) giving or accepting gifts or hospitality if they are in contractual negotiations or a tender process or are aware that a tender is imminent with the relevant third party. This must also be observed immediately following the conclusion of a contractual negotiation or tender process. During such time, no gifts or hospitality may be offered to and/or accepted by any person involved in the negotiation, or evaluation of the tender or Request for Proposal (RFP), or any person that may influence the awarding of the RFP or Tender.

Corporate Gifts or Hospitality must only be offered or accepted once the Employee has evaluated the appropriateness and is satisfied that the following principles have been considered:

- d) The value of the gift or hospitality is bona fide, reasonable and proportionate;
- e) The giving or receiving of the gift or hospitality is transparent infrequent and in the normal course of business;
- f) The purpose of providing hospitality is to build and cultivate business relationships;
- g) The offer or acceptance of the gift or hospitality should not be used as an instrument to influence business decisions, or to obtain an undue business advantage.

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Alternatively, should any employee or Line Manager be of the view that an offer, invitation, corporate gift, or hospitality from or to third parties is inappropriate after considering the principles mentioned above, such offer, invitation or corporate gift or hospitality should be refused, or returned to the third party, or submitted for the Vodacom Foundation.

It is important that gifts or hospitality never influence business decision-making processes, or cause others to perceive an influence. For this reason, employees with a significant role to play in decision making processes for suppliers, including employees in Supply Chain Management, should in principle reject or return all gifts other than low-value, branded items, or low-value consumable food gifts such as chocolates. Special rules exist in relation to devices, see 6.2.4.

Gifts and hospitality that are frequent and repetitive, regardless of amount should be avoided. Paying for gifts and hospitality personally to avoid having to report or seek approval is inappropriate and strictly prohibited.

Approvals Required

Line Management approval is required in writing, prior to acceptance or offer of a gift or hospitality in accordance with the financial thresholds as set out in Section 9 below. It is the responsibility of the Line Manager concerned to ensure that an offer or acceptance of the gift or hospitality is appropriate in the circumstances, and that a legitimate business reason exists justifying the gift or hospitality. In the absence of a legitimate business reason, gifts or hospitality should not be offered or accepted.

Anti-Bribery Compliance Advice

Advice is required in writing from the local Anti-Bribery and Corruption Compliance Team, prior to accepting or offering a gift or hospitality in accordance with the financial threshold as mentioned in Section 9 below. Requests for advice must be submitted to the local Anti-Bribery Compliance Team at least 5 working days prior to the Hospitality event

6.2.2 Gifts and Hospitality to Public Officials

Additional restrictions apply in relation to gifts and hospitality offered to Public Officials. It is the responsibility of whoever is requesting the approval to make sure that the proposed spend is permitted under local laws or rules governing the acceptance of corporate gifts or hospitality by Public Officials and falls within all applicable guidelines, including monetary value.

Note: Vodacom applies a broad definition to the term 'Public Official' to include politicians, civil servants, public sector workers and employees of state-owned enterprise or state-owned media agencies. For more details, please refer to the definition of a Public Official in the Definitions section of the policy. If you are in any doubt as to whether an individual is considered a Public Official, please contact your local Anti-Bribery and Corruption Compliance Team

- a) All Requests for Advice and Approval in respect of Gifts and Hospitality to Public Officials must be submitted to the local Anti-Bribery and Corruption Compliance Team; and
- b) Gifts and Hospitality offered to Public Officials with a value of R1500 or more requires approval from the Vodacom Group Chief Risk Officer after consultation with Vodafone Group External Affairs Director. Please note that the request must be submitted to the local Anti-bribery and Corruption Compliance team. This requirement also applies to handsets/devices gifted to Public Officials.

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It is the responsibility of the Line Manager concerned to ensure strict compliance with the applicable timelines as failure to do so may result in the Request not being considered.

A template for this Request for Approval is available under Section **11. Supporting documents**

Please note that in addition to the timeline required for Compliance advice stated in clause 6.2.1 above, in the event that the gift or hospitality is for the public sector an additional 5 working days is required for Vodafone's consideration.

6.2.3 Zero-Billed Lines

Zero-billed sims or 'open-lines ' are sometimes offered for legitimate business purposes, such as offering the opportunity for Vodacom's network to be tested, and experienced or in relation to a specific project. This requires careful consideration and due process to ensure that practice does not pose an actual or perceived risk of bribery - These lines are considered high-value gifts and should only be provided in accordance with the controls set out in this Policy. The following requirements must be complied with:

- a) Strict eligibility criteria for a Zero-billed Line must be clearly set out and documented, with an overall limit set on number of lines and the value of the benefit to the receiver;
- b) An appropriate approval process involving senior management must be in place for approving new lines or changes to existing lines;
- c) A clear, up-to-date list of individuals with existing Zero-billed Lines must be maintained;
- d) All Zero-billed Lines to Public Officials must receive the prior written approval of Vodacom's Group Chief Risk Officer after consultation with Vodafone's External Affairs Director. Zero-billed Lines legally required to be deployed, e.g. for testing (or required by a public tendering process) are exempted from this requirement;
- e) All Zero-billed lines to Public Officials need to be recorded in the Group Zero-billed lines register;
- f) A line to a Public Official can never be given to an 'individual'; it must only be assigned to a 'government position' e.g. The Minister of Telecommunication'. This requirement means that if the individual with the line retires, resigns or changes role, the Zero-billed Line changes accordingly to the new individual occupying the designated position;
- g) A reasonable usage limit must be put in place, for example a value cap equivalent to a typical customer contract monthly spend and monitored. Unlimited usage is inappropriate, and it must be made clear when allocating all lines that the SIM/phone line must only be used by the designated person/Public Official and not by their family or friends;
- h) A monitoring process must be documented, and responsibility be delegated to inappropriate person to conduct regular monitoring and review of appropriate/reasonable usage. An action plan must be maintained to respond to any 'red flags' identified; and
- i) A documented process must exist for 'retiring' or removing a Zero-billed Line if, for example, the individual retires from role, the line is inappropriately used etc.

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 10 of 24



6.2.4 Handsets/Devices, SIMs and other services for testing or demonstration purposes

Devices are legitimately provided to our employees by vendors for the purposes of either:

- a) Testing a new prototype prior to launch (to terminals/technology teams);
- b) Seeding devices/demonstrating technology/device to new / potential customers (to enterprise/sales teams); or
- c) Seeding devices/demonstrating technology/device to local management.

The supply of testing devices must always be recorded.

In all cases these testing, promotional and demonstration devices remain the property of Vodacom or the supplier and therefore under no circumstances should the receiver of such devices trade them in exchange for personal financial gain.

The provision of trial devices and/or telecommunication services to customers for testing purposes is permitted provided that the following requirements are put in writing to each individual recipient stating that the device, handset or SIM or service:

- d) is and remains the property of Vodacom and is not being supplied as a gift;
- e) is only being provided on a loan basis only for a specific period of time (not exceeding 3 months for a handset and 6 months for a SIM/other service) and with a defined monthly cap on network usage for a SIM/other service with an obligation to pay charges in excess of that cap; and
- f) will be returned to Vodacom at the end of the trial/loan period or, in the case of a SIM/other service, either cancelled or converted to contract/billing arrangement.

Local markets must have in place a system for approving, tracking and pursuing the collection of trial/loan devices and SIMs/other service (or, for SIMs/other service, cancellation or conversion to contract/billing) at the end of the loan period.

The offer of a handset or device outside the purposes of testing, promotion or demonstration should be rare. On these occasions the handset or device is considered a 'gift' and must follow the standard policy, requirements for Gifts described above in 6.2.1 and 6.2.2. Offers of handsets/devices for use by friends and family of employees must always be refused.

Only Vodacom branded devices may be gifted to third parties. For the avoidance of doubt this prohibition does not relate to devices given to customers as part of a commercial agreement or tariff upgrade (e.g. devices offered to consumers).

6.2.5 Media-related Gifts and Hospitality

Vodacom has a strict policy of **not "gifting" any device, handset, SIM/fixed line service to members of the media** (such as correspondents and editors) as well as bloggers and others who publish their views about Vodacom. Any exceptions to this policy must receive prior advice from the Anti-Bribery and Corruption Compliance Team, and prior approval in writing from Vodacom's Group Chief Risk Officer after consultation with Vodafone's External Affairs Director.

Providing trial devices or services is permitted but only as part of an organised trial and for a specific purpose and must follow the same communication and tracking processes as trial

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devices or services to customers set out in 6.2.4 above. When considering what level of cap would be appropriate in providing a loan SIM to a member of the media, the following tests should apply:

- 6.2.5.1 is the value cap in line with a typical consumer contract monthly spend and therefore not excessively generous?
- 6.2.5.2 is the net monthly value below the cap relatively trivial in the context of a typical journalist's monthly earnings (e.g. equivalent to around 1% of net earnings) and therefore highly unlikely to be viewed as an inducement which could alter editorial opinion?

In line with the standard hospitality process and requirements covered in 6.2.1 and 6.2.2, any form of cash payment or payment of cash equivalents (such as gift vouchers) to members of the media or bloggers is expressly prohibited, regardless as to the purpose.

Where Vodacom plans to pay for or reimburse local travel or hospitality costs (for example, to attend product launches staged within the local market in question), the associated expenses must be:

- reasonable and proportionate; submitted in writing;
- supported by receipts; and
- settled via standard company payment mechanisms rather than refunded in cash or cash equivalents.

Vodacom must not offer to pay for or reimburse (either partially or fully) the international travel and hospitality costs incurred by media or bloggers (for example, to attend a Vodacom event in another country) without prior advice from the Anti-Bribery and Corruption Compliance Team, and prior approval in writing from Vodacom's Group Chief Risk Officer after consultation with Vodafone's External Affairs Director. Once approved by Vodacom's Group Chief Risk Officer after consultation with Vodafone's External Affairs Director offers of international travel and hospitality for media or bloggers must conform to the Group's latest travel and hotel accommodation policies for employees below Group Executive Committee level. For example, employee travel policies currently stipulate that flights of four hours or less duration must be booked in economy class, not business class; the same restrictions would apply to flights offered to media and bloggers.

6.2.6 Internal events – use of external funding or marketing support

This section of the policy provides clarity on when it is acceptable for Vodacom to accept financial support from suppliers in relation to events. Vodacom is committed to ensuring that our interactions with suppliers are always transparent. We never accept or request anything that will influence business decision-making processes, or cause others to perceive an influence.

For this reason, **it is prohibited for a supplier to sponsor or fund an internal Vodacom event** (an event held primarily for Vodacom employees only, e.g. a team Christmas party). This does not apply to events held for customers but also attended by employees, such as an:

- a) event which is required to discuss or launch a business proposition which is co-branded or co-developed with a supplier; or
- b) event involving the briefing or training of Vodacom staff on new products and services offered by an external supplier(s).

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Use of marketing funds and supplier funding of external events

All marketing funds should be negotiated by the Terminals Supply Management team via the Vodacom Supply Chain Management (SCM). Marketing funds should always be used appropriately for external-facing promotion and with the requisite approvals. Supplier funding or contributions to external-facing marketing campaigns for co-branded products is permitted provided the funding is approved internally by the relevant Head of Marketing for the business unit involved.

Any money paid by a supplier towards an event which has received written approval (see policy requirement above) must be made via the SCM. Any exceptions must be approved by the Vodacom Group Chief Risk Officer after prior consultation with the Vodafone Group Terminals Commercial Director prior to the monies being paid.

No exception/approval will be given for the following types of supplier sponsorship, partial or full funding or provision of a service/benefit -in-kind at no cost:

- c) Payments (or credit notes against existing invoices) to Vodacom in return for branding/sponsorship/signage/advertising opportunities;
- d) Event costs paid directly to the venue (e.g. making a payment to the venue or hotel for room hire, accommodation, drinks, or catering);
- e) Entertainment (e.g. music, band, guest speaker) for Vodacom employees;
- f) Donations/contributions to the costs of the event paid directly to Vodacom;
- g) Provision of prizes/give-aways/handsets or other types of gifts for attendees; or
- h) Allocation of a marketing fund (e.g. from pre-existing terminals supplier agreements) to cover event costs.

6.2.7 Sales Incentives/commissions offered by suppliers/terminals providers or to sales agents/intermediaries

All third-party sales incentives/commissions including those offered by suppliers/terminals providers to Vodacom Enterprise employees, and those offered by Vodacom to sales agents/intermediaries, must be pre-approved by an appropriate senior manager (e.g., Head of Enterprise) before being implemented. The incentive/ commission offered must be appropriate and cannot be so valuable that there is a risk that employees or sales intermediaries may be improperly influenced, or perceived to be improperly influenced, to inappropriately promote handsets/other products to customers, and put the incentive/commission ahead of our customers' interests.

The incentive cannot go directly from the handset manufacturer/other supplier to the Enterprise employees (or from Vodacom directly to employees of sales intermediaries); it must go through Vodacom (or the relevant intermediary) and be fully documented. The money going into Vodacom/out to employees must be fully and accurately recorded, and must go through normal methods, e.g. payroll.

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 13 of 24



Third party sales incentives schemes for Enterprise employees should not include international travel as a reward.

Note: Although this Policy section primarily focused on Enterprise, similar considerations should be taken into account when designing and assessing incentives for Consumer Business Units.

6.2.8 Gifts provided by Vodacom to Directors, Officers and Employees

These are covered separately in the [Expenses Policy Standard](#).

6.3 Sponsorships and Donations

As a responsible company, Vodacom supports:

- a) sharing the benefits of communications technology as widely as possible;
- b) protecting the natural environment; and
- c) supporting the communities in which Vodacom customers, employees, investors, and suppliers live.

6.3.1 Donations

Where a local Vodacom Foundation exists, **donations can only be made through the local Vodacom Foundation**, and all donations given should comply with the Charitable Donations Policy Standard and the Foundation requirements set out below:

- a) We never seek or accept money or any other assets from a grant applicant (or any other person) in return for assistance or the awarding of funding;
- b) We do not use Foundation funds to make payments to, or as directed by, Public Officials, Government Departments or organisations, persons connected with Public Officials or their families;
- c) We only use Foundation funds to work with Approved organisations;
- d) We do not use Foundation funds to make any payment that will benefit the Vodacom business in anything more than a legitimately incidental manner;
- e) We do not use the Foundation funds to make an absolute or perceived political donation or support any project with party-political causes;
- f) We do not use Foundation funds in a way that contravenes local charity laws or, where using funding from the Vodafone Foundation, also UK charitable laws;
- g) We do not give/receive hospitality or gifts of a type, value or in a manner that could reasonably be considered to affect our impartiality or be perceived as unreasonable.

On the rare occasion that an exception might be warranted, prior advice from the Anti-Bribery and Corruption Compliance Team, and prior approval must be sought in writing from Vodacom's Group Chief Risk Officer after consultation with Vodafone's External Affairs Director.

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 14 of 24



Any Corporate Social Responsibility spend, which falls outside the scope of the Vodacom Foundation, must comply with the approval requirements outlined in the Sponsorship section below, if such spend relates to any initiative/event run by a public organisation or organised by or paid to Public Officials. In these instances, the Local Anti-Bribery and Corruption Compliance Team must be consulted, and approval sought from Vodacom's Group Chief Risk Officer after consultation with Vodafone's External Affairs Director.

6.3.2 Supplier Donations

There are several important requirements that must be complied with if an employee or group of employees would like to request a donation from a supplier as part of a charitable event.

- a) Supplier donations can never be requested or used to cover the costs of an employee participating in a charitable event. This means donated funds cannot be used to cover participation costs such as flights, transport, accommodation, meals, equipment etc. Such costs must be covered by the employee;
- b) Employees who are involved in the process for deciding whether to give a particular supplier or type of supplier a contract or work cannot approach those suppliers for donations under any circumstances;
- c) Normal policy considerations apply when considering the amount and frequency of the supplier donation. The request must be reasonable, proportionate, infrequent, and transparently documented. If there is any uncertainty, donations should be refused or returned; and
- d) All Supplier Donations should be considered in consultation with the local Anti-Bribery and Corruption Compliance Team and must be documented in an Agreement which must contain Anti-bribery and Corruption clause.

It is the responsibility of the person(s) requesting the donation or receiving the Donation to ensure that these obligations are complied with.

6.3.3 Sponsorship

Any payments for sponsorship of events and initiatives for the purpose of brand exposure, including branding rights and advertising costs, business development or local community support must be offered with transparency and in accordance with the principles set out in this policy standard. Sponsorships should not be offered to a party with whom we are under contractual negotiations or a tender process or if aware that one is imminent.

The following principles must be considered to assess the appropriateness of any event or initiative:

- a) The value of the Sponsorship must be reasonable and commensurate with the material benefit for Vodacom;
- b) There is a legitimate business reason to Sponsor the event or initiative;
- c) There are no imminent, pending or ongoing contract or tender negotiations;
- d) The Sponsorship shall not be used as an instrument to influence business decisions, nor to obtain an undue business advantage.

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 15 of 24



All events or initiatives for which sponsorships, branding rights and advertising costs are provided must be:

- e) openly requested;
- f) permitted by all applicable law;
- g) compliant with Vodacom's Delegation of Authority;
- h) approved in line with the Brand and Marketing Communications Governance Policy Standard;
- i) approved by the local Anti-Bribery and Corruption Compliance Team, and the Vodacom's Group Chief Risk Officer after consultation with Vodafone's External Affairs Director, when related to any initiative/event run by a public organisation or organised by or paid to Public Officials.
- j) accurately recorded in business accounting records,
- k) paid following the completion of the standard EVO process for supplier onboarding and qualification; and
- l) transparently documented in an agreement, which must contain an Anti-Bribery Clause.

6.4 Use of External Interest Representatives formerly Lobbyist

External Interest Representatives must only be appointed following the completion of the supplier qualification and screening process and robust and documented due diligence. The due diligence must cover the ethical practices of that potential external interest representatives, and also consider any potential conflicts of interest, to ascertain any links to public officials and assess potential risks.

All external interest representatives may only be appointed by written contract and in compliance with the following requirements:

- a) The agreement is in compliance with Vodacom's Delegation of Authority;
- b) The services to be provided are comprehensively and transparently documented;
- c) Appropriate (not excessive) remuneration is set out for the services referred to above and benchmarked as appropriate to ascertain reasonableness;
- d) The high-risk supplier anti-bribery clause has been included in the agreement;
- e) The Vodafone Group Anti-bribery Team has been informed of any new appointments, so that the central external interest representative register can be updated; accordingly, and
- f) The Vodacom's Group Chief Risk Officer after consultation with Vodafone's External Affairs Director has approved the appointment prior to engaging with the external interest representative.

It is the responsibility of the person(s) requesting the external interest representatives' service to ensure that these obligations are complied with.

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 16 of 24



Reference should be made to the detailed requirements and guidelines set out in the [Global baseline requirements for External Interest Representatives](#).

6.5 Media and Advertising

For guidance on gifts, hospitality and travel for media individuals please refer to section 6.2.5 above.

Media influence

Vodacom's zero tolerance of bribery has a specific application with regard to media and bloggers. Members of the media, bloggers and others who publish their views on Vodacom must never be offered or provided with any benefit of monetary or commercial value in order to obtain favourable editorial coverage and/or to damage the reputation of a competitor.

Furthermore, Vodacom's advertising spending (whether in print, online or any other form) must never be used as leverage to influence editorial opinion. Vodacom must neither threaten to withdraw advertising from those who criticise Vodacom editorially nor must it imply in any way that a decision to initiate or increase advertising spending with a particular publication would be contingent upon more favourable editorial treatment.

Vodacom must take specific measures to avoid the impression of undue commercial media influence when commissioning an 'advertorial' (a paid advertisement written in the style of an editorial article) or paying a Social Media Influencer to support a Vodacom or Vodacom Foundation initiative. Any such engagement should be conducted in line with the External Communications & Investor Communications and Brand & Marketing Communications Governance Policies. Vodacom must ensure that the uncritical and promotional nature of an advertorial is fully transparent to the reader by requiring publications to badge such articles as 'advertising feature', 'promotion' or similar. Those disclaimers must have sufficient prominence to make clear the distinction between advertiser-funded material and genuinely independent editorial content.

6.5.1 Withdrawal of advertising spending on editorial grounds

Vodacom's advertising spending must never be used as leverage to influence editorial opinion regarding Vodacom's products, services, or corporate activities. Vodacom or its agents must neither threaten to withdraw advertising from those who criticise Vodacom editorially nor must it imply in any way that a decision to initiate or increase advertising spending with a particular publication would be contingent upon more favourable editorial treatment.

Similarly, advertising spending must never be used as leverage to try to influence editorial opinion on public policy matters where Vodacom's views differ from those of the media outlet in question. For example, a newspaper whose editorial stance on a political issue is at odds with Vodacom's own views must never be threatened with the loss of advertising revenue as a consequence of its expressed opinions.

Please note that under certain circumstances there are important exceptions to the rules above which are explained in section 2.5.1 of the [External Communications and Investor Communications Policy Standard](#)

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 17 of 24



7. Procedures to prevent Bribery /Corruption

Vodacom has specific procedures in place to prevent bribery and support an ethical culture within the business. Each local market and group company is required to establish and enforce effective compliance procedures to prevent bribery, in accordance with the principles specified below. These procedures must be proportionate and tailored to the risk of bribery in each operating company, including country risk and business operational risk.

Vodacom's requirements for implementing appropriate procedures to prevent bribery are set out below, in summary:

- a) **Demonstrable top and mid-level commitment** to the Anti-Bribery Compliance Programme and creating an ethical culture within the organisation;
- b) **Risk assessment** to identify specific anti-bribery risks within the organisation so as to develop appropriate mitigation and controls;
- c) **Due diligence and responsible engagement of third parties/suppliers** by conducting reasonable and documented due diligence when engaging in business relationships with third parties, including the anti-bribery contractual clause in all contracts, and monitoring high risk supplier performance to ensure compliance with anti-bribery contractual requirements. **The Business Unit** that is seeking to engage a Third Party shall be responsible for conducting and verifying Due Diligence regarding such Third Party;
- d) **Ongoing monitoring** – once every quarter all high-risk business partners must undergo ongoing screening to ensure risk profiles have not changed in a way that would expose the organisation to any financial and/or reputational liability.
- e) **Communication** of Anti-Bribery Policies and Procedures, to all employees at least annually, and to all suppliers, contractors, sales intermediaries, joint venture partners and business partners at the outset of our business relationship with them and on an annual basis thereafter for high-risk suppliers and business partners;
- f) **Training** is required for all high-risk employees and non-employees (where permitted by local law) every two years. This training should be tailored to address relevant risks and conducted face-to-face alternatively via e-learning. In addition, all employees (as per the assignment criteria determined by the local market for the Doing What's Right modules) must complete the Vodafone Anti-bribery e-learning Module every two years. In addition to the Doing What's Right Module there is mandatory Anti-bribery training via the Vodafone University for all employees including non-employees;
- g) **Induction** Programme for all employees must cover Vodacom's anti-bribery and corruption policy (including Gifts and Hospitality);
- h) **Monitoring and review** of anti-bribery policies and procedures to ensure continuing effectiveness. At a minimum, the Risk Assessment will be completed bi-annually (every two years) and supplemented with on-going monitoring of key processes, including but not limited to gifts and hospitality registration, training completion, sponsorships to Public Officials and payments to certain high risk Vodafone Representatives, update of the donations register, update of the sponsorship register, update of the non-conformance register quarterly; and

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 18 of 24



- i) The Vodacom Group Anti-Bribery and Corruption Team will also complete assurance activities annually in line with the Second line of Defence programme requirements.

7.1 Compliance reporting to Group Anti-Bribery and Corruption Team

All Anti-bribery and Corruption Champions must comply with Vodafone Group as well as Vodacom Group reporting requirements accurately, timely and with a sufficient level of detail and quality to allow the bribery risk and the current implementation status of the Anti-Bribery and Corruption Programme to be assessed effectively. This reporting includes (but is not limited to) submitting the Risk Assessment and participating in calls with the Group Anti-bribery Team to discuss key areas of risk and status, as well as other deliverables required for different projects.

7.1.1 Maintaining accurate Books and Records

Vodacom shall maintain books, records, and accounts which, in reasonable detail, accurately and fairly reflect all transactions and disposition of assets.

Vodacom shall record transactions in reasonable detail to:

- a) permit the proper classification of transactions for financial reporting;
- b) provide reasonable assurances that transactions are recorded as necessary to permit the preparation of financial statements in conformity with generally accepted accounting principles;
- c) maintain accountability for the use of all assets; and
- d) All transactions must have a valid business justification, be approved in line with Vodacom's Delegation of Authority and be supported by appropriate documentation to enable the verification of the transactions, with such documentation retained in accordance with the respective retention requirements.

7.2 Incident reporting and "Speak Up"

Vodacom operates a whistle-blowing mechanism called '**Speak Up**' for all employees and third parties. It is the duty of our suppliers, contractors, business partners and employees to report any breach of the Vodacom's Code of Conduct, including anti-bribery. This requirement must be communicated to all employees and third parties, and the local Speak Up number must be easily accessible on the intranet.

If a breach, or potential breach, of the Anti-Bribery and Corruption Policy arises or is suspected, in any operating company it must be reported to the local Anti-Bribery and Corruption Compliance Team. Alternatively, the Speak Up whistle-blowing hotline can be used. This includes reporting payments that are made under duress when an Employee or Vodacom Representative's personal safety is at risk or the individual is feeling threatened. In this case, when a payment under duress is made, the incident must be reported as soon as possible afterwards to the Vodacom Group Chief Risk Officer. A template for reporting is available upon request from Group Anti-bribery Compliance team.

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 19 of 24



All Speak Up incidents reported will be considered by the Vodacom Group Chief Risk Officer, and Vodacom Chief of HR in accordance with the Speak Up Policy Standard, including whether an investigation is required, and if so, who is best placed to conduct this investigation; either Group or Local market, and either Security or Compliance (or both).

Reporting to regulatory authorities:

All matters relating to bribery and corruption must first be reported to and pre-approved by Vodacom Group Chief Risk Officer in consultation with Vodafone Legal Director of Litigation prior to reporting to any local or global Regulatory authorities.

Except where there is an obligation under any local or global legislation to report such matters directly to the authorities.

In the circumstance where a report is made directly to the authorities in line with local or global legislation, the Vodacom Group Chief Risk Officer must be notified as soon as practicable after the reporting. The Vodacom Group Chief Risk Officer must then inform the Vodafone Legal Director of Litigation

8. Guidance on appropriateness of Gifts and Hospitality

- a) Gifts should be rare and low in value (e.g. consumables such as chocolates, low value branded items).
- b) On the rare occasion that devices (e.g. handsets, tablets) are gifted, these may only be Vodacom branded devices.

8.1 Gifts provided by Vodacom to employees

Employees may not give or receive gifts to or from one another at company expense refer to Finance policy herein [Expenses Policy Standard](#).

Employees may not give gifts to their superiors in rank at company expense; and generally, should not give gifts to persons not under their line authority without obtaining the approval of that person's line manager of equal rank to oneself.

Hospitality that is appropriate to approve for your team members or for you to accept (with line manager approval and registration):

- a) Invitations to attend conferences and events, provided there is a legitimate business justification. Travel and accommodation costs may be paid by host, only if the employee will be a speaker. For employees only attending an event or conference, travel and accommodation costs must be covered by Vodacom. For invitations to attend events organised by partners or suppliers, provided there is a legitimate business reason (e.g. visit to company office for product demo), travel and accommodation costs must be paid by Vodacom.
- b) Invitations from suppliers or business partners to attend local hospitality events e.g. a football match, for pure relationship building purposes. These must be local events (i.e. in your country of work) or at the most a short haul flight away. Travel and

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accommodation costs to attend the entertainment event must be paid by the individual.
Long haul travel for entertainment events is unacceptable.

8.2 What is inappropriate to give/accept?

- a) Gifts or Hospitality during a tender/RFP process.
- b) **Hospitality/tickets to events for family members or friends.** Attending events should be solely for the purpose of Vodacom employees building business relationships. The only exception to this is an event to which all partners are specifically invited, such as a charity dinner;
- c) Frequent gifts or invites from/to the same individual or organisation, even if low in value.
- d) Invitations to a large number of employees/ departments or the full local leadership team. Only employees with a clear business relationship/ business justification should accept the invitation.
- e) If there is any indication that an offer of gifts or hospitality is intended to induce a decision in favour of the organisation making the offer (or could create the perception of such).

What if you are unsure?

In the end the test is always the same: "How would you feel if a Newspaper published your actions on the front page of the newspaper, or a Union representative at the Shareholder Annual General Meeting asked publicly "Why did you need to go to [.....] to discuss [....] and was that an appropriate use of company resources?"

9. Financial thresholds and approval process for Gifts and Hospitality

Gift(s) and hospitality can be registered via the Engage App or this Link: [Vodacom Gift and Hospitality Register](#)

Item	All Employees, including ExCo and CEOs
Private gifts or hospitality	No approval or registration in Gift and Hospitality Register required up to R350 per person per gift/ hospitality event. (Note: Registration is not Mandatory, but it is encouraged for transparency and good corporate governance especially where there is uncertainty).

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 21 of 24



	<p>R350 up to R1000 per person written pre-approval from Line Manager and it must be registered on the online Vodacom gift and hospitality register.</p> <p>R1000 per person and above: (a) written pre-approval must be received from Line Manager; (b) written advice from local Anti-Bribery and Corruption Compliance Team; and (c) it must be registered on the online Vodacom gift and hospitality register.</p>
<p>Gifts or hospitality to Public Officials</p>	<p>No approval or registration in Gift and Hospitality Register required up to R350 per person per gift /hospitality event. (Note: Registration is not Mandatory, but it is encouraged for transparency and good corporate governance, especially where there is uncertainty). R350 up to R1500 per person: (a) written pre-approval must be received from Line Manager; (b) written advice from local Anti-Bribery and Corruption Compliance Team; and (c) it must be registered on the online Vodacom gift and hospitality register.</p> <p>R1500 and above: (a) written pre-approval must be received from Line Manager; (b) written advice must be received from the local Anti-Bribery and Corruption Compliance Team; (c) written pre-approval must be received from the Vodacom Group Chief Risk Officer after consultation with Vodafone Group External Affairs Director; and (d) it must be registered on the online Vodacom gift and hospitality register.</p> <p>Any requests for gifts or hospitality to Public Officials above threshold should be reviewed by the local Anti-Bribery Champion before being submitted to Vodacom's Group Chief Risk Officer after consultation with Vodafone's External Affairs Director for approval.</p>
<p>Corporate events – i.e. where a group of Vodacom employees are invited to an event together by a third party, or an invite is offered by Vodacom to a group of individuals (e.g. Enterprise customers)</p> <p>NOTE: this must be read in conjunction with section 6.2.6 of the anti-bribery and corruption policy (Supplier sponsorship of internal events)</p>	<p>Line Manager Approval required for attendance of events up to R10 000 for a group of Vodacom employees (providing individual limits above are not exceeded). If the event, or individual, financial limits are exceeded, written pre-approval must be received from the relevant Executive Committee member or CEO (e.g. CTO approval for Technology employees). The most senior person invited shall obtain this approval and must also register the Hospitality on the online Vodacom gift and hospitality register.</p>

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 22 of 24



10. Exceptions

All exceptions must be approved by the Group Policy Champion. Local Market Anti-bribery and Corruption Champions are permitted to lower financial limits for gifts and hospitality to levels appropriate for their market. If required by local law, Policy Champions can also make additions to the local version of the Global policy to meet local applicable law requirements. Localised versions of the Global Anti-bribery and Corruption policy (including Gifts and Hospitality) version be thoroughly consulted with the Group Policy Champion and local Compliance Officer and subsequently approved by the local market CEO.

11. Supporting documents

- [Anti-Bribery Risk Control Matrix](#)
- [Template for Payments Under Duress](#)
- [Code of Conduct](#)
- [Charitable Donations Policy](#)
- [Vodacom Gifts and Hospitality Register](#)
- [Expenses Policy Standard](#)
- [Delegation of Authority](#)
- [Reporting any Payments under Duress](#)
- [Gifts Hospitality and Entertainment Advice Request Template](#)
- [Sponsorship and Donations Advice Request Template](#)
- [External Communications and Investor Communications Policy Standard](#)
- [Code of Ethical Purchasing](#)
- [Global baseline requirements for External Interest Representatives](#)

12. Document history

Rev No	Date	Summary of Changes
1	05/09/2014	Original Document
2	06/03/2015	Replaces VGR-GOV-POL-0009 (Revision 2)
3	04/08/2017	Replaces VGR -GOV-POL-0009 (Revision 3)
4	01/06/2018	Replaces VGR-GOV-POL-0009 (Revision 4)
5	03/05/2019	Replaces VGR-GOV-POL-0009 (Revision 5)
6	13/09/2021	Replaces VGR-GOV-POL-0009 (Revision 6)

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 23 of 24



13. Glossary of Terms (clarifying the roles specified in the table)

Who	What		
	Policy management	Learning & awareness	Monitoring & assurance
Policy Owner	ensure the appropriate resource is in place to effectively manage the policy compliance program	ensure all employees complete mandatory training courses, acting as the escalation point where necessary	present annually to the Policy & Compliance Committee on the status of the compliance program (high-risk Policy Standards only)
Policy Champion	<ul style="list-style-type: none"> To document all necessary policy requirements and guidelines to enable successful implementation of standards Keep the policy requirements and guidelines relevant through regular review. Where necessary ensure consistency with other Vodafone materials covering the topic Accountable for ensuring the policy is communicated to all employees according to “Doing What's Right” program 	<p>Work with local Internal Comms & L&D / Group Comms teams to ensure the learning and awareness programs run smoothly e.g. translations and local adaptation.</p> <p>Provide additional local training courses where required by legislation or market- specific risks</p>	<ul style="list-style-type: none"> Conduct local risk assessments and ongoing monitoring of controls support Group assurance activities e.g. policy deep dives manage the corrective actions required to achieve the policy compliance
Process Governance & Quality (Custodians of ISO 9001)	<ul style="list-style-type: none"> Provide guidance Template for documenting Policy Standards. communicate new/changed policies to Compliance SPOCS and local CEOs Ensure that all policy standards are assessed bi-annually by the Policy Champions 	<ul style="list-style-type: none"> Create awareness via Champions and Compliance SPOCs to ensure Policy Communications across the business 	<ul style="list-style-type: none"> work with Policy Champions to document Risk & Control Matrices where necessary coordinate Policy Compliance Review

UNCONTROLLED IF PRINTED OR REPRODUCED IN ANY FORMAT

Document No: VGR-GOV-POL-0009

Revision: 6

Owner: Johan Van Graan

Title: Anti-Bribery and Corruption Policy (including Gifts and Hospitality)

Page 24 of 24