ANTI-CORRUPTION HANDBOOK
Telenor has zero tolerance on corruption and bribery.

- We are all responsible every day.
- We are transparent and seek guidance when in doubt.
- Any corrupt activity - either in public or private sector - is prohibited.
- You must never ask for, accept, receive offer or give a bribe or facilitation payment.
- You must exercise due care not to cross the line between legitimate gifts and business courtesies and bribery and facilitation payments.

If you become aware of an infringement of laws, regulations, Telenor’s Code of Conduct or Telenor Group Policy Anti-Corruption, you shall raise the issue with your leader. If this is not possible you shall raise the issue or report the infringement directly to your Local Ethics & Compliance Officer or to Group Ethics & Compliance Officer.
INTRODUCTION

Telenor is firmly opposed to corruption in all forms and is committed to doing business in accordance with the highest ethical standards.

For Telenor, anti-corruption is not only a legal obligation and an ethical standpoint. Corruption is a threat to business and society in all countries. It undermines legitimate business activities and distorts competition. It ruins reputation and exposes individuals to risks. Telenor works actively against corruption through our Anti-Corruption Program which is implemented in all Business Units.

Telenor’s zero tolerance on corruption and ethical standards are set out in our Code of Conduct, Group Policy Anti-Corruption and other Governing Documents and apply to all employees, consultants and other contractors working for Telenor. Telenor also expects its business partners, including suppliers, distributors, agents and joint venture partners to abide by the same principles in their own operations.

For the most part, activities involving reasonable and proportionate business courtesies are part of normal business practice. It is important, however, that we are always transparent, reasonable and have a lawful business interaction.

As an employee in Telenor you may find yourself in or experience situations where there is a risk of corruption. This Handbook is intended as a practical tool to help you to follow Telenor’s values and formal rules relating to anti-corruption and to make the right decisions. The Handbook cannot provide answers to every situation and dilemma that you may face and you are strongly encouraged to seek advice when in doubt.

YOUR RESPONSIBILITY

As an employee in Telenor, you share a responsibility to ensure that we comply with Telenor’s standards. At Telenor we are all responsible for understanding the legal and ethical issues that affect our business and for acting with integrity at all times.

You must read and understand our Code of Conduct and the requirements in the Group Policy Anti-Corruption that applies to all employees. This includes that you:

• Have this Handbook available.
• Take part in anti-corruption training in your Business Unit, including Telenor’s mandatory e-learning on anti-corruption.
• Are transparent and ask for advice if you are unsure about aspects relating to the Code of Conduct, Group Policy Anti-Corruption or other Telenor Governing Documents.

If you become aware of any possible breach of laws, regulations, Telenor’s Code of Conduct or Telenor Group Policy Anti-Corruption, you shall raise the issue with your leader. If this is not possible you shall raise the issue or report the infringement directly to your Local Ethics & Compliance Officer or to the Group Ethics & Compliance Officer.

MANAGERS’ RESPONSIBILITY

Managers in Telenor have a particular responsibility for leading by example and for creating an ethical atmosphere where employees can share their dilemmas and where they can raise their voice and report on any breaches they observe.

You have a responsibility to ensure that people in your team are aware of and follow Telenor’s values and formal rules relating to anti-corruption as set out in the Code of Conduct, the Group Policy Anti-Corruption and Telenor’s Anti-Corruption Handbook.
To successfully navigate the changes around us and to capitalize on the opportunities, we have defined a strong platform for future growth. This is summarised in the Telenor Way. It defines our aspirations and sets the standard for how we do business.

It is a personal responsibility of each employee and each leader in Telenor to understand the Code of Conduct and the implications on their daily work. Relating this to anti-corruption in Telenor, you shall always consult the Local Policy Anti-Corruption and the Code of Conduct when you are uncertain on which rules and principles to follow.

If you face corruption dilemmas linked to our suppliers or business partners, you should consult your Local Policy Supply Chain Sustainability with accompanying Manuals and Guidelines.
WHAT IS CORRUPTION?

What you need to know

Corruption includes bribery and trading in influence. Any corrupt activity – either in public or private sector (between private parties) – is prohibited. Both active and passive corruption is illegal.

A bribe is when someone attempts to influence a third party’s decision in an improper manner by offering an undue or improper advantage.

Trading in influence exists when an undue or improper advantage is given to someone in return for influencing the conduct of a third party’s position. Trading in influence is an act of corruption and is illegal.

What you must do

- You must never ask for, accept, receive, offer or give a bribe or facilitation payment.
- If you are in doubt as to whether the action you are about to do is within Telenor’s Code of Conduct and our Group Policy Anti-Corruption, you shall contact your immediate leader for clarification. If not clearly a minor issue, such inquiries and clarifications shall be documented.
- If you, or your immediate leader, are in doubt as to the legality of an action or how to interpret Group Policy Anti-Corruption, you shall seek legal advice with your Local Policy Owner Anti-Corruption or your Local Legal Department.

What you need to be aware of

- An undue or improper advantage can have different forms, for example in the form of cash, cash equivalents, gifts, credits, discounts, travel, personal benefits, accommodation or services.

Q&A

Q: According to the Code of Conduct, Telenor is opposed to all forms of corruption. What is the meaning of the term “corruption”?

A: An act of corruption will be if any person requests, receives, accepts, gives or offers any kind of undue or improper advantage, favor or incentive in connection with a position, office or assignment. An “improper advantage” can take many forms, such as cash, cash equivalents, gifts, credits, discounts, travel, personal benefits, accommodation or other services. Please see the Group Policy Anti-Corruption.

Q: I am in doubt as to whether a situation might be improper under the Group Policy Anti-Corruption. What do I do?

A: Assess the situation carefully, and ask your immediate leader for guidance. If still in doubt, seek advice with the Local Policy Owner Anti-Corruption. The Local Policy Owner is normally part of Local Legal.
What you need to know

Facilitation payments are small amounts paid to public officials to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement. Even though they may be commonplace, such payments are considered illegal bribes in most countries.

Telenor is against facilitation payments and you shall not pay if faced with demands. This applies whether they are made directly or indirectly through a consultant or other intermediary.

If you have reason to believe that your own or other’s life, health or property could be in danger and no other alternatives exists and provided it is justifiable considering the circumstances otherwise, such payments may be considered. In such an exceptional situation you must exercise the best possible judgment you can. Before making a payment, consult Local Policy Owner Anti-Corruption and obtain approval from your immediate leader.

What you must do

- Make sure that our respective customers and business partners are informed about our policy regarding facilitation payments and that we do not pay.
- Identify and report the risk of facilitation payments and consider and prepare measures to reduce this risk.
- Consider how this risk can be handled in contracts with business partners, customers, suppliers and public officials.
- If you are uncertain, please consult your leader or Local Policy Owner Anti-Corruption.

What you need to be aware of

- Information about complaints made towards potential or existing business partners and middlemen regarding facilitation payments.
- Situations with a high risk of facilitation payments:
  - Official approvals, permits and licenses (such as building permits)
  - Public utility services (such as power and water supply)
  - Customs clearance
  - Work permits and visas

Q&A

Q: What is a facilitation payment?

A: Facilitation payments are payments made to public officials in order to encourage the person to expedite a routine public action such as processing papers or issuing permits. In short - a payment for a routine service that the receiver of the payment is obliged to perform without receiving such payment.

Q: What is a public official?

A: A public official could be an elected or appointed official, officer or employee of national, provincial, regional or local government agency or department, employee of government-owned or controlled entity, employee or member of a political party, employee of public international organizations or non-governmental organizations (NGOs), or any person acting in an official capacity for or on behalf of a public official.

Telenor views facilitation payments as a form of corruption and is opposed to all forms of corruption.

“You shall refuse to pay unless you have reason to believe that your own or other’s life, health or property could be in danger [...]”
What you need to know

Exchanging gifts are often part of local culture and tradition. The exchange of gifts with our customers or business relationships can build goodwill and foster a good business relationship. It is not always easy to draw the line between corruption and acceptable gifts and business courtesies. Our business decisions shall always be made with due care, based on Telenor’s best interest and not on personal loyalty due to the exchange of gifts.

Telenor’s Group Policy Anti-Corruption states that you are allowed to give and receive gifts that are customary and business related. The gift shall always be of modest value. Expensive gifts shall not be given or received. Exceptions can only be made in special circumstances and subject to approval from your immediate superior. You are responsible for considering the value of the gift. If you are in doubt, you should consult your immediate leader.

Telenor Group does not have any general limit on the maximum value of a gift. Some Business Units within Telenor have set monetary limits on the maximum value a gift may have, or have implemented a ”Non-Gift” Manual. You shall always consult your Local Policy Anti-Corruption and follow such local requirements.

Cash, or gifts that are easy to convert to cash, shall never be given or received. Examples may be discounts, gift cards or refundable airline tickets.

Irrespective of the value concerned, a gift that has the appearance of improper influence shall never be given or received.

We shall always use prudent judgment, be transparent and consider Telenor’s reputation and integrity as the ultimate guideline.

What you must do

• Do not accept or offer gifts that are not given in an open and transparent manner or if there is reason to believe that its purpose is to improperly influence business decisions which can lead to questions about your or others independence and integrity.
• Assess whether the gift can be seen as an undue or improper advantage and therefore illegal. You should consider:
  • Purpose of the gift.
  • Form and content of the gift.
  • Situation in which the gift is offered.
  • Value of the gift.
  • Ask your leader if you are unsure, even if you have the authority to make the decision.
• Find out if the recipient has guidelines for gifts and comply with these.

What you need to be aware of

• Gifts that can be perceived by others to have as their purpose to unduly influence business decisions.
• Repeated gifts to or from the same enterprise or person.
• Gifts in connection with contractual negotiations.
• Gifts that are offered for something in return.
• Gifts that are subject to personal taxation.
• Gifts to public officials.

Q&A

Q: What is meant by a “gift”?
A: Anything of value given by a person or company to another without direct demand for compensation. A gift can be an object such as a mobile phone or a watch. A gift can also be other an advantage such as VIP-status or membership in a golf club or a high-value ticket to a sports event.

Q: What if a gift consists of cash or cash equivalents?
A: No. Gifts in the form of cash, or cash equivalents, are never allowed.

Q: Can I receive a gift in connection with contractual negotiations?
A: Gifts given or received in connection with contractual negotiations are likely to raise suspicion of bribery. The main rule is that you shall not offer or accept gifts in such situations.
ARRANGEMENTS

What you need to know

Arrangements or hospitality may take various forms such as events, meals, concerts, trips and other forms of representation. Offering and accepting arrangements can be a legitimate part of our business and foster good business relationships. What is not allowed is to cross the line between acceptable business practice and an illegal bribe.

Telenor’s Group Policy Anti-Corruption states that you are allowed to arrange or attend customary business related arrangements. The costs shall always be kept within reasonable limits. What is reasonable can depend on the situation. Your immediate leader shall be informed of such customary business related arrangements.

Expensive or extravagant arrangements, such as travels, are not to be arranged or attended. Your immediate leader may approve arrangement or attendance on such arrangement only if it is necessary from a business perspective. Any approval shall be documented. We shall always use good judgment, be transparent and consider Telenor’s reputation and integrity as the ultimate guideline.

What you must do

• Assess in advance whether the arrangement may be considered to be an improper or undue advantage that may be illegal. You should consider:
  • Purpose of the arrangement
  • Form and content of the arrangement
  • Situation in which the arrangement is held
  • Value and nature of the arrangement
  • Is the arrangement open and transparent?
  • Ask a leader if you are unsure, even if you have the authority to make a decision to attend yourself.

What you need to be aware of

• Arrangements that also includes partners/spouses.
• Invitations to arrangements that do not have a real business agenda.
• Arrangements that can be perceived by others to have as their purpose to unduly influence business decisions.
• Arrangements in connection with contractual negotiations.
• Arrangements that are subject to personal taxation.
• Arrangements that are offered for something in return.

Q&A

Q: I have been invited to an event with professional content. Food and accommodation is paid for by the host. May I attend?
A: Yes, provided that the costs such as food and accommodation are kept within reasonable limits.

Q: At the same event, the host also offers to pay for travel. Is it allowed?
A: No, Telenor’s main rule is that you shall not attend an arrangement where a third party pays for travel. Likewise, Telenor shall not pay for participant’s travels to arrangements arranged by Telenor. Exceptions to this rule might only occur in special circumstances.
What you need to know

Telenor’s Group Policy Anti-Corruption requires you to exercise extra caution with respect to gifts and arrangements involving public officials, including international organizations and NGOs (Non-Governmental Organisations). Any appearance that Telenor attempts to influence public officials shall be avoided.

What you must do

• If gifts are to be given to – or arrangements made for – representatives of public officials you should seek advice from your Local Legal to ensure that the gift and/or arrangement is legal and within the limits of Telenor’s Group Policy Anti-Corruption.

What you need to be aware of

• Public officials may have strict rules on what they may receive. You shall always check whether a gift or an arrangement is compliant with such rules.

Q&A

Q: The Parliament is currently considering a new act which will have impact on Telenor’s business operations. We are considering using a lobbyist to front Telenor’s views towards relevant public officials. How do we proceed?

A: Use of a lobbyist in this case might be desirable and legitimate. Any use of a lobbyist shall, however, be made in an open and transparent manner, and you shall ensure that it is promptly disclosed to the public officials that the lobbyist represents Telenor. You shall have a written agreement with the lobbyist in which this obligation is included.
RELATIONS WITH THIRD PARTIES

What you need to know

Telenor recognize that our Business Partners, whether new investments, partners, agents, consultants, contractors or suppliers, will be associated with Telenor. Telenor could also be held liable for corrupt or fraudulent activities conducted by third parties with whom Telenor has a contractual relationship.

Telenor needs to limit the risk that third parties commit or attempt to commit any corrupt or fraudulent activity that may be connected to Telenor.

Due care shall be exercised with respect to the selection and use of Business Partners so that Telenor does not become involved in corrupt activities. Before selecting a Business Partner, you shall always consult Telenor’s Group Manual Integrity Due Diligence Business Partners. If the Integrity Due Diligence (IDD) reveals information indicating an unacceptable risk, the Business Partner shall not be engaged, unless it is documented that the risk is satisfactorily mitigated.

What you must do

• Ensure that the Business Partner’s reputation and expertise is satisfactory
• Follow Telenor’s Group Manual Integrity Due Diligence Business Partners when required
• Follow the Group Policy Sourcing and Group Policy Supply Chain Sustainability when relevant

What you need to be aware of

• The following “red flags” may indicate an unacceptable risk in relation to Business Partners:
  • The Business Partner is not willing to certify that they will not take unlawful actions
  • Unusual payment patterns (including payments to “tax-havens”)
  • Lack of transparency in expenses and accounting
  • Apparent lack of resources or qualifications
  • Kickbacks or similar
  • Fees are not proportionate to the services provided
  • Business reputation and track record

Q&A

Q: What does Telenor mean by “Business Partner”?
A: Business Partners in this context means:
• Joint venture partners,
• Agents and consultants who act as a point of contact between Telenor and a third party, other intermediaries and middlemen, and
• Other contracting parties that may pose a particular corruption risk or other integrity risk due to factors such as the country and the sector in which the engagement is carried out, the nature and reputation of the contracting party, and the nature of the engagement.

This does not include:
• Suppliers/vendors which are supplying goods or services to Telenor and that do not pose a particular corruption risk or other integrity risk as described above.
• Telenor’s customers
• Standard distribution-agreements or similar agreements
CONSEQUENCES OF CORRUPTION

Damage to Telenor’s integrity may have direct and indirect cost implications, including exposure to large fines, losses and business failures and damage to reputation.

The consequences of corruption could be facing legal penalties and criminal charges for you and for your management, and for our company. It could also compromise Telenor’s reputation as a trusted partner at the global arena.

The financial impact may be significant. Incidents of corruption may lead to fall in shareholder value, threat of serious legal sanctions, lost business deals, lost support from customers, suppliers, investors, the public and regulators.

Remember: Both acts of corruption and attempts of such behavior represent a breach of our Code of Conduct and Group Policy Anti-Corruption.

OTHER REGULATIONS AND GUIDELINES

This handbook is related to matters connected to anti-corruption and in particular to Telenor’s Group Anti-Corruption Policy. Remember that also other policies and documents within Telenor’s Governance Framework are relevant and that you should consult these if the situation so requires.

Examples of such other documents could be Group Policy Accounting and Financial Reporting, Group Policy Authorization of Authority, Group Policy Supply Chain Sustainability and Group Policy Sourcing.

You may always consult and discuss issues related to anti-corruption and the Code of Conduct with your Local Ethics & Compliance Officer. Your communications are required to be treated confidentially.

If you become aware of any possible breach of laws, regulations, Telenor’s Code of Conduct or Telenor Group Policy Anti-Corruption, you shall raise the issue with your leader. If this is not possible you shall raise the issue or report directly to your Local Ethics & Compliance Officer. If you feel this is not an option, contact Group Ethics & Compliance Officer or use the Hotline to Compliance.

Any disclosure of your information will be treated very carefully. The persons involved in handling the case shall maintain confidentiality. Telenor does not tolerate reprisals or retaliation against those who, in good faith, report an infringement or suspicion of an infringement of the rules and guidelines.

Q&A

Q: The Group Policy Anti-Corruption sets high standards for giving and accepting gifts and courtesies. Still I experience that my boss and other managers in my department may not have gotten the message. What should I do?

A: Our business standards apply to everybody in the Telenor Group regardless of their position or stature. Even if you are not comfortable raising your concern – you are obliged to do so.