

# Anti-Corruption Handbook

What you need to be aware of



What you need to know



What you must do



telenor  
group

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## Key message



- Telenor has zero tolerance on corruption and bribery
- You must know when it is appropriate to give or receive a benefit or service and when a benefit or service is an illegal bribe
- You must assess whether a gift, arrangement and representation can be illegal
- If you become aware of an infringement of laws, regulations or the Telenor Way framework, you shall raise this issue with your leader. If this is not possible you shall raise the issue or report the infringement directly to the Local Ethics & Compliance Officer or the Group Ethics & Compliance Officer

## Introduction

Telenor's Code of Conduct clearly states that we are firmly opposed to all forms of corruption.

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

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

This handbook is intended as a practical tool to help you, as a Telenor employee, to follow Telenor's values and formal rules relating to anti-corruption. As an employee in Telenor you may find yourself in or experience situations where there is a risk of corruption. This could be in relation to receiving or giving gifts and business courtesies such as promotional items, meals, entertainment and other benefits – things of value – such as gifts.

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. In relation to anti-corruption it is therefore important that you read and understand our Code of Conduct and Anti-Corruption Policy.

This includes that you:

- Have this handbook available
- Take part in anti-corruption training programs and implementation activities in your Business Unit
- Ask for advice if you are unsure about aspects relating to the Code of Conduct, Anti-Corruption Policy or other Telenor governing documents

Should you become aware of an infringement of laws, regulations or the Telenor Way framework, you shall raise this issue with your leader. If this is not possible or appropriate you shall raise the issue or report the infringement directly to the Local Ethics & Compliance Officer or the Group Ethics & Compliance Officer.

## Managers' responsibility

As a manager in Telenor, you have a responsibility to ensure that people in your team are aware of and follow the requirements in the Telenor Way Framework. When we relate this to anti-corruption, the leaders should focus on the requirements in the Code of Conduct related to anti-corruption and the Group Policy Anti-Corruption.

## Telenor Way

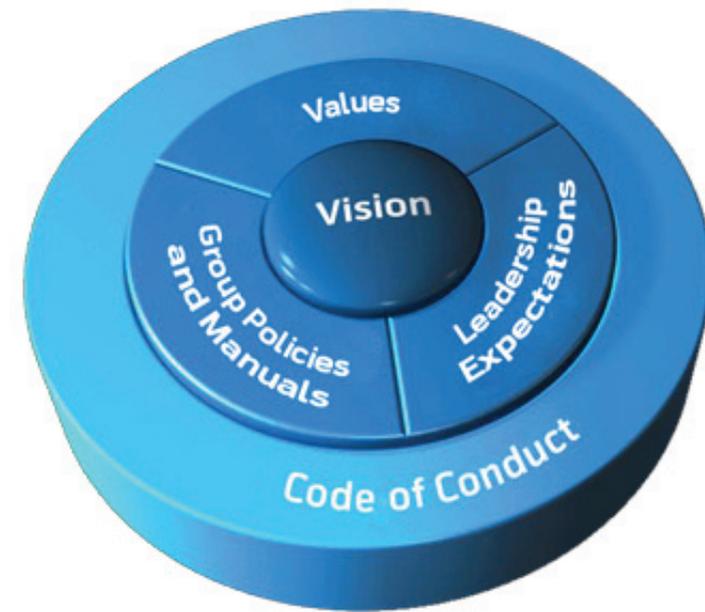


The Telenor Way Framework consists of the Governing Documents (Code of Conduct, Group Governing Principles, Policies and Manuals), Vision, Values and Leadership Expectations.

If you face a dilemma or a difficult business decision, you should ask yourself “how can I do this the Telenor Way?”

Relating this to the anti-corruption work 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 in Telenor related to corruption issues.

When you face corruption dilemmas linked to our suppliers or business partners, you should consult your Local Sustainable Supply Chain Policy with accompanying Manuals and Guidelines.



## Anti-Corruption



### What you need to know

Corruption undermines legitimate business activities and distorts competition. Thus, corruption ruins reputation and exposes individuals to risks. Telenor is firmly opposed to all forms of corruption and makes active efforts in order to ensure that it does not occur in our business activities.

### What you must do

- You must never ask for, accept, receive, offer or give a bribe.
- 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 superior for clarification. If not a clearly minor issue, such inquiries and clarifications shall be documented.
- If you, or your immediate superior, 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.

### What you need to be aware of

- A bribe is when someone attempts to influence a third party's decision in an improper manner by offering an undue or improper advantage. Any corrupt activity – either in public or private sector – is prohibited.
- An 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 improper advantage, favor or incentive in connection with a position, office or assignment. These "improper advantages" can take many forms, such as cash, cash equivalents, gifts, credits, discounts, travel, personal benefits, accommodation or services among others. 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 superior 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.

## Facilitation Payments



### What you need to know

Facilitation payments are small amounts paid 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.

In exceptional circumstances, such as where life, health or property is perceived to be in danger and no other alternatives exists, such payments may be considered. In such an exceptional situation you must exercise the best possible judgment you can and consult with your superior and/or your Local Legal department.

### 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 superior or Local Policy Owner

### 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
  - Customers clearance
  - Work permits and visas

## Q&A

**Q:** What is a facilitation payment?

**A:** Facilitation payments can be described as a payment made to foreign officials, government employees or members of political parties and so forth in order to encourage the person to expedite routine governmental actions as processing papers and issuing permits. Hence, as payments for a routine service that the receiver of the payment is obliged to perform.

**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 or other exceptional circumstances exist [...]”*

## Gifts



### 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. However, the distinction between corruption and gifts and business courtesies can be difficult to draw. Due care must therefore be exercised. Furthermore, our business decisions shall always be based on Telenor's best interest and not on personal loyalty due to the exchange of gifts.

Telenor's Group Anti-Corruption Policy states that you are allowed to give and receive gifts that are customary and business related. The gift shall always be of modest value. Telenor does not have any general limit on the maximum value of a gift. Expensive gifts shall not be given or received. You are responsible for considering the value of the gift. If you are in doubt, you should consult your immediate superior.

Some business units within Telenor have set monetary limits on the maximum value a gift may have. You shall always follow the local requirements.

Cash, or gifts that are easy to convert to cash, shall never be given or received. Example may be 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 and consider Telenor's reputation and integrity as the ultimate guideline.

### What you must do

- Do not accept or offer gifts if there is reason to believe that its purpose is to improperly influence business decisions or which can lead to questions being raised about your or others' independence and integrity
- Assess whether the gift can be seen as an 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 a superior if you are unsure, even if in principle you have the authority to make such a 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 from the same enterprise or person
- Gifts in connection with contractual negotiations
- Gifts that are offered for something in return
- Gifts to public officials

## Q&A

**Q:** What is meant by a "gift"?

**A:** Anything of value given by a person/company to another without direct demand for compensation. A gift can be an object or take the form of other advantage such as e.g. receiving VIP-status or membership(s) in golf clubs.

**Q:** What if a gift consists of cash or cash equivalent?

**A:** No. Gifts in the form of cash, or cash equivalent, 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 and representations may take various forms such as events, meals, concerts and trips. Offering and accepting arrangements can be a legitimate part of our business and can build goodwill and foster a good business relationship. Our business decisions shall always be based on what is in Telenor's best interest.

Telenor's Group Anti-Corruption Policy states that you are allowed to arrange or attend customary business related arrangements. Examples are dinners, lunches, receptions or other type of representations. However, the costs shall always be kept within reasonable limits. What is reasonable can depend on the situation.

Expensive or extravagant arrangements are not to be attended. Your immediate superior may approve attendance on such arrangement only if it is required from a business perspective.

We shall always use good judgment and consider Telenor's reputation and integrity as the ultimate guideline.

### What you must do

- In advance assess whether the arrangement or representation is deemed as an improper advantage and thus 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
- Ask a superior 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

## Q&A

*Q: I have been invited to an event with professional content. Food and lodging is paid for by the host. May I attend?*

*A: Yes, provided that the cost of accommodation such as food and lodging 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 each party shall pay for its own travel to and from an event. Exceptions to this rule might occur in special circumstances.*

## Public Authorities



### What you need to know

To avoid any suspicion or appearance that Telenor attempts to influence public authorities, Telenor's Anti-Corruption Policy requires you to exercise extra caution with respect to gifts and arrangements involving public authorities, including international organizations and NGOs (Non-Governmental Organisations).

### What you must do

- If gifts are to be given to – or arrangements made for – representatives of public authorities 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 authorities 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 the public authorities. 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 authorities that the lobbyist represents Telenor. You shall have a written agreement with the lobbyist in which this obligation is included.

## Relations with middlemen and business partners



### What you need to know

The use of middlemen is normal and desirable in many circumstances. However, Telenor could be held liable for corrupt or fraudulent activities conducted by its middlemen. We thus need to ensure that middlemen or Business Partners do not commit any corrupt or fraudulent activities on Telenor's behalf.

Telenor uses the term "Business Partner" as a collective term for joint venture partners, agents, consultants, intermediaries and middlemen.

Business Partners will be associated with Telenor, and it is important to ensure that the Business Partners are reputable and does not risk Telenor being associated with corrupt activities. Prior to entering into a relationship with a Business Partner, you shall always consult Telenor's Group Manual Integrity Due Diligence Business Partner as regulated in the Group Policy Anti-Corruption.

### What you must do

- Ensure that a middleman and business partner are reputable, credible and genuine entities or persons
- Follow Telenor's Group Manual Integrity Due Diligence Business Partner 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 middlemen and business partners:

- The business partner may not be willing to certify that he/she will not take unlawful actions
- Unusual payment patterns (including payment 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 Partners"?

**A:** Business Partners in this context mean joint venture partners, agents, consultants who act as a point of contact between Telenor and a third party, such as intermediaries and middlemen.

This does not include:

- Suppliers/vendors/consultants which are supplying goods or services to Telenor and not acting as an intermediary or point of contact towards a third party
- Telenor's customers
- Standard distribution-agreements or similar agreements

## Other regulations and guidelines



This handbook is related to matters connected to anti-corruption and in particular related to Telenor's Group Anti-Corruption Policy. However, other documents within the Telenor Way are, of course, relevant and, depending on the situation, you should also consult these.

You may always consult and discuss these issues with your Local Ethics & Compliance Officer. Your communications are required to be treated confidentially. If you feel that the Local Ethics & Compliance Officer is not an option, Telenor Group has a "Hotline to Compliance" which you should use.

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 apparent.

### 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.*





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