

# ANTI-CORRUPTION HANDBOOK

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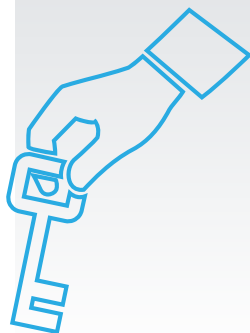
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# KEY MESSAGES

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- Corruption is the abuse of entrusted power for private gain. Telenor has zero tolerance on all forms of corruption.
- We integrate Telenor values in our every day work.
- We are responsible, transparent and seek guidance when in doubt.
- Any corrupt activity - either in public or private sector - is prohibited
- You must never offer, give, ask for, accept, or receive any form of bribe.
- You must exercise due care in decision making and never compromise ethics when doing business.
- If you become aware of any 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/Advisor, to Group Ethics & Compliance Officer or the Ethics & Compliance Hotline.
- Consult your Group and Local Policy Supply Chain Sustainability with accompanying Manuals and Guidelines for additional guidance on suppliers and business partners.



# INTRODUCTION

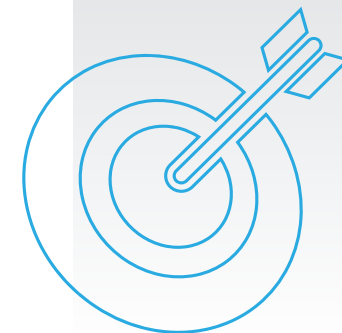
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Telenor has zero tolerance and is firmly opposed to corruption in all forms and is committed to doing business in accordance with the highest ethical standards.

For Telenor, anti-corruption is more than a legal obligation, it is an ethical standpoint. Corruption is a threat to business and society. It undermines legitimate business activities and distorts competition. It ruins reputation and exposes individuals to risks. Telenor works actively against corruption through an Anti-Corruption Program which is implemented in all Business Units.

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

**You may find yourself in or experience situations where there is a risk of corruption. This Handbook is intended as a practical overview of Telenor values and formal rules relating to anti-corruption and to guide you to make the right decisions. The Handbook cannot provide answers to every situation that you may face and you are strongly encouraged to seek advice when in doubt.**



# YOUR RESPONSIBILITY



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 the Code of Conduct and the requirements in the Group Policy Anti-Corruption. This includes that you:

- Have this Handbook available.
- Participate in anti-corruption training and activities in your Business Unit, including Telenor's mandatory e-learning on anti-corruption.
- Are transparent and ask for advice if you are unsure.
- Raise issues with your leader or the Local Ethics & Compliance Officer/Advisor, the Group Ethics & Compliance Officer or the Ethics & Compliance Hotline if you become aware of any infringement.

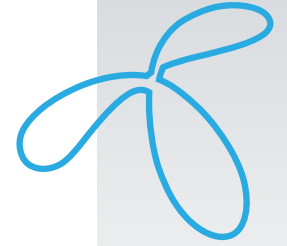
This Handbook takes you through the rules of the Telenor Group Anti-Corruption Policy. Remember that other policies and documents within Telenor's Governance Framework are relevant and you should consult these where required. All documents are available on the WoW portal.

## 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 any act that is likely to constitute a breach.

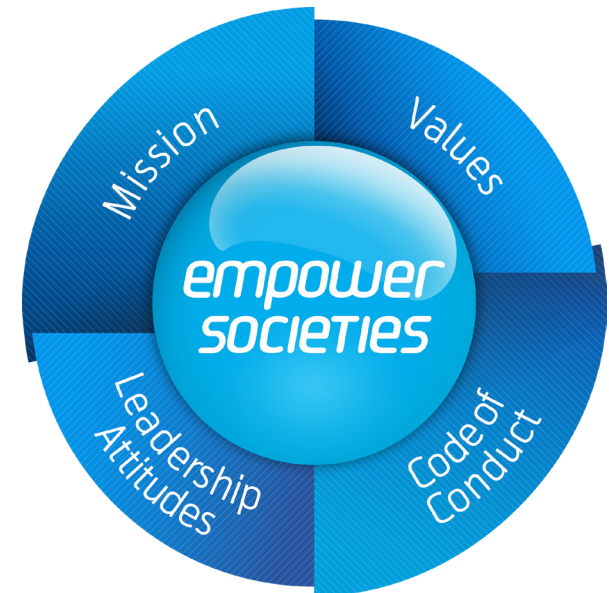
Managers have a responsibility to ensure that people in their team are aware of and follow Telenor's values, rules and policies.

# TELENOR WAY



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.

The Telenor Way Commitment spells out what you sign up for when you join Telenor.





# WHAT IS CORRUPTION?

Corruption occurs when a person offers or gives anyone, or asks for, accepts or receives an improper advantage.

## What you need to know

Corruption occurs when a person offers or gives anyone, or asks for, accepts or receives an improper advantage.

Corruption includes bribery, facilitation payments and trading in influence. Any corrupt activity – either in public or private sector (between private parties) – is prohibited. Both offering and giving (active corruption) and asking for, accepting and receiving (passive corruption) are illegal.

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

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.

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

## What you must do

- You must never offer, give, ask for, accept or receive any form of bribe or facilitation payment.
- If you are in doubt whether your action or decision is in line with Telenor’s Code of Conduct and 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 from your Local Policy Owner Anti-Corruption or your Local Legal Department. You may also seek advice from your Local Ethics & Compliance Officer/Advisor, the Group Ethics & Compliance Officer or the Ethics & Compliance Hotline.

## What you need to be aware of

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

## Q&A

### Q: What is “corruption”?

A: An act of corruption will be if any person requests, receives, accepts, gives or offers any kind of improper advantage in connection with a position, office or assignment.

### Q: And what does facilitation payment and trading in influence mean?

A: Sometimes “facilitation payment” or “trading in influence” are also used – these are just forms of bribes.

### Q: What about “coffee money” or “tea money”?

A: These terms are often used for small amounts of money used as a bribe.

### Q: So what is an “improper advantage”?

A: An advantage can take many forms, such as cash, cash equivalents, gifts, credits, discounts, travel, personal benefits, accommodation or other services.

### Q: And how will I know if an advantage is “improper”?

A: What is “improper” will depend on a number of different circumstances. If you intended to influence the person, even a small gift could be seen as improper. But intention to influence is not a condition for an advantage to be assessed as “improper”. You must look at the situation as a whole, such as the size of the advantage, the relationship between the parties, frequency, conformity with internal guidelines and if it is given in a transparent manner.

### Q: I am not legally qualified. How do I assess what is an ‘improper advantage’ in practice?

A: Always look at the situation and ask yourself whether it is transparent, whether you can talk about it openly – with your colleagues and leader. If in doubt, discuss with your leader or seek guidance from Local Policy Owner Anti-Corruption (normally part of Local Legal). You can also contact your Local Ethics & Compliance Officer/Advisor or the Ethics & Compliance Hotline.

# FACILITATION PAYMENTS

Telenor is against facilitation payments. Even though such payments may be commonplace, they are considered illegal in most countries. This applies whether made directly or indirectly through a consultant or other intermediary. You shall not pay if faced with demands

## 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.

You shall not pay if faced with demands, unless you have justifiable reason to believe that your own or other's life, health or property could be in danger and you have no other alternative but to make the payment. In such an exceptional situation you must exercise the best possible judgment you can. Where possible, consult Local Policy Owner Anti-Corruption and obtain approval from your immediate leader. Remember to document and enter the details accurately in the accounts.

## What you must do

- Inform customers and business partners that Telenor does not make facilitation payments.
- Identify and report the risk of facilitation payments.
- Consider and implement measures to reduce this risk.
- Consider how this risk can be handled in contracts with business partners, customers, suppliers and public officials.



## What you need to be aware of

- Telenor is against facilitation payments.
- Inquiries from potential or existing business partners and middlemen regarding facilitation payments are red flags and should be reported.
- 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 to quicken a routine service that the official is obliged to perform without receiving such payment.

### Q: Who 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.

# GIFTS AND BUSINESS COURTESIES

In Telenor, you can only offer, give, accept or receive gifts that are promotional items, normally bearing a company logo, of minimal value.

## What you need to know

Exchanging gifts are often part of local culture and considered important to foster a good business relationship.

A gift can be anything of value and the value need not be high. A gift could be an item such as fruit baskets or mobile phones or benefits such as vouchers, lucky draw prizes, VIP-status, membership in a golf club or tickets to an event.

Irrespective of the value concerned, gifts may have the appearance of an advantage. To keep things simple, Telenor has adopted the rule that you can only offer, give, accept or receive gifts that are promotional items (bearing a company logo) of minimal value.

Exceptions are permitted in special circumstances and subject to approval from the Business Unit CEO.

Cash, or gifts that are convertible to cash, shall never be given or received. Examples include discounts, vouchers or gift cards.

If you receive a gift that is not in compliance with the above, you should return the gift. If that is not possible, the gift must be passed to the Business Unit.

Some Business Units have set monetary limits as guidance on the term “minimal value”, whereas some have implemented a “No- Gift” Manual. Always consult your Local Policy Anti-Corruption and follow such local requirements.

Be transparent and consider Telenor’s reputation and integrity as the ultimate guideline.

## What you must do

- Inform your Business Partners and third parties whom you are working with of the gift policy.
- If you receive a gift and are unable to return it, pass it to the Business Unit.



## What you need to be aware of

- 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.

## Q&A

### Q: What is mean by a “promotional item”?

A: A “promotional item” is an object such as (but not limited to) a bag, calendar, cap, t-shirts, diary, pen, USB sticks, power banks, drinking bottle, mug. Normally, such items are branded with a company logo that cannot be easily removed. A flower bouquet or bottle of wine with a ribbon tied around it with company logo will not be considered as a “promotional item”.

### Q: Exchanging gifts at festivities is custom. What is improper about this?

A: At times, some of these acts lead to ethical dilemmas in the course of doing business. It could also send mixed messages to business partners that this is how things are done in Telenor. These guidelines were introduced to minimize any ambiguity associated with such acts.

### Q: What if a gift consists of cash or cash equivalents?

A: 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.

### Q: It is customary to give flowers to business partners and stakeholders in event of death or illness. Also, some token is given during congratulatory events and celebrations. Are these allowed under the policy?

A: These are no longer permitted under the policy. In such situations, the recommended action is to send a note. Exceptions to this rule may only be given by the Business Unit CEO.

### Q: What if I receive a bouquet of flowers as a thank you for talking at a seminar of an industry event?

A: The same gift rules apply even if the gift is received as a token of appreciation for talking at a seminar in your capacity as a Telenor employee. Should you receive a gift that is not in compliance with the policy, you shall return the gift. If that is not possible, the gift must be turned over to the Business Unit as soon as possible and will be considered the property of the Business Unit. For instance, a bouquet of flowers or a box of chocolate may then be placed at office premises available for all.

# EVENTS AND ARRANGEMENTS

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.

## What you need to know

As a general rule, you are allowed to arrange or attend customary business related arrangements provided there is a legitimate business reason and the costs are kept within reasonable limits.

Expensive or extravagant arrangements are a strict no unless your Business Unit's CEO approves because it is necessary from a business perspective. Any approval shall be documented.

If Telenor is arranging a business related event, Telenor shall not pay for travel, accommodation and other related expenses for third parties. Likewise, if a third party is arranging, Telenor must pay for expenses (travel, accommodation and other related expenses) incurred by Telenor personnel.

Some Business Units have set monetary limits as guidance on the term 'reasonable'. You shall always consult your Local Policy Anti-Corruption and follow such local requirements. Your immediate leader shall be informed of attendance and organization of customary business related arrangements.

## What you must do

You should consider in advance the following when arranging or attending an event/arrangement:

- 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.

## What you need to be aware of

- Arrangements that includes partners/spouses and public officials.
- Invitations that do not have a real business agenda.
- Arrangements that are not transparent and can be perceived by others to have as purpose to influence business decisions.
- Arrangements during 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 by one of our vendors with the purpose to promote services and maintain good business relationship. May I attend?**

A: Yes, provided it is business relevant and the costs such as food and entertainment are kept within reasonable limits.

**Q: At the same event, the host also offers to pay for accommodation and travel. Is it allowed?**

A: No, travel and accommodation shall be borne by Telenor. Likewise, Telenor shall not pay for participant's travels and accommodation to arrangements arranged by Telenor. If, from a business perspective, it is necessary to arrange or attend such an arrangement, you shall obtain approval from Business Unit CEO.

**Q: The rule states that Telenor shall not pay for travel, accommodation and other related expenses for third parties. What is meant by "other related expenses"?**

A: These are expenses incurred by the third party in connection with the event (hosted by Telenor) which they attended. For example: taxi expense from the hotel to the event forum, laundry bills and other meal expenses at the hotel incurred during the stay.



# PUBLIC AUTHORITIES

Extra caution must be made with respect to interaction with public officials.

## What you need to know

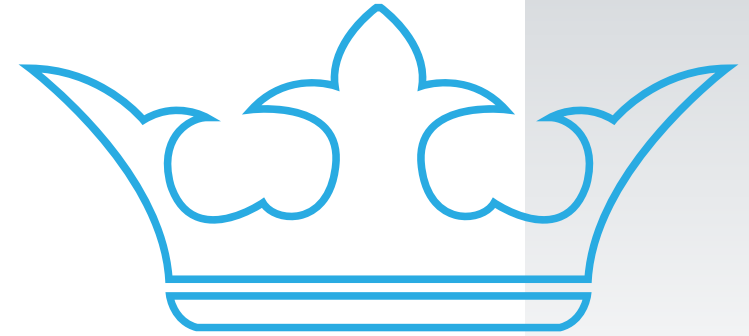
Telenor's Group Policy Anti-Corruption requires you to exercise extra caution with respect to gifts and arrangements involving public officials, including international organizations and NGOs (Non-Governmental Organisations). Any appearance that Telenor attempts to influence public officials shall be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

## What you must do

- Seek advice from your Local Legal for guidance on what is permissible and within the limits of the policies.

## 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.

**Q: Telenor is considering sponsorships or donations to a new digital initiative for female entrepreneurship in emerging markets. It will contribute to positive development in the society within the sphere of services. The initiative is chaired by a public official.**

A: • Through sponsorships and co-operation with partners, Telenor contributes to positive development of society. All decisions and payments concerning sponsorships must be done in a

transparent and accountable manner. Sponsorships and/or donations must be made in accordance with Telenor's policies for sponsorship and/or donations, Code of Conduct, Anti-Corruption policy and applicable national legislation.

- Telenor's Anti-Corruption Policy requires you to exercise extra caution with respect to benefits involving public officials. Any appearance that Telenor attempts to influence public officials shall be avoided.
- In this case, the risk of corruption and potential conflicts of interest due to the involvement of the public official and his position must be checked and thoroughly assessed. Your local legal department and sustainability function should be consulted.
- If the public official has any pending discretionary decision-making authority over Telenor's activities, or there is a risk of any undue influence or appearance that Telenor attempts to influence public officials, sponsorships and/or donations shall be avoided.

# RELATIONS WITH THIRD PARTIES

Telenor Business Partners, whether new investments, partners, agents, consultants, contractors or suppliers are an extension of the Telenor brand. Telenor could be held liable for corrupt or fraudulent activities by third parties with whom Telenor has a contractual relationship.

## What you need to know

Due care must be exercised in the selection of Business Partners. Make sure that all required verifications, including integrity checks on the proposed partner is performed. This may involve doing an Integrity Due Diligence (IDD). If the 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
- Follow the Group Policy Sourcing and Group Policy Supply Chain Sustainability

## 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.

# POSSIBLE CONSEQUENCES OF CORRUPTION

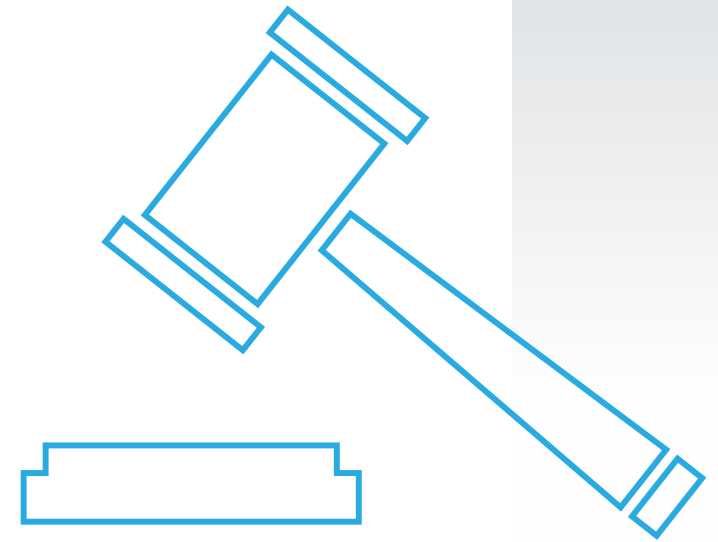
Corruption damages the society you live in. It hinders development of democratic societies and relief of poverty, prevents fair competition and creates distrust in the public sector. It is a waste of resources since it favors personal gain instead of the greater good of society. By acting in accordance with Telenor's anti-corruption policy you will not only be a responsible employee, but you will also contribute to make your community a better place to live.

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 for Telenor 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.



## Q&A

**Q: This is a big responsibility. How can I know how to apply the rules correctly?**

A: Implementing the anti-corruption policy is everyone's responsibility. This means that you're accountable for what you do, but it also means that you're not alone as everyone in Telenor is working towards the same goal.

Corruption is illegal, and - in a worst case scenario - you could be held personally liable for things you do in your job. Even if your actions are not criminal, not complying with the Telenor anti-corruption policy could result in disciplinary actions.

Telenor trusts that you will use good judgment and do the right thing. If you are unsure, do not hesitate to discuss with your leader or the personnel/channel mentioned above.

**Q: I am not in a position to influence any business decision, why should the rules apply to me?**

A: The policy applies to everyone in Telenor, irrespective of position. It also applies to consultants and other contractors working for Telenor. Telenor expects its business partners, including suppliers, distributors, agents and joint venture partners to abide by the same principles in their own operations.

# ASK FOR ADVICE AND SPEAK UP

It is important to Telenor that you speak up! You shall report any act that is likely to constitute a breach of the Code of Conduct or a Telenor policy to the Ethics & Compliance Hotline.

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

If you become aware of any possible breach, including Code of Conduct or 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/Advisor. If this is not an option, contact Group Ethics & Compliance Officer or use the Ethics & Compliance Hotline.

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. It is important to Telenor that you speak up! Even if you are not comfortable raising your concern – you are obliged to do so.

**Q: I am afraid that if I contact the Ethics & Compliance Hotline, my name will be known in my Business Unit.**

A: The Ethics & Compliance Hotline is a confidential web and phone-based intake system provided by Telenor Group to employees of all companies in the Telenor Group and other stakeholders. All reports will be handled confidentially. You may choose to remain anonymous. Telenor does not allow reprisals of any kind against those who, in good faith, report a possible breach.

The Ethics & Compliance Hotline is available here: <http://telenorhotline.ethicspoint.com>





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