

Anti-Bribery and Anti-Corruption Policy

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POLICY STATEMENT

Emirates Telecommunications Group Company P.J.S.C. (“Etisalat Group”) believes the way it achieves results is as important as the results themselves. Etisalat Group is committed to conduct its operations in the UAE and around the globe ethically and in compliance with all applicable laws. As part of this commitment, it is important that we act with integrity in all that we do.

Vigilance in complying with all applicable anti-corruption and anti-bribery laws is critical as Etisalat Group conducts increasingly more business throughout the world.

PURPOSE

1. This Anti-Bribery and Anti-Corruption Policy (“Policy”) sets out the responsibilities of Etisalat Group, and the responsibilities of those working for and with us, in observing and upholding our position on Bribery and Corruption.
2. This Policy provides information and guidance to those working for and with Etisalat Group on how to recognize and deal with issues concerning Bribery and Corruption.
3. For the purpose of dealing with our global Third Parties, Etisalat Group shall comply with all applicable laws (especially the UAE Penal Code (Federal Law No.3/1987) (“UAE Penal Law”) and regulations that aim to prevent Bribery and Corruption.

SCOPE

1. This Policy applies to Etisalat Group, its Employees and Third Parties (if acting on behalf of Etisalat Group).
2. Subject to applicable laws, Etisalat Group shall ensure that all of its subsidiaries and affiliates adopt and implement a similar policy.
3. This Policy may apply to the partnerships and joint ventures that Etisalat Group is involved with, if mutually accepted. Best effort will be used in order to have this agreed by the partnerships and joint ventures.

This Policy shall be supplemented by all applicable internal policies, guidelines and procedures where necessary.

POLICY FRAMEWORK

I. Roles and Responsibilities

1. Employees and Third Parties must read and understand this Policy.
2. Employees and Third Parties are responsible for complying with this Policy.
3. It is the personal and/or corporate responsibility of the Employees and Third Parties to familiarize themselves with the legal standards and restrictions applicable to their assigned business duties including this Policy, Gifts, Entertainment & Hospitality Policy, Conflicts of Interest Policy and Due Diligence and Engagement Policy.
4. Employees and Third Parties shall adhere to the legal standards and restrictions as outlined in the applicable policies in all respects. Any breach of applicable laws may subject the Employees, Third Parties and/or Etisalat Group to civil and criminal penalties.

5. Bribery and Corruption is a crime under the UAE Penal Law, punishable with imprisonment and/or fines.
6. Unless contrary to UAE and other applicable laws, Employees as well as Third Parties should immediately report suspected violations of this Policy or any anti-corruption or anti-bribery laws by Etisalat Group, its Employees and Third Parties.

II. General Requirements to prevent Bribery and Corruption

1. Employees and Third Parties may neither directly nor indirectly offer, pay, seek, accept, promise or authorize any financial or non-financial advantage to any Government Official, other person or entity (including those in the private or commercial sector) as well as charities or non-profit organizations that may be associated with Government Officials, other persons or entities, with the purpose to influence a business outcome improperly, induce or reward improper conduct, induce the counterpart to take (or to refrain from taking) action or influence any commercial, contractual, regulatory or personal decision. This would be qualified as Bribery or Corruption.
2. **Financial and non-financial advantages** include, but are not limited to:
 - Cash
 - Cash equivalents, such as gift cards, vouchers, loans
 - Gifts, Entertainment or Hospitality
 - Charitable Donations
 - Educational, employment or other valuable opportunities
3. To ensure that **Gifts, Entertainment or Hospitality** as well as **Charitable Donations** do not constitute or are perceived to constitute Bribery or Corruption, Employees and Third Parties need to adhere to the Gifts, Entertainment & Hospitality Policy.
4. In some situations, engaging companies and individuals that have a personal relationship with an Employee or Third Party of Etisalat Group can give the **appearance** of Bribery or Corruption.
5. **Host government arrangements** can be complex as they often involve financial investments with obligations for both a host government and a private company. However, in all arrangements Employees and Third Parties have to always obey the applicable laws and Etisalat Group policies, especially including this Policy.
6. All payments to **Government Entities** must be for the legitimate delivery of our goods and services. Many Government Entities have harsh penalties for companies that improperly bill the government. Payments that are made to gain or retain an improper business advantage are prohibited. Where necessary, Employees and Third Parties should be prepared to submit documentation about the goods and services that were provided with information such as the type of products, quantity, date of delivery, name of the contact at the Government Entity and similar information.
7. Employees and any Third Parties acting on behalf of Etisalat Group are strictly prohibited to pay or offer to pay anyone **facilitating payments** to speed up or secure a routine government activity, such as customs clearance, visa processing or securing the performance of otherwise routine governmental action. Paying facilitating payments could have a serious impact on Etisalat Group's reputation or result in high penalties or prison sentences for everyone who engage in such practices. If asked to pay a facilitating payment, such requests have to be denied and reported to a supervisor who should be at least a Director.
8. If **Government Officials** are using their power to demand an illegal payment, Employees and Third Parties do not yield to this demand, but contact a supervisor who should be at least a Director.

Sometimes these Government Officials can use threats of delays or disruption to Etisalat Group's business to try to convince us to meet their demands. However, we never commit acts that are illegal or against our policies. If there is a situation where someone tries to extort money from an Employee or Third Party, this situation needs to be brought to the attention of a supervisor who should be at least a Director, so it can be figured out how to handle the situation.

9. At Etisalat Group we record all transactions in our accounts and company systems accurately and in reasonable detail. If transactions or improper payments are inaccurately recorded, this could have a serious impact on Etisalat Group's reputation or result in high penalties or prison sentences. The laws concerning Bribery and Corruption in many countries require companies to keep **Accurate Books and Records** in all circumstances. This means that companies need to be very diligent in their record keeping and have to verify and track that money and resources were used for the stated purposes. We must never falsely classify, label, represent or otherwise be untruthful regarding the use or purpose of our resources including money, equipment and all other expenditures. In many cases, Bribery and Corruption can be prevented if we can prevent or detect the improper use of our resources for corrupt purposes.

III. Transactions with Third Parties

1. Payments that Etisalat Group is prohibited from making directly under this Policy cannot be made indirectly on Etisalat Group's behalf by any Third Party. Since anti-corruption and anti-bribery laws prohibit indirect as well as direct payments and offers, Employees and/or Etisalat Group may be held liable for the conduct of Third Parties.
2. In coordination with Corporate Compliance, all relevant departments of Etisalat Group are responsible to establish adequate registration/selection, due diligence and engagement processes as outlined in the Due Diligence and Engagement Policy.
3. All Third Parties working with/for Etisalat Group must sign an agreement that includes provisions stating that they do not and will not engage in Bribery and Corruption.
4. Employees must be careful when agreeing on prices and payment terms with Third Parties as some types of compensation arrangements can be used or viewed as bribes. Prices must be commercially reasonable and commensurate with the deliverables. The deliverables that are provided for the agreed price must be clearly defined and documented and the payments of the price must be clear and accurate. Any performance-based reimbursement conditions shall be agreed on a contractual basis.
5. Commissions, rebates, sales discounts, bonuses and other similar payments should be paid in accordance with properly established accounting and finance procedures. Employees and Third Parties must never make any side payments or any other unauthorized use of Etisalat Group's funds. All forms of payments shall fulfill the Accurate Books and Records conditions. This is important because for a bribe to be paid, the funds must be taken from our company; if we can stop the flow of corrupt payments we can prevent Bribery and Corruption in many cases. Any requests for additional bonuses, discounts or other payments must be properly authorized and documented.
6. All systems for tracking commissions, rebates, sales discounts, bonuses and other similar payments must be properly used in line with established and approved procedures. Rebates to channel partners or customers must be made in accordance with established agreements and be properly tracked to ensure they are legitimate and allowed under Etisalat Group's policies.
7. The use of Marketing Development Funds must be done in accordance with Etisalat Group's policies and in accordance with UAE laws. No Marketing Development Funds should be used for

illegal purposes. All transactions using Marketing Development Funds should be accurate and documented in accordance with the conditions of Accurate Books and Records.

IV. Avoiding and Managing Conflicts of Interest

1. Employees and Third Parties should avoid situations that may create a Conflict of Interest between Etisalat Group and themselves.
2. Employees and Third Parties should never take advantage of their relationship with Etisalat Group for personal gain or for any other goal that may impact their judgment, loyalty or objectivity in any way.
3. Should a Conflict of Interest arise or upon becoming aware of its existence, such Conflict of Interest shall be immediately disclosed to Human Resources.
4. Please refer to Etisalat Group's Conflicts of Interest Policy for more detailed guidance.

V. Consequences of Non-Compliance

For Etisalat Group

Failure to ensure compliance with this Policy may subject Etisalat Group to the following – amongst others – consequences:

- Criminal or civil liabilities including fines and imprisonment under UAE laws and regulations and/or international laws and regulations, if applicable;
- Serious reputational damage including media comment;
- Unenforceability of contracts entered into as a result of Bribery, Corruption, fraud or other illegal acts; and
- Temporary/permanent loss of current/future opportunities.

For Etisalat Group Employees

Failure to comply with this Policy may lead to disciplinary action up to, and including, termination. Likewise, as permitted by law, an Employee's failure to report known or suspected wrongdoing of which the Employee has knowledge may, by itself, subject that Employee to disciplinary action up to, and including, termination. Any breach of applicable laws may subject the individual to civil and criminal penalties and/or disciplinary action.

Etisalat Group will not permit retaliation of any kind against any Employee who, in good faith, reports suspected misconduct or malpractice.

VI. Conflicts of Law

Notwithstanding the global expansion of international anti-bribery and anti-corruption laws and standards, the UAE Penal Law and/or other UAE legislations that contain anti-bribery and anti-corruption provisions take precedence over international standards that may conflict with them. If such potential conflicts of law occur, Legal should be contacted for guidance and advice before proceeding.

VII. Training

Etisalat Group will make this Policy available on its intranet for all Employees. Every Employee will have to confirm on a regular basis that they have read, understood and will comply with this Policy. An e-learning program that reflects Etisalat Group’s principles and approach to combatting Bribery and Corruption will also be made available on the intranet.

Employees are encouraged to participate in anti-bribery and anti-corruption training sessions that will be held periodically.

VIII. Questions about this Policy

- No policy can anticipate every possible situation that might arise. Employees and Third Parties are encouraged to discuss with Corporate Compliance, any questions about specific facts and circumstances that may implicate provisions of this Policy.
- Any questions regarding this Policy shall be raised with a supervisor who should be at least a Director.
- If confronted with a situation in which there is any doubt or uncertainty about the legality of a payment, expenditure or other action, he/she should contact a supervisor who should be at least a Director and/or Corporate Compliance for advice before proceeding.

IX. Reporting Violations

If any violations of this Policy are suspected, everyone has an obligation to immediately report such suspicions. Please report any HR-related matters to HR and any non-HR-related matters via the official whistle blower line (+971 800 2002 or +971 4 371 7442). For more information see the Global Whistle Blowing Policy. No retaliation will be tolerated for reporting, in good faith, any suspected violation of this Policy.

HR, the responsible people for the whistle blower line or any supervisor receiving reports of suspected violations of this Policy must report all details to Corporate Compliance via email (compliance@etisalat.ae).

Everyone who violates the spirit or letter of this Policy may be subject to disciplinary action. This includes being aware of misconduct and not disclosing it. It is not acceptable to claim unawareness that the subject circumstances were a violation of this Policy. If in doubt, raise the matter with a supervisor who should be at least a Director or via other appropriate reporting channels.

RESPONSIBILITY

No.	Description	Section
1	Review & update of Policy	Corporate Compliance, Legal
2	Policy awareness	GCEO/CXOs, Corporate Compliance and Employees
3	Policy implementation and adherence	GCEO/CXOs
4	Monitor Policy compliance	Corporate Compliance

POLICY ADMINISTRATION AND ENFORCEMENT

Corporate Compliance, supported by Legal, shall be responsible for framing and reviewing on a regular basis this Policy and associated information and training material. Any legal issue, query or notification regarding any aspect of this Policy, including its formulation and enforcement would need to be first addressed to Corporate Compliance.

Corporate Compliance will actively oversee, monitor and control the implementation of this Policy, on a regular basis to ensure compliance and effectiveness and will report the results to the relevant committees within Etisalat Group. Any improvements identified shall be incorporated in the next version of the Policy.

Corporate Compliance, supported by the Heads of Departments, is responsible to ensure that this Policy is well communicated, widely distributed, easily accessible and clearly understood within Etisalat Group.

The GCEO, CXOs and/or Heads of Department (as applicable) shall ensure compliance with this Policy, including establishing and enforcing effective compliance mechanisms to deal with applicable laws and their impact on business operation.

If the Heads of Departments become aware of any issues which should be included in this Policy, they shall notify Corporate Compliance and/or Legal of any such development.

REVISION HISTORY

Ver. No.	Date of Update	Updated By	Comments
V1.0	03/10/2019	Corporate Compliance	First Version

RELATED POLICIES AND PROCEDURES

- 1- Gifts, Entertainment & Hospitality Policy
- 2- Conflicts of Interest Policy
- 3- Due Diligence & Engagement Policy
- 4- Code of Conduct
- 5- Global Whistle Blowing Policy
- 6- Corporate Compliance Charter

APPENDIX A - DEFINITIONS

For the purpose of this Policy the following terms shall have the meanings set forth below:

“Accurate Books and Records”: Etisalat Group shall create and maintain books and records which accurately and in reasonable detail reflect all its transactions. Etisalat Group may be held liable if improper payments are inaccurately recorded. All records need to be clear, concise, truthful, accurately reflecting the nature of the transaction as well as the uses for resources.

“Bribery”: Bribery occurs when a person – directly or indirectly – offers, pays, seeks, accepts, promises or authorizes any financial or non-financial advantage to/from someone with the purpose to influence a business outcome improperly, induce or reward improper conduct, induce the counterpart to take (or to refrain from taking) action or influence any commercial, contractual, regulatory or personal decision.

A **“Charitable Donation”** is financial or other support provided to: a) an organization recognized as a charitable organization under local laws; b) an organization or informal group primarily organized to provide a community or public benefit or c) an organization or informal group that is organizing an event to provide a community or public benefit.

A **“Conflict of Interest”** may occur – or appear to occur – if your personal interests (e.g. relationships, activities or obligations) as an Employee are inconsistent or interfere - or have the potential to be inconsistent or interfere - in any way with (i) the interests of Etisalat Group or (ii) the duties and obligations owed by you to Etisalat Group. A Conflict of Interest may occur even without any unethical or improper behaviour.

You may have a Conflict of Interest that relates to a Third Party that you are engaging or a Third Party may have a Conflict of Interest with you or Etisalat Group.

“Corruption”: Corruption occurs when a Government Official – directly or indirectly – offers, pays, seeks, accepts, promises or authorizes any financial or non-financial advantage to/from someone with the purpose to influence a business outcome improperly, induce or reward improper conduct, induce the counterpart to take (or to refrain from taking) action or influence any commercial, contractual, regulatory or personal decision.

“Director” is an Employee of Etisalat Group with the rank “Director”.

“Employee”: For the purposes of this Policy this includes all individuals working at all levels and grades (whether permanent “full time”, “part-time”, fixed-term or temporary), including but not limited to trainees, seconded staff, casual workers and agency staff, volunteers, interns, duly authorized agents or any other person working under the supervision and associated with Etisalat Group.

“Entertainment” refers to any form of entertainment, including, but not limited to, tours and cultural, social and sports events.

“Gift” refers to gifts or gratuities made in any form whatsoever, including, but not limited to, cash, merchandise, tokens of appreciation, gift baskets, samples, products, tickets, door prizes, discounts, promotional items and offers of employment.

A **“Government Entity”** is any: a) government; b) public international organization (for example, the United Nations, World Bank, or International Monetary Fund); c) department; agency, or instrumentality of any government or of any public international organization; or d) company, entity, or other organization owned or controlled by, or acting in an official capacity on behalf of any of the above.

“Government Official”: Broadly construed to include:

- any elected or appointed person that performs a (national or international) government function;
- any employee or other person acting for or on behalf of a government official, agency, instrumentality or enterprise that performs a government function;
- any political party, officer, employee or other person acting for or on behalf of a political party, or any candidate for public office;
- any employee or person acting for or on behalf of a public international organization; or
- any employee or other person acting for or on behalf of any entity that is wholly or partially government owned or controlled as well as any public service employee or international organization employee.

“Hospitality” refers to but is not limited to travel, accommodation and transportation expenses as well as food or beverages, including but not limited to, lunch or dinner at a restaurant.

“Marketing Development Funds”: Funds that are typically provided to Etisalat Group from manufacturers, distributors or other companies to help promote their products or company. This can also include funds provided by Etisalat Group for marketing purposes. We must treat these funds responsibly by accurately recording how the funds are being used and retaining the necessary documentation related to these transactions. These Marketing Development Funds must never be used for Bribery or Corruption and should always be used in a way that is in accordance with the laws and Etisalat Group policies. You must follow all stipulations and rules of the companies providing the funds in accordance with UAE laws and our own policies.

“Third Party”: includes but is not limited to any natural persons and individuals that represent Third Parties, as well as juristic persons (companies/organizations) such as vendors, consultants, agents acting on behalf of Etisalat Group, sales/implementation partners, contractors, subcontractors that either have a direct/indirect relationship with Etisalat Group, franchisors, business contacts, customers, Government Entities and Government Officials.

APPENDIX B - RED FLAGS

Red Flags provide the early warning signs that Employees or Third Parties may be engaging in improper conduct. These are examples of some common red flags; if you encounter one of these or a similar concern, report it to your supervisor who should be at least a Director. The concern should be managed in accordance with the internal policies.

- Unusual payment patterns or financial arrangements
- Payments through third countries
- Payments through tax havens
- Payments to and/or through shell companies
- Payments to numbered bank accounts with no details
- Payments that are not commensurate with goods or services provided
- Rejection of anti-bribery and anti-corruption provisions in contracts
- Commissions or prices that do not reflect market norms
- Lack of transparency in expenses and accounting records
- Employee/Third Party who lacks the required background, experience and resources
- Employee/Third Party with a bad reputation
- Employee/Third Party with close ties to Government Officials
- Employee/Third Party that will be interacting with Government Official on a frequent basis
- Employee/Third Party that has violated laws in the past
- Employee/Third Party that is currently involved in litigation or has been accused of a crime
- Vague requests for funds where the purpose or objective of the payments are not clear
- Inadequate documentation related to expenses
- Requests for payments where the recipient is not clearly identified
- Due diligence reveals an unorthodox corporate structure of a Third Party
- Third Party requires that its identity, the identity of its owners, principals or employees, is not disclosed
- Potential or actual Conflicts of Interest with our Employees and/or Third Parties
- Promising unusually fast results
- Refusal to allow inspections
- Refusal to answer questions about anti-bribery and anti-corruption policies and compliance systems
- Third Party who works in a country with a reputation for Corruption. Transparency International (www.transparency.org) provides updated information on a country's history or current problems with Corruption.