



**MULTI CHOICE**

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MultiChoice Group Limited (MCG)

including all subsidiaries and business units, together called the MultiChoice Group

## Anti-Bribery & Anti-Corruption Policy

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## 1 Purpose

MCG operates in various countries and markets. We have a wide range of ethical and legal responsibilities. We conduct business in compliance with applicable laws and regulations, and in accordance with our Code of Ethics and Conduct. We do not tolerate bribery and/or corruption, and are committed to preventing unethical business practices.

The purpose of this policy is to protect MultiChoice Group, its companies, employees (both permanent and temporary) and directors from involvement in bribery and corruption. We also want to ensure that MultiChoice Group employees understand the importance of principles that are set out in the MCG Code of Ethics and Conduct and our commitment to combat bribery and/or corruption.

The countries in which the MultiChoice Group operates have specific anti-bribery and anti-corruption laws and regulations. The laws and their enforcement are becoming stricter. Some laws, such as those of the United States and the United Kingdom, have extra-territorial reach - meaning that they apply even when there may be limited connections to these countries. In addition, our stakeholders (including our customers and business partners) have high expectations of our commitment to ethical conduct.

This policy sets out the minimum anti-bribery and anti-corruption standards. It applies to all the companies in the MultiChoice Group (for the purpose of this policy the definition of MultiChoice Group will extend to affiliates of the companies in the MultiChoice Group).

## 2 What is bribery & corruption?

**Corruption** is 'the illegal use of entrusted power for private gain'. This means the illegal use of power or a position for private advantage. **Bribery** involves illegally promising, offering or giving something of value to someone who has influence in business (such as managers, buyers or journalists) or in government (such as politicians or public officers) in order to illegally obtain a private or commercial advantage or to influence decision-making in an illegal way.

'Something of value' includes money, but may also include, for example:

- gifts, entertainment, travel expenses or goods;
- the giving of advantages or services; or
- any other tangible or intangible thing that has value to the recipient.

Bribery (whether giving or receiving) is prohibited. In addition, requesting or agreeing to receive something of value may also be an offence under anti-bribery laws.

Bribery and corruption can take place via direct contact between a MultiChoice Group representative and another party or through indirect contact through a third party such as an agent, intermediary or even a family member or friend. This behaviour is also prohibited.

### 3 Why is anti-bribery and anti-corruption important for MCG?

MCG considers violations of anti-bribery and anti-corruption legislation and guidelines to be a very serious matter. Bribery and corruption:

- 1) negatively impacts social, economic and environmental development;
- 2) undermines societal trust;
- 3) diverts resources to improper purposes;
- 4) leads to a distortion of the economy, environmental mismanagement and state failures;
- 5) undermines labour standards; and
- 6) restricts access to basic human rights.

We are a leading organisation that empowers people and enriches communities. Any involvement in bribery and/or corruption is contrary to our values and is simply not the right thing to do.

In addition, penalties for bribery and/or corruption can include high fines, criminal proceedings and prison sentences. Bribery and/or corruption can cause serious damage to the reputation of MCG, which may result in declining trust of stakeholders and, ultimately, loss of business.

MCG therefore expects every employee and director in the MultiChoice Group to adhere to this policy. Non-compliance and/or involvement in bribery and/or corruption, will result

in disciplinary action that may lead to dismissal and could result in criminal prosecution.

## 4 How do we comply with anti-bribery and anti-corruption legislation?

The scope and requirements of anti-bribery and anti-corruption laws differ across the territories in which the MultiChoice Group operates. This means that MultiChoice Group companies must determine, on an annual basis, which specific bribery and corruption legislation applies to them. Every segment in the MultiChoice Group must have a suitable anti-bribery and anti-corruption programme. As a minimum, the principles that are set out in this policy must be reflected in these programmes.

### 4.1 Gifts, hospitality & entertainment

Gifts, hospitality, travel and entertainment can be used to influence business decisions in an illegal way. We do not permit anything that goes beyond what is legally permitted, customary and generally accepted in the relevant business environment.

Courtesy gifts, relatively limited hospitality, travel and entertainment are allowed for legitimate business purposes but should:

- Not include cash payments;
- Be provided in connection with a legitimate business purpose;
- Not be designed or intended to influence business decisions or a business outcome;
- Be in line with laws, regulations and generally accepted policies for professional courtesy; and
- Be reasonable under the circumstances.

Companies that allow the giving or receiving of gifts must define threshold values and guidelines that apply to gifts (whether offered or received), hospitality, travel and entertainment and review these annually. If gifts, hospitality, travel or entertainment

exceed these thresholds, or if they are not in line with the relevant company's guidelines, then employees should contact the relevant segments ethics officer for advice.

## 4.2 Charities, donations and sponsoring activities

We carefully consider any payment to charities, donations or sponsorships. These must:

- not influence a business outcome; and
- be made to a legitimate organisation.

Donations and sponsorships must be approved by the relevant company's chief executive officer and accurately recorded in the books of the relevant entity. No political donations may be made without MCG chief executive officer approval.

## 4.3 Government officials

We need to be particularly careful when dealing with government officials. The definition of government officials is broad and includes officers and employees of government authorities, departments or public organisations, and of entities that are government owned or controlled. Individuals that act in an official capacity for governments or public organisations are also government officials.

Hospitality (such as meals and refreshments that are provided when receiving government officials as guests) may only be provided to government officials in the normal course of conducting business.

No gift may be given to any government official without pre-approval from the MCG chief executive officer.

Gifts or hospitality that are given to government officials may never create the perception that they are being used to influence decisions or the use of administrative power.

All travel and entertainment provided to government officials must follow the approved process, which has to be performed by the relevant company's regulatory team.

## 4.4 Third parties

Third parties are entities, organisations or individuals that are engaged to provide products or services to or engage in business activities for (or on behalf of) companies in the MultiChoice Group. Consultants, suppliers, business partners and agents are examples of third parties.

Illegal and unethical conduct by third parties can adversely affect our reputation. In addition, laws and regulations may hold us responsible for the conduct of third parties and also require us to take measures to ensure that we do not become involved in bribery and/or corruption via third parties. We have a third party risk assessment process to determine the extent of due diligence required on individual third parties. All engagements with third parties must be referred to the relevant company's risk and compliance department for the risk assessment prior to contracting with a third party.

## 4.5 Reporting suspected corruption and solicitation

Every employee who believes that he or she is being solicited to improperly give something of value in violation of the policy should report the solicitation. Suspected corruption or solicitation can be reported to the MCG fraud and ethics hotline:

FreeCall:	0800 222 395
Globally:	031 571 5301
FreeFax:	0800 00 77 88
Pay Fax:	031 560 7395 (Globally)
FreePost:	KZN 138, Umhlanga Rocks, 4320
Email:	Multichoice@tip-offs.com
Website:	www.tip-offs.com

## 5 Policy scope and governance

All companies in MultiChoice Group must comply with these minimum standards.

The prior written approval of the MCG general counsel is required for any deviation from this policy.

The relevant company's legal compliance officer is responsible for the development and implementation of an anti-bribery and anti-corruption programme that aligns to this policy and is designed to ensure that the MultiChoice Group and its employees complies with applicable relevant laws and conducts business in accordance with this policy.

The MCG General Counsel is the owner of this policy (and related documents) and has overall responsibility for the implementation of this policy in the MultiChoice Group.

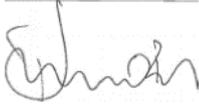
This policy will be reviewed on an annual basis by the MCG governance structures and on an ongoing basis for changes to legislation and organisational changes.

## 6 Non-compliance with policy

Any company or business area, including individuals who are subject to this policy found not to comply with the provisions as set out in this policy or any amendment thereto, shall be subjected to appropriate disciplinary and legal action.

## 7 Document Properties

<b>MultiChoice Group</b>		<i>Document Number</i>	
		<b>MCG-GRP-BOARD-007</b>	
<b>Anti-Bribery &amp; Anti-Corruption Policy</b>		<i>Effective Date</i>	
		03/04/2020	
<i>Initiated By:</i>		<i>Reviewed By:</i>	
Johann Stander		Tim Jacobs	
Head Legal Compliance		Group chief financial officer	
		<i>Approved By:</i>	
		MCG	
		Board of directors	

				2 April 2020, minutes
<b>Rev. No.</b>	<b>Rev. Date</b>	<b>Section/s</b>	<b>Description of Change</b>	
1	10 Dec 2018		New policy	
2	2 April 2020		Certain sub-clauses were revised or deleted to simplify the clauses and certain clauses were expanded on to clarify requirements with no real material impact on the policy.	