



Vodafone Ghana's Anti-bribery Policy Extract

(Doing what's right)

1.1 "Anti-Bribery Laws" means:

- a) UK Bribery Act 2010;
- b) U.S. Foreign Corrupt Practices Act 1977 ("FCPA");
- c) OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions dated 21 November 1997;

Other applicable local laws are:

- d) Financial Administration Act 2003(Act 654.
- e) Ghana; Criminal Code, 1960 (Act 29).
- f) Companies Code, 1963 (Act 179).
- g) Whistle Blower Act 2006 (Act 720).

1.2 "Bribery" means giving or receiving, or agreeing to give or receive, an undue reward, which could be financial or any other type of reward, to influence the behaviour of someone in business or government to improperly obtain an advantage.

1.3 "Employees" means all employees, contractors, and directors of all Vodafone companies and joint ventures.

1.4 "Facilitation payments" are unofficial payments to induce officials to perform or expedite routine functions that they are otherwise obliged to perform. These are often paid in addition to a scheduled official fee and usually involve relatively small sums of money. Under the UK Bribery Act, and the laws in most local markets, facilitation payments are considered bribes and are illegal.

1.5 "Gift" means anything of value given to/received from a third party. Some examples would be branded items (calendars, pens), a bottle of wine, a handset/phone (that is not being used for testing or demonstration), a hamper or festival treats, event tickets, etc.

1.6 "Hospitality" has a broad definition, and is always accompanied (hosted by or provided to a third party) and is for the purpose of corporate relationship building. It includes meals (breakfast, lunch or dinner), events (e.g. tickets to a sporting event, a concert, or a conference), drinks, accommodation, flights or any other similar situation. .

2.1 "Public Official" means any officer (whether elected or appointed) or employee of a government department who holds a legislative, judicial or administrative position of any kind, even on a non-permanent basis. This also includes: any person who performs public functions in any branch of the national, local or municipal/regional government; or any person who exercises a public function for any public agency or public enterprise, or private entity controlled by the State, such as employees of state-owned or state-controlled enterprises, or working in state-owned media. It also includes any official or agent of a public international organisation, such as the UN or the World Bank.

2.2 "Vodafone Representative" means anyone acting on Vodafone's behalf in any capacity, including suppliers, vendors, consultants, lobbyists, sales intermediaries etc. Vodafone representatives also include any external company or individual that engages on Vodafone's behalf with public authorities in any branch of the national, local or municipal/regional government or with any public official. Examples include, but are not limited to, applications for "right-to-dig" permits, visa applications, retail permits etc.



3 The Policy Standard

3.1 Unacceptable Conduct

The Vodafone [Code of Conduct](#) clearly outlines Vodafone's zero tolerance to any form of bribery. Set out below are examples of conduct that could amount to an offence under Anti-Bribery Laws. This conduct could also result in an individual or Vodafone being liable for criminal penalties, such as fines or prison sentences.

Offering a bribe

Employees or Vodafone Representatives, whether directly or indirectly, must not offer, promise or give cash or anything of value (including a financial or other advantage) to another individual in the public or private sector to influence that person to act improperly or to reward that improper performance. More specifically, employees or Vodafone Representatives must not make an offer, promise or payment even if it is:

- A. made indirectly or through a third party or agent;
- B. considered to be part of the normal course of business within a specific country;
- C. initially suggested by the other person; or
- D. a Facilitation payment

Accepting a bribe

Employees or Vodafone Representatives, whether directly or indirectly, must not request, receive or agree to receive cash or anything of value or any kind of advantage, to encourage or reward the improper performance or functioning of an activity.

Bribing a Public Official

Employees or Vodafone Representatives, whether directly or indirectly, must not offer, promise or give any financial or other advantage, including facilitation payments, to a Public Official or to another person at that Public Official's request so as to influence the Public Official in order to obtain or retain business or any other advantage in the conduct of business. Employees or Vodafone Representatives must not pay any person when it is known or there is reason to know that all or part of that payment will or may be passed on to a Public Official, political party, or candidate to help obtain business or any other benefit.

Speak Up Obligations

It is the duty of our suppliers, contractors, business partners and employees to report any breach of the Code of Conduct, including anti-bribery.

3.2 Gifts and Hospitality

All gifts and hospitality given, accepted or declined must be declared via compliance.gh@vodafone.com. Vodafone encourages **No Gifting**; we endorse "Thank You is enough."

3.2.1 General gifts and hospitality policy requirements

Vodafone strictly **prohibits** employees or Vodafone Representatives from:

- soliciting or requesting gifts or hospitality at any time
- giving or accepting cash or cash equivalents (including gift vouchers)
- giving or accepting gifts or hospitality during contractual negotiations or a tender process or if aware that one is imminent with either a supplier or customer

It is important that gifts or hospitality never influence business decision-making processes, or cause others to perceive an influence. For this reason, employees with a significant role to play in decision making processes for suppliers, including employees in Supply Chain Management, Terminals and Technology should in principle reject or return all gifts other than low-value, branded items or low-value consumable gifts, such as chocolates.



Political contributions

Vodafone maintains a policy of not contributing financial support to political parties or individual politicians.

Local markets must have in place a system for approving, tracking and pursuing the collection of trial/loan devices and SIMs (or, for SIMs, cancellation or conversion to contract/billing) at the end of the loan period.

3.2.2 Media-related gifts and hospitality

Vodafone has a strict policy of **not 'gifting' any device, handset or SIM to members of the media** (such as correspondents and editors) as well as bloggers and others who publish their views about Vodafone. Any exceptions to this policy must receive prior approval in writing from the [Group Corporate Affairs Director](#).

3.2.3 Internal events – use of external funding

Vodafone is committed to ensuring that our interactions with suppliers are always transparent. We never accept or request anything that will influence business decision-making processes, or cause others to perceive an influence.

For this reason, **it is prohibited for a supplier to sponsor or fund an internal Vodafone event** (an event held primarily for Vodafone employees only, e.g. a team Christmas party). This does not apply to events held for customers but also attended by employees, such as an:

- event which is required to discuss or launch a business proposition which is co-branded or co-developed with a supplier; or
- event involving the briefing or training of Vodafone staff on new products and services offered by an external supplier(s).

3.3 Sponsorship and Donations

As a responsible company, Vodafone supports:

- sharing the benefits of communications technology as widely as possible;
- protecting the natural environment; and
- supporting the communities in which Vodafone customers, employees, investors and suppliers live.

Supplier donations

There are a number of important requirements that must be complied with if an employee or group of employees would like to request a donation from a supplier as part of a charitable event.

- Supplier donations can never be requested or used to cover the costs of an employee *participating* in a charitable event. This means donated funds cannot be used to cover participation costs such as flights, transport, accommodation, meals, equipment etc. Such costs must be covered by the employee;
- Employees who are involved in the process for deciding whether to give a particular supplier or type of supplier a contract or work cannot approach those suppliers for donations under any circumstances; and

3.4 Media and advertising

Media influence

Vodafone's zero tolerance of bribery has a specific application with regard to media and bloggers. Members of the media, bloggers and others who publish their views on Vodafone must never be offered or provided with any benefit of monetary or commercial value in order to obtain favourable editorial coverage and/or to damage the reputation of a competitor.

Furthermore, Vodafone's advertising spending (whether in print, online or any other form) must never be used as leverage to influence editorial opinion. Vodafone must neither threaten to withdraw advertising from those who criticise Vodafone editorially nor must it imply in any way that a decision to initiate or increase advertising spending with a particular publication would be contingent upon more favourable editorial treatment.



Vodafone must take specific measures to avoid the impression of undue commercial media influence when commissioning an 'advertorial' (a paid advertisement written in the style of an editorial article).

3.5 Procedures to prevent bribery

Vodafone's requirements for implementing appropriate procedures to prevent bribery are set out below. All Vodafone Representatives are required to carry out the following:

- **Demonstrate top-level commitment** to the anti-bribery compliance programme and creating an ethical culture within their organisation;
 - **Conduct risk assessment** to identify specific anti-bribery risks within their organisation so as to develop appropriate mitigation;
 - **Perform due diligence and responsible engagement of third parties/suppliers** by conducting reasonable and documented due diligence when engaging in business relationships with third parties, including the anti-bribery contractual clause in all contracts, and monitoring supplier performance to ensure compliance with anti-bribery contractual requirements;
 - **Communicate Vodafone's** anti-bribery policies and procedures, to all employees at least annually, and to all your suppliers, contractors, sales intermediaries, joint venture partners and business partners at the outset of our business relationship with them and on an annual basis thereafter for high risk suppliers and business partners;
 - **Training** is required for all high risk employees every two years. This training should be tailored to address relevant risks and conducted face-to-face.
 - **Induction** programme for all employees must cover Vodafone's anti-bribery policy (including Gifts and Hospitality).
 - **Implement adequate measures** to ensure that all employees and third parties comply with Vodafone's anti-bribery policy at all times.
- any such reporting.

You can report behaviours that are contrary to Vodafone's code of conduct via:

1. "Speak Up" Code **080017867** (on Vodafone network only);
2. Compliance.gh@vodafone.com