



MultiChoice Group Limited (MCG)

## Anti-Bribery and Anti-Corruption Policy

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## 1 Purpose

The purpose of the Anti-Bribery and Anti-Corruption policy is to prevent any involvement by the MultiChoice Group, its companies, employees and directors in bribery and corruption. It also serves to ensure that MCG employees understand the importance of the principles that are set out in the MCG Code of Ethics and Conduct policy (“Code”) and our commitment to combat bribery and/or corruption.

## 2. Application

This policy sets out the minimum anti-bribery and anti-corruption standards. It applies to all entities and business areas/units or groupings within the MCG Group. Subsidiaries of the group are expected to demonstrate alignment of their policy to the MCG policy on an annual basis.

This policy is also applicable to all stakeholders, including our employees and directors (including non-executive and independent), as well as our ISPs and third party contractors.

## 3. Definitions

Term	Definition
<b>“Bribery”</b>	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) to illegally obtain a private or commercial advantage.
<b>“business unit” or “BU”</b>	means MultiChoice South Africa, DStv Media Sales, SuperSport, M-Net, Showmax General Entertainment, MultiChoice Nigeria, Northern region, Southern region
<b>“Corruption”</b>	Corruption is ‘the illegal use of entrusted power for private gain’. This means the illegal use of power or a position for private advantage
<b>“employee”</b>	means all permanent employees, fixed term contractors and learners on a learnership programme
<b>“Government officials”</b>	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 considered government officials.

<b>“Irdeto”</b>	Irdeto Holdings B.V. and its subsidiaries
<b>“MCG”</b>	MultiChoice Group Limited
<b>“MCSA”</b>	MultiChoice South Africa Holdings (Pty) Ltd and its subsidiaries.
<b>“MultiChoice Group” or “the group”</b>	MCG and its subsidiaries
<b>“RoA”</b>	MultiChoice Africa Holdings B.V. and its subsidiaries.
<b>“segments”</b>	means South Africa, RoA and Irdeto;
<b>“subsidiaries”</b>	Has the meaning given in section 3 of the South African Companies Act, 71 of 2008 (as amended), save that the interpretation and application of this definition shall not be limited to South African companies.
<b>“Third Parties”</b>	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 MCG. Consultants, suppliers, business partners and agents are examples of third parties.
<b>“third party contractor”</b>	means a service provider entity or individual who has been contracted to render a service to a company in the MultiChoice Group, based on a service level agreement

## 4. Policy detail

### 4.1 We are committed to strict adherence to anti-bribery and anti-corruption principles

MCG operates in various countries and markets across the world and accordingly has a wide range of ethical and legal compliance responsibilities. We conduct business in compliance with applicable laws and regulations, and in accordance with the Code. We do not tolerate bribery and/or corruption and are committed to adhering to anti-bribery and anti-corruption principles.

### 4.2 We comply with anti-bribery and anti-corruption standards

MCG complies with the relevant anti-bribery and anti-corruption laws and regulations, in South Africa (including the ‘Prevention and Combatting of Corrupt Activities Act’) and the different countries in which it operate. MCG also incorporates anti-bribery and anti-corruption best practices, where applicable, into its compliance programme as set out in international

legislation such as the 'United Kingdom (UK) Bribery Act' and the 'United States (US) Foreign Corrupt Practices Act' (FCPA), and international standards such as the 'OECD (Organization for Economic Cooperation and Development) Recommendations on Corruption' and the 'United Nations (UN) Global Compact Principles on Anti-Corruption'.

## 4.3 We prevent, detect and respond to corrupt or potentially corrupt activities

This policy is designed to prevent, detect and respond appropriately to corrupt and/or potentially corrupt actions, including the following:

- Irregular gifts/hospitality and/or financing of personal expenses
- Bribes, facilitation payments, kickbacks and/or influence-peddling
- Fraud, extortion, collusion and/or embezzlement
- Money laundering.

Bribery (whether giving or receiving) is strictly 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 representative of the MultiChoice Group 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 strictly prohibited.

## 4.4 We consider violations seriously

MCG considers violations of anti-bribery and anti-corruption legislation, guidelines and our Anti-Bribery and Corruption policy to be a very serious matter. Any allegations received, from whatever source including via the MCG Whistleblower service are thoroughly investigated, and any violations of these standards will result in disciplinary actions, up to and including termination of employment.

Consequences of bribery and corruption include:

- Negative impact on social, economic and environmental development
- Undermines societal trust
- Diverts resources to improper purposes
- Leads to a distortion of the economy, environmental mismanagement and state failures
- Undermines labour standards
- Restricts access to basic human rights and
- Loss of key licenses.

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.

## 4.5 We comply with anti-bribery and anti-corruption legislation

### 4.5.1 Compliance universe

The scope and requirements of anti-bribery and anti-corruption laws differ across the territories in which MCG operates. To ensure compliance, MCG has developed a legal compliance universe, which details applicable bribery and corruption legislation.

### 4.5.2 Risk assessment

MCG determines, on an ad-hoc basis, which specific bribery and corruption risks apply to the group and/or relevant segments / business units, and performs bribery and corruption risk assessments in each of the different business units and territories. The outcome of the risk assessment is used to measure compliance with applicable anti-bribery and anti-corruption legislation, guidelines, policies and control framework in place.

### 4.5.3 Gifts, hospitality & entertainment

Gifts, hospitality, travel and entertainment can be used to influence business decisions in an illegal way. It can also create the perception that MCG is not ethical. 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
- 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.

The giving or receiving of gifts should be in line with the MCG gift policy and segment gift Standard Operating Procedures (SOPs), which defines threshold values and guidelines that apply to gifts (whether offered or received), hospitality, travel and entertainment. 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 segment's ethics officer for advice. Staff are also required to declare all gifts on the 'group gifts declaration portal' shortly after giving or receiving the gifts.

#### 4.5.4 Charities, donations and sponsoring activities

We carefully consider any payment to charities, donations or sponsorships. This 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.

All donations to organisations/events linked to political parties must be aligned to promote democracy, support public policy issues that impact the Group's business interests, and/or enhance the Group's capacity to understand political developments. All corporate political contributions to politicians, political parties or political campaigns, in the form of direct financial contributions, donations, sponsorships, contributions in-kind or individual reimbursements, should follow the principles set out in the Code..

#### 4.5.5 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. It is important to follow the principles set out in the MCG gift policy and segment gift SOPs when providing gifts to government officials.

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

#### 4.5.6 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 follow the principles set out in the MCG Third Party Risk Management (TPRM) Policy and / or segment specific policy and standard operating procedures (SOPs).

#### 4.5.7 Training and communication

MCG runs its annual anti-bribery and anti-corruption training and communication plan in partnership with business units. The training and communication may take into account activities from the outcome of the bribery and corruption risk assessment, changes in legislation and internal reviews.

#### 4.5.8 Review and evaluation of the policy and its implementation

This policy is reviewed on a periodic basis by the governance structures and on an ongoing basis for changes to legislation and organisational changes. The prior written approval of the MCG General Counsel is required for any deviation from this policy.

The MCG Legal Compliance and Ethics Officer is the owner of this policy (and related documents) and has overall responsibility for the implementation of this policy.

The Group Legal Compliance and Ethics Officer is responsible for the development and implementation of the MCG anti-bribery and anti-corruption compliance programme that gives effect to this policy. The anti-corruption compliance programme is designed to ensure that MCG and its employees comply with applicable relevant laws and conducts business in accordance with this policy. The MultiChoice Group Legal Compliance and Ethics Officer is supported by the respective segment legal compliance officers and the segment chief financial officers (CFOs).

MultiChoice Group Internal Audit Services performs independent reviews of the implementation of this policy and related compliance programme to assess the adequacy thereof, identify control weaknesses and to recommend remedial actions.

#### 4.5.9 Involvement in collective action against corruption

Where relevant MCG may engage with like-minded external entities to participate in anti-bribery and anti-corruption initiatives and/or activities.

### 4.6 How MCGe addresses corruption

#### 4.6.1 There is an established MCG whistleblower service for reporting suspected bribery and corruption

Suspected bribery or corruption can be reported anonymously to the MCG Whistleblower service at:

- Website: [www.tip-offs.com](http://www.tip-offs.com)
- Email: [Multichoice@tip-offs.com](mailto:Multichoice@tip-offs.com)
- Telephone: 0800 222 395 (South Africa)  
(031) 560 7395 (Rest of the world)

#### 4.6.2 Whistleblower principles

The principles set out in the MCG Whistleblower Policy enable the MultiChoice Group to:



- Investigate allegations of unethical behaviour promptly and thoroughly and take appropriate action
- Protect the identity of the disclosing employees and protect them from reprisals or victimisation for whistleblowing done in good faith
- Prohibit any employee or other person from taking retaliatory or intimidating action against any employee who, in good faith, provides information to an investigation and

4.6.3 Reporting on incidents of corruption

Incidents of corruption are reported to the relevant MCG board committees, including details such as:

- The number and classification of reported and confirmed incidents
- The number of incidents resulting in disciplined/dismissal of employees/directors
- The number of incidents resulting in termination/non-renewal of business partners’ or agents’ contracts
- The number of incidents resulting in information being passed by the organisation to the police or legal authorities.

5. Non-Compliance

Non-compliance and/or involvement in bribery and/or corruption, will result in disciplinary action and/or, legal action.

6. Document properties

MultiChoice Group			Document Number	
			MCG-GRP-BRD-POL-001	
Antibribery and anticorruption policy			Effective Date	
			01/04/2024	
	Name and Surname	Position	Signature	Date
Initiated by:	Johann Stander	Group Legal Compliance and Ethics Officer		31 March 2024
Reviewed by:	Tim Jacobs	Group Chief Financial Officer		31 March 2024
Approved by:	MCG	Board of directors	Minutes of meeting held on 28 March 2024	

Rev. No.	Rev. Date	Section/s	Description of Change
1	10 Dec 2018	All	New policy
2	2 April 2020	All	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.
3	1 April 2021	All	Overall review of policy. Certain clauses and sub-clauses added to comply with revised group policies, legislation changes and best practices.
4	1 April 2024	All	Overall review of policy. Certain clauses and sub-clauses revised and/or added to comply with revised group policies, legislation changes, recommendations from internal audit reviews and best practices.