



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 protect MultiChoice Group, its companies, employees 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 MultiChoice Group Code of Ethics and Conduct and our commitment to combat bribery and/or corruption.

2 Application

This policy framework sets out the minimum anti-bribery and anti-corruption standards. It applies to all entities and business areas/units or groupings within the MultiChoice Group which includes, MultiChoice South Africa (MCSA), MultiChoice Africa (RoA), and Irdeto (collectively the organisation). Subsidiaries of the MultiChoice Group will be expected to demonstrate alignment of their policies to the MultiChoice Group policies on an annual basis.

This policy is also applicable to all stakeholders, including our employees, directors (including non-executive and independent), business partners (including suppliers, contractors and sub-contractors), agents, advisors, representatives and/or intermediaries.

3 Policy detail

3.1 We are committed to anti-bribery and anti-corruption

MultiChoice Group 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 anti-bribery and anti-corruption and preventing unethical business practices.

3.2 We comply with anti-bribery and anti-corruption standards

MultiChoice Group is listed on the Johannesburg Stock Exchange (JSE) and complies with all relevant anti-bribery and anti-corruption laws and regulations, both in South Africa (including the 'Prevention and Combatting of Corrupt Activities Act') and the different countries where it operates. MultiChoice Group also complies with anti-bribery and anti-corruption best practices as set out in international legislation such as the 'UK Bribery Act' and the 'US Foreign Corrupt Practices Act' (FCPA), and international standards such as the 'OECD Recommendations on Corruption' and the 'UN Global Compact Principles on Anti-Corruption'.

3.3 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 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.

3.4 We consider violations very seriously

MultiChoice Group considers violations of anti-bribery and anti-corruption legislation, guidelines and our anti-bribery and corruption policy to be a very serious matter. These standards are very important to us. Any allegations received, either internally or via the MCG Whistleblower service are thoroughly investigated, and any violations of these standards may result in disciplinary actions, up to and including termination of employment.

Consequences of bribery and corruption include:

- Negatively impacts 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 and
- 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 the MultiChoice Group, which may result in declining trust of stakeholders and, ultimately, loss of business.

3.5 We comply with anti-bribery and anti-corruption legislation

3.5.1 Compliance universe

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 determine, on an annual basis, which specific bribery and corruption legislation applies to them.

3.5.2 Risk assessment

MultiChoice Group determines, on an annual basis, which specific bribery and corruption risks apply to our businesses. MultiChoice Group therefore performs bribery and corruption risk assessments in which the different business units and territories identify its compliance risks. The outcome of the risk assessment is used to measure compliance with anti-bribery and anti-corruption legislation, guidelines, policies and control framework in place.

3.5.3 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 the group 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
- 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.

The giving or receiving of gifts should be in line with the relevant MultiChoice Group gift policies, 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.

3.5.4 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 of Ethics and Conduct.

3.5.5 Government officials

We need to be particularly careful when dealing with 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. Be sure to follow the principles set out in the relevant MultiChoice Group gift policies 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. 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.

3.5.6 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.

3.5.7 Training and communication

MultiChoice Group annually develops its anti-bribery and anti-corruption training and communication plan in partnership with business unit and country leadership. The nature of the training and communication activities are determined by the outcome of the risk assessment, changes in legislation and internal reviews.

3.5.8 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 MultiChoice Group's legal compliance and ethics officer is responsible for the development and implementation of the MultiChoice Group anti-bribery and anti-corruption compliance programme that aligns to this policy and is designed to ensure that the MultiChoice Group—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).

The MultiChoice Group legal compliance and ethics officer is the owner of this policy (and related documents) and has overall responsibility for the implementation of this policy in the MultiChoice Group.

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.

3.5.9 Involvement in collective action against corruption

Where relevant and appropriate, MultiChoice Group engages with external NGOs/entities to participate in anti-bribery and anti-corruption initiatives and/or activities.

3.6 We have mechanisms in place to address corruption

3.6.1 The MCG Whistleblower service 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 this policy should report the solicitation. Suspected corruption or solicitation can be reported anonymously to the MCG Whistleblower service

Website: www.tip-offs.com

- Email: Multichoice@tip-offs.com
- Telephone: 0800 222 395 (South Africa)
(031) 560 7395 (Rest of the world)

3.6.2 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
- Take the appropriate action against any employee found to have engaged in unethical behaviour.

3.6.3 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.

4 Non-Compliance

MCG 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 and/or, legal action.

5 Definitions, Acronyms and Abbreviations

Term	Definition
Employee	Any person, including any third-party contractor, who receives or is entitled to receive remuneration from MultiChoice Group for employment services delivered
MCG	MultiChoice Group Limited

MCSA	MultiChoice South Africa Holdings (Pty) Ltd and its subsidiaries
RoA	MultiChoice Africa Group Holdings B.V and its subsidiaries
Subsidiaries	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
MultiChoice Group	MCG and its subsidiaries
Bribery	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.
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.
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.
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 MCG. Consultants, suppliers, business partners and agents are examples of third parties.

6 Document properties

MultiChoice Group		Document Number
		MCG-GRP-BOARD-007
Antibribery and anticorruption policy		Effective Date
		01/04/2021
Initiated By:	Reviewed By:	Approved By:
Johann Stander	Tim Jacobs	MCG
Group legal compliance and ethics officer	Group chief financial officer	Board of directors
		31 March 2021, minutes

Rev. No.	Rev. Date	Section/s	Description of Change
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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.