Airtel Africa plc

Anti-bribery and corruption policy

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Anti-bribery and corruption policy

Airtel Africa always acts with integrity, upholds the highest standards of ethical business conduct and complies with the laws wherever the company operates. We take a zero-tolerance approach to bribery and corruption.

Scope of the policy

This anti-bribery and corruption policy ('Policy') applies to all employees, including contract employees, temporary employees and directors of Airtel Africa plc and its subsidiaries (the 'Group').

In line with the Bribery Act 2010, we have written policies on avoiding and not tolerating bribery or corruption. These apply across all our businesses and can be found on our website www.airtel.africa. All employees undertake annual mandatory anti-bribery and anti-corruption training to help mitigate the risk of reputational damage, financial penalties and possible exclusion from certain approved partnerships.

We also expect all our suppliers and business partners to live up to the basic principles set forth in this policy.

Chair’s statement

“While we work in environments that are often challenging, we recognise that Airtel Africa’s reputation for integrity and ethics is critical for the success of the company.”

Airtel Africa is committed to excellence in everything we do. This commitment is demonstrated not just through our products, services and business performance, but also in the way we operate. Airtel Africa will always conduct its affairs in an honest, ethical and fair manner across all business activities.

This anti-bribery and corruption policy establishes the standards and procedures to ensure that we operate, and are seen to operate, to the highest standards of ethical conduct in our business affairs.

The basic principle set out in the policy is simple: Airtel Africa will not tolerate bribery or corruption of any kind, directly or through third parties. While this commitment is simple, there are many circumstances where the ethical or legal path is not always obvious. This policy aims to provide clarity in those cases and includes relevant topics, such as gifts, dealing with third parties, charitable contributions, etc. that may raise corruption risk or require special anti-corruption procedures.

Wherever we conduct business, local laws prohibit bribery. While anti-corruption laws may be complex, they all prohibit payments to government officials. Many also ban bribery in the private sector, and they frequently contain a requirement that we maintain accurate books and records as well as an effective system of internal controls.

As we have investors from different parts of the world and may have financing or other business arrangements with parties outside of Africa, many foreign bribery laws, such as the US Foreign Corrupt Practices Act and the UK Bribery Act 2010, also apply to our business.

Airtel Africa provides anti-bribery and corruption training to every employee. We expect our employees to behave and act in a manner that protects their own reputation which, in turn, will protect the company’s reputation. We encourage them to seek guidance from chief compliance officer if they are in any doubt as to whether a payment or proposed conduct is proper.

While we work in environments that are often challenging, we recognise that Airtel Africa’s reputation for integrity and ethics is critical for the success of the company. This policy is, therefore, essential to build the confidence and trust of all our stakeholders.

Gopal Vittal
Chair
Airtel Africa plc

Policy statement

Airtel Africa conducts its business in a way that respects of an employee or a third party to make a complaint confidentially or anonymously as contained in the Code of Conduct which underpins everything we do.

Employees are forbidden from making or receiving bribes or engaging in any other form of corruption, regardless of local customs. Employees may not make, authorise, offer or facilitate a payment to anyone to gain or retain business, or gain an improper business advantage. Employees may not accept any such payment.

Payments that are improper, if made directly by an employee, or received by an employee, may not be made indirectly through a third party. Even if an employee is not sure that a part of a payment to a third party will be passed on as a bribe, the employee must not make or facilitate that payment if they believe that bribery may occur.

Money is not the only form of bribery. A promise of employment for a relative, a charitable or political contribution, gifts, meals, entertainment, unexplained rebates, offers of employment, payments for advertising, disguised allowances or expenses and personal favours, such as club memberships, may all constitute bribes, if made as part of a 'quid pro quo' arrangement to obtain any sort of advantage, for example, a government licence.

Another prohibited form of bribery is facilitating – or 'grease' – payment which is a payment made to a government official to facilitate or expedite a routine government action to which one is legally entitled (e.g., the issuance of a Visa, customs approvals, etc.). Airtel Africa does not allow these types of payments.

In addition to the rules set forth in this policy, employees must also follow any local laws regarding corruption. Typically, these laws may place tight restrictions on meetings with or gifts and entertainment for government officials. Employees are advised to contact the chief compliance officer if they have any questions concerning local law requirements.

>> For more information about our Code of Conduct, visit www.airtel.africa

Anti-bribery and corruption: guidance

Gifts, meals and entertainment

Gifts, meals and entertainment may be an appropriate business practice, especially where seasonal gifts are a common practice in the local business community. Any gifts must be of nominal value, legal and provided as a token of goodwill – and not made as part of a 'quid pro quo' arrangement. Lavish gifts and hospitality are likely to be viewed as an improper payment and are prohibited.

To avoid any risk that gifts, meals and entertainment may be viewed as corrupt payments, they must:

- be of nominal value and in no case more than $100 or its local currency equivalent
- never be provided in exchange for, or in expectation of, some act or decision by the recipient
- not be cash or cash equivalents (e.g., vouchers, gift cards, credit cards or credit notes)
- be given in an open manner
- be infrequent
- not be provided to a customer when Airtel Africa is bidding for a contract with that customer or be accepted from a supplier when the supplier is bidding for a contract. Furthermore, they're prohibited if those receiving the gifts and hospitality have some influence on the contract's decisions and the timing, and/or wider circumstances that could be perceived to suggest that the decision could be influenced by the gifts and hospitality received
- be permitted under local law (e.g., in certain circumstances, no gifts may be made to government officials).

Travel and lodging

Airtel Africa may pay for the cost of a person's travel, lodging and related expenses if these are directly related to:

- the promotion, demonstration or explanation of the company's products or services
- the execution or performance of an Airtel Africa's contract
- some other necessary business purposes (e.g., travel to our facilities for regulatory purposes).

Such expenses must be bona fide and reasonable. Travel expenses cannot be lavish, include substantial 'side trips' to non-business-related destinations or cover unnecessary government officials, family or friends.

Payments to government officials

Employees must obtain prior written approval from chief compliance officer before offering or giving any gift, meal, entertainment, travel, lodging or other hospitality to a government official, a political candidate, an employee or official of a political party, or an employee or representative of a state-owned company. Chief compliance officer may consult with a member of the Audit and Risk Committee to approve certain gifts or hospitality which may pose a particular risk.

Recording payments

Any payments for gifts, meals, entertainment, travel, lodging or other hospitality must be expensed in accordance with the relevant business expense policy and procedure which cover these types of expenses. At a minimum, records of these expenses should include appropriate receipts, the name and title of the recipient, whether the recipient was a government official, candidate for office or political party official, the purpose and/or circumstances of the payment, including the date and location of the expense incurred.

Prohibited acts

Employees must not:

- structure the giving or receiving of gifts, meals, entertainment, lodging, travel or other hospitality expenses to circumvent the principles of this policy (e.g., giving several gifts of $99 in value)
- offer, give or accept gifts, meals, entertainment, travel, lodging or other hospitality in a personal capacity to avoid the requirements of this policy
- pay for or accept a meal or give or accept tickets to entertainment, cultural or sporting events without both the giver and receiver attending the meal or event.

Receiving devices for testing or demonstration

Handsets and other electronic devices may be provided by vendors to our employees if the purpose of the gift is to:

- test a new prototype prior to launch
- conduct specific and necessary network quality assessments
- use as seeding devices or to demonstrate technology (or both) by our enterprise teams, sales teams or local management for new or potential customers.

Several rules govern the provision of the devices:

- receipt of the device must be accurately and thoroughly recorded, including, at a minimum, identifying the party providing the device, the purpose of the gift, the company employee accepting and responsible for the device. If the device must be returned to the vendor at a certain point in time, the deadline should also be recorded
- employees are allowed to accept such devices for the account and on behalf of Airtel Africa but must notify their line manager in writing, indicating the device, the party providing the device, the purpose for accepting the device and its estimated value
- these devices must always remain the property of Airtel Africa or the supplier that provided the device
- no employee may trade or sell these devices for their own personal gain
- any device given as a personal gift to an employee (i.e., not for testing, promotional or demonstration purposes) must comply with the restrictions on gifts outlined in this policy
- offers of these devices for use by or as a gift for an employee's friends or family must be refused.

Dealing with the third parties

Signs of bribery by third parties

We do not allow third parties, such as consultants, contractors, agents, sponsors or joint venture partners, advisors, customers or suppliers to pass on bribes on our behalf, even if we did not direct them to do so.

Employees cannot ignore signs of bribery by third parties.

In other words, payments to third parties are prohibited where an employee disregards circumstances indicating that a bribe will or may be paid by the third party (e.g., the third-party requests are unusually large or constitute undocumented payments).

Employees interacting with a third party must look for warning signs of corruption, or 'red flags', and, if any are found, immediately report the matter to chief compliance officer. The existence of a 'red flag' does not automatically mean that Airtel Africa must not engage or must cease dealing with a third party, however, any 'red flags' must be promptly reviewed and, where risks or concerns exist, reported to chief compliance officer.

Engaging or paying third parties

Employees must not engage in third party relations that may lead to an accusation that Airtel Africa may have approved bribery by the third party.

To avoid any claim that the company employee ignored 'red flags' when retaining third parties, all must conform to the following rules:

- we will only retain third parties where there is a clear and documented business case for doing so
- the payment for the third party is at arm's length and represents fair market value as established through inquiries that are appropriate in the circumstances
- there is no apparent risk, based on appropriate due diligence, that the third party will engage in corrupt or unethical behaviour
- entering into contractual agreements, renewing, amending or terminating third party agreements must comply with the law
- payments to third parties can only be made for actual, documented services or products provided
- transactions with third parties must be accurately described in Airtel Africa's books and records.

Third parties that deal with governments

Since relations with government officials pose heightened legal risks, prior approval of chief compliance officer is needed before Airtel Africa retains any third party to interact with government officials on behalf of the Group (e.g., a third party retained to assist with negotiating a tax penalty, a customs agent, etc.). For these purposes, the term of a government official includes:

- employees of state-owned or controlled companies
- political party officials or employees
- candidates for political office
- employees of international organisations such as the World Bank.

Employees requesting Airtel Africa to retain a third-party service provider, unless otherwise authorised by chief compliance officer, must conduct anti-corruption due diligence using the designated due diligence form.

In addition, it is recommended that an employee includes anti-corruption contract terms in a side letter, certification or other written representation as part of an agreement with the third-party service provider. Finally, third parties should be provided with a copy of this policy prior to their retention by the Group.

A completed due diligence form and proposed contract should be presented to chief compliance officer for review and approval before any contract is signed, or any payment is made to a third party. Chief compliance officer may also designate other third parties that shall be subject to the contractual terms and due diligence requirements.

Third parties that act as advisors and distributors

Airtel Africa also uses third party advisors, such as agents, consultants and distributors to assist in marketing and distributing our products and services (collectively, 'Advisors').

Arrangements with advisors must follow the general rules set out for relations with third parties, and all advisor agreements must be carried out in writing.

Third party-sponsored trips

The Group recognises that, in limited circumstances, Airtel Africa employees may be invited by suppliers, business partners, industry bodies or other third parties to attend conferences, training programmes, site visits, product demonstrations or other business-related events where travel, accommodation or related expenses are sponsored by the third party.

While such arrangements may serve a legitimate business purpose, they may also create bribery, corruption or conflict of interest risks if they influence, or appear to influence, business decisions. To avoid these risks, sponsored trips may only be accepted where:

- there is a clear and legitimate business purpose
- the travel and hospitality are reasonable, proportionate and directly related to the business purpose
- the arrangement complies with applicable laws and this policy
- prior written approval has been obtained from the compliance officer through the prescribed approval process before any commitment is made.

The following are prohibited:

- sponsored travel during active tenders, contract negotiations or other decision-making processes involving the sponsor
- luxury accommodation, excessive hospitality or significant leisure activities unrelated to the business purpose
- sponsorship of spouses, family members, friends or other accompanying persons
- cash payments, personal allowances, gift cards, shopping vouchers or other personal benefits.

Charitable and political donations

Employees may not make charitable donations (including sponsorships), whether in their own name or in the name of company, to obtain or retain business or to gain an improper business advantage for Airtel Africa. Any charitable contributions that the Group makes must be allowed under local law, made to or for a bona fide charitable organisation (as ascertained through appropriate due diligence), and approved in advance by chief compliance officer.

Whenever feasible, any government official's connection to an organisation receiving a proposed contribution should be identified and evaluated by the chief compliance officer.

Airtel Africa does not make political donations.

Individuals are free to make their own political donations in accordance with the law, but they may not be directed or pressured to do so by the company or other employees.

Policy administration

Training

All employees, without exception, must complete annual training on anti-corruption and achieve certification based on completion.

In addition, ad-hoc refresher training shall be conducted for high-risk employees as deemed necessary. High-risk business employees include those with decision-making authority who are engaged in:

- external affairs and government relations
- supply chain management
- vendor management and interaction or purchasing responsibilities
- licensing and construction
- interaction with government officials
- enterprise sales
- finance
- marketing and events.

All new employees must receive anti-corruption training within three months of joining Airtel Africa. Following training, employees must provide the certification to chief compliance officer.

Managers

All business leaders must ensure that:

- all employees in their business or function are aware of and understand this policy, receive regular messages from line managers regarding corruption risk and compliance (for example, via team meetings or other regular communication), complete any required anti-corruption training and comply with this policy
- sufficient resources, personnel, systems and reporting requirements are in place to implement and operate this policy properly
- the records mandated by this policy are complete, up-to-date and accessible for internal and external reviews
- any possible non-compliance with this policy within their business or function should be reported to chief compliance officer as soon as possible.

Record keeping and discipline

Record keeping

Our records must accurately reflect and fairly present the activities they record and reflect the nature and purpose of the activity. This includes records relating to gifts and hospitality, charitable and political contributions, pre-approval of documents and checks of third parties.

Discipline

Any person who violates this policy will be subject to discipline up to, and including, termination of employment. They may also face additional civil action from Airtel Africa or third parties, and/or criminal charges enforced by government agencies.

Monitoring and risk assessment

We have adopted a multifaceted approach to ensure compliance with our anti-bribery and corruption policy and processes, including:

- Periodic anti-bribery and corruption risk assessments across our operating markets
- Third-party due diligence during the onboarding process and on an ongoing basis
- Essential contractual safeguards, including third-party audits – either directly or through our engagement with JAC (Joint Alliance for CSR)
- Ongoing transaction monitoring of our financial systems to ensure transactions are carried out in line with appropriate approval processes and reflect actual services received or rendered
- Ongoing training and awareness for employees and third parties
- Independent whistleblowing mechanism to encourage employees and third parties to report suspected or actual cases of bribery across the organisation
- Independent assurance of our anti-bribery and corruption processes by the Group's internal audit and assurance

>> For more information about our whistleblowing mechanism, visit www.airtel.africa

Communication channels

This policy is communicated to employees and third parties through various channels, including:

- Annual mandatory training and certification process for employees
- Anti-bribery certification from suppliers as part of the onboarding process and annual self-certification for certain suppliers
- Ongoing awareness programmes using various channels such as emailers, screensavers, posters and targeted training sessions.

Reporting and raising concerns

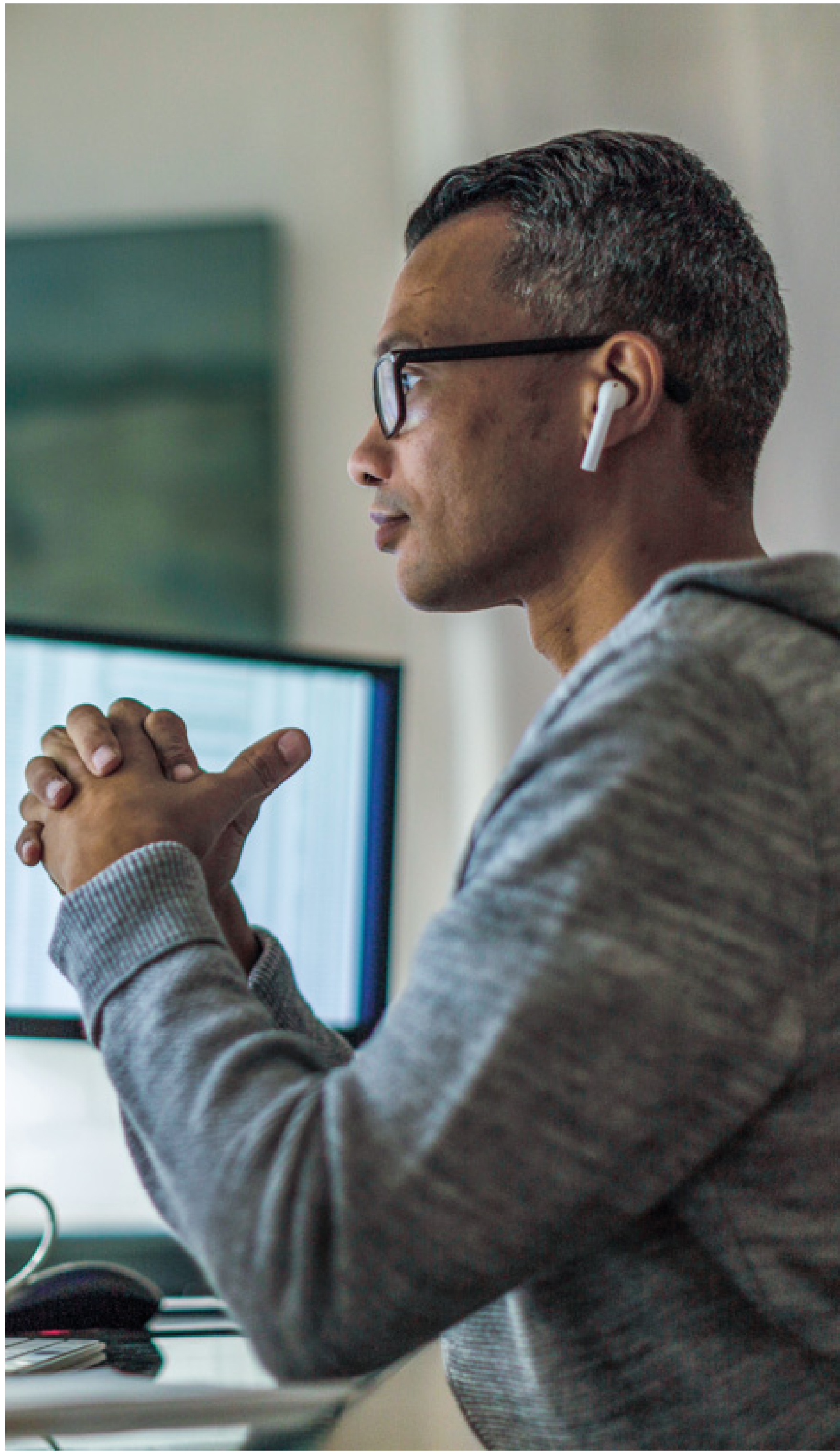
All employees must report to the Ombudsperson at airtelombudsperson@kpmg.co.za if they know of, or suspect, corrupt activity or a violation of this policy. To the extent possible, the Ombudsperson will keep the identity of those making reports confidential. Employees may also make an anonymous report, but the Group encourages those making anonymous reports to provide sufficient information to allow a reasonable and prompt investigation. If employees have any questions regarding this policy, anti-bribery law or any business activity conducted by Airtel Africa or its business partners, employees should discuss the matter with the chief compliance officer.

Airtel Africa will not allow retaliation in any form against any employee who raises concerns in good faith. Any employee who engages in any such retaliation will be subject to strict discipline – up to and including dismissal.

Version control

Airtel Africa's anti-bribery and corruption policy is subject to change based on need or in response to changes in operations, emerging issues, regulations and stakeholder requirements. Any changes to this document will be approved by the authorised signatories and communicated to all relevant stakeholders, including employees, vendors and contractors.

Version	Approved by	Date	Policy code
2.2	The Board of directors	22 July 2026	AAL/HR/PO/002



Airtel Africa plc

53/54 Grosvenor Street
London W1K 3HU
England