



Scancom PLC (MTN Ghana)

Board Gender Policy

Business Area	Company Secretariat		
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**SCANCOM PLC (MTN GHANA)
BOARD GENDER POLICY**

1. EXECUTIVE SUMMARY

This Scancom PLC (MTN Ghana) Board Gender Policy is a governance policy. It applies to the general governance activity of the Board of MTN Ghana with specific emphasis to the composition of the Board of MTN Ghana.

The purpose of this policy is to ensure adequate representation of all gender on the Board of MTN Ghana, as well as equal contribution and participation of all persons. This is to maximize operational effectiveness, while maintaining that qualification and merit remain the key criteria for representation on the Board.

The policy defines MTN Ghana’s explicit commitment to advancing gender equality through collective work to achieve maximum operational and organizational effectiveness, improve contributions to achieve sustainable business development, and the professional development of all members of the Board.

The policy provides for a minimum of thirty percent (30%) female participation in the composition of the Board as well as at least one female member on each committee of the Board. The Board shall give effect to the provisions of the policy within twelve (12) months of it coming into force and shall have this policy in its contemplation when removing and or appointing members to serve on the Board.

2. POLICY APPROVAL

This Scancom PLC (MTN Ghana) Board Gender Policy is a Governance Policy as defined in the MTN Ghana Master Policy. The Policy Approval Process as set out in Annexure A herein shall be applied.

3. DEFINITIONS AND ABBREVIATIONS

Term	Definition/Abbreviation/Interpretation
Gender Equality	GE
Women Empowerment	WE

Securities and Exchange Commission	SEC
Sustainable Development Goal	SDG- The Sustainable Development Goals (SDGs), also known as the Global Goals, were adopted by the United Nations in 2015 as a universal call to action to end poverty, protect the planet, and ensure that by 2030 all people enjoy peace and prosperity. The 17 SDGs are integrated—they recognize that action in one area will affect outcomes in others, and that development must balance social, economic and environmental sustainability
Gender Policy	Gender Policy simply refers to an established public policy for organizations for assessing the different implications, for all persons, of any planned policy action, including legislation and programs, in all areas and levels, with the aim of improving gender balance.
Policy	A governing document containing a principle or set of principles that guide practice within MTN, providing a foundation for appropriate business decision making and directing the operations of the company.
Board	The Board of Directors of Scancom PLC (MTN Ghana).

4. INTRODUCTION

- 4.1 MTN is a dynamic and agile multinational listed company with a duty to its stakeholders to implement strong governance and compliance policies and to build a sustainable business. MTN’s ability to incorporate sound corporate governance approaches in the conduct of its business is underpinned by efforts to promote Gender Equality (GE) and the Empowerment of Women (hereafter referred to as ‘Women Empowerment’ (WE)).
- 4.2 Gender Equality (GE) entails the concept that all persons are free to develop their personal abilities and make choices without the limitations set by stereotypes, rigid gender roles or prejudices. Gender Equality means that the different behaviours, aspirations and needs of all persons are considered, valued and favoured equally.

- 4.3 Gender inequality and social exclusion increase the negative, leading to poor outcomes in every corporate environment. Despite promising policy and legal reforms, persistent gender-discriminatory social and cultural norms, unequal access to opportunity and unequal participation in decision-making continue to limit opportunities for all persons to equally participate in, contribute to, and or benefit from corporate policies, projects and programs.
- 4.4 While women face unique barriers, they are also increasingly recognized as agents of change who make valuable contributions to businesses. The recognition that efforts to combat inequality in the corporate environment and those to address gender inequality can be mutually supportive is also reflected in the Agenda 2030 for Sustainable Development, which recognizes Gender Equality and Women's Empowerment as a Sustainable Development Goal (SDG) in its own right, as well as a catalyst for reaching all other goals.
- 4.5 In consequence of the above, this policy seeks to promote a gender-responsive approach – i.e., one that identifies gender differences, promotes shared power, control of resources, decision-making, and empowers women – is integral to MTN's ability to achieve global corporate success.

5. PURPOSE

- 5.1 The purpose of this Policy is to ensure adequate representation of all gender on the Board of MTN Ghana, as well as equal contribution and participation of all persons, to maximize operational and organizational effectiveness, while maintaining selection procedures that are objective and transparent and based on clear and gender-neutral criteria, which guarantee that qualification and merit remain the key criteria for representation on the Board.
- 5.2 This Policy sets out the guiding principles and mandatory requirements for mainstreaming gender balance across the Board of MTN Ghana in terms of governance and operations with a view of promoting Gender Equality and Women Empowerment in support of MTN's desire to build a sustainable global business.
- 5.3 This Policy aims to ensure equal opportunities for all persons to participate in, contribute to and benefit from MTN-financed activities and programmes to achieve overall success.

- 5.4 In the scope of statutory and industry-specific regulations, the purpose of this Policy is to ensure compliance with paragraph 10(4)(d) of the SEC Code and section 14(e) of the Labour Act, 2003 (Act 651).

6. SCOPE AND APPLICABILITY

This Policy applies to the general governance activity of the Board of MTN Ghana with specific emphasis to the composition of the Board of MTN Ghana.

7. POLICY STATEMENTS

- 7.1 This gender policy defines MTN's explicit commitment to advancing Gender Equality through collective work to achieve maximum operational and organizational effectiveness and improve the Company's contribution to achieve sustainable business development and the professional development of all members of the Board. MTN commits to ensuring that;

7.1.1 the contributions of all persons are visible and valued;

7.1.2 there shall be a concerted effort, among members of the Board, to eliminate gender inequality and discrimination in respect of employment and occupation.

7.1.3 all persons exercise influence and are listened to; and

7.1.4 all persons have equal access to, and benefit from, information, assets, services and opportunities.

- 7.2 In view of the above and with respect to the composition of the Board of MTN Ghana, there shall be not less than thirty percent (30%) female representation on the Board.

- 7.3 With respect to the composition of the various Committees of the Board, that is;

- the Audit Committee,
- the Risk, Compliance and Information Technology Governance Committee,
- Human Resource, Remuneration and Nominating Committee, and
- the Social and Ethics Committee,

there shall be at least one female Board member appointed to serve on the Committee.

- 7.4 The Board shall give effect to the provisions of this Policy within twelve (12) months of it coming into force and shall have this Policy in its contemplation when removing and or appointing members to serve on the Board.

8. REFERENCE DOCUMENTS

DOCUMENT NAME	PUBLICATION DATE	PUBLISHED BY
MTN Ghana Master Policy	November, 2018	MTN Ghana
The Labour Act 2003 (Act 651)	October, 2003	Government of Ghana
The Corporate Governance Code for Listed Companies	October, 2020	Securities and Exchange Commission

ANNEXURE A – POLICY APPROVAL PROCESS

Policy Approval

- A. This Policy must be submitted to the Board for approval in accordance with the MTN Ghana Master Policy and the Policy approval matrix and the applicable Delegation and Level of Authority.
- B. Should this Policy not be approved by the Board, it will not be regarded as a valid Policy.
- C. No individual has the authority to approve this Policy. In all instances the provisions of the MTN Ghana Master Policy, read with the Delegation and Levels of Authority, must be considered before submitting this Policy for approval.
- D. Where it has been decided that this Policy requires supplementation with a specific set of Processes, Procedures or Standards, the following shall apply:
 - Standards must be approved at the same forum as that of the Policy, as a standard is a mandatory document; and
 - Processes, Procedures, Guidelines and Manuals documents do not need to follow the same approval Process as the Policy but may be approved by the executive responsible for the Business Area. In addition, any immaterial amendments to Policies can be approved by the head of the Business Area.