



Scancom PLC (MTN Ghana) Conflict of Interest Policy

Business Area	Company Secretariat		
Policy Reference	MTN-G012-Ghana-CoSec- P	Version	V02 2022
Effective Date	February 2022	Next Review Date	January 2023
Policy Owner	Pala Asiedu Ofori	Signature	
CEO on behalf of EXCO	Selorm Adadevoh	Signature	

Contents

1.	EXECUTIVE SUMMARY.....	3
2.	POLICY APPROVAL	4
3.	DEFINITIONS AND ABBREVIATIONS.....	4
4.	REVISION HISTORY	6
5.	INTRODUCTION	6
6.	PURPOSE OF THIS POLICY	6
7.	SCOPE AND APPLICABILITY	7
8.	POLICY STATEMENTS	7
9.	KEY PRINCIPLES	7
10.	DECLARATION OF INTERESTS.....	8
11.	ASSESSMENT OF DECLARABLE INTEREST AND MANAGEMENT OF CONFLICT OF INTEREST OTHER THAN FOR DIRECTORS	9
12.	DECLARATION, ASSESSMENT OF DECLARABLE INTEREST AND MANAGEMENT OF CONFLICT OF INTEREST FOR DIRECTORS 10	
13.	LEGACY MATTERS	11
14.	ROLES AND RESPONSIBILITIES	12
15.	REFERENCE DOCUMENTS	13

1. EXECUTIVE SUMMARY

This Scancom PLC (MTN Ghana) Conflict of Interest Policy is a governance policy and has been approved by the Board of Directors. It provides for the procedures to be observed by Applicable Persons including Directors in making disclosures concerning Declarable Interests, and for related matters. The purpose of the Policy is to ensure statutory and regulatory compliance as well as compliance with best practice requirements. It is also to ensure that the actions of all Applicable Persons are transparent.

MTN Ghana's reputation is based on integrity and trust in its business relationships, and the delivery of products and services to its customers. In safeguarding these values, MTN endeavours to uphold the highest ethical standards and ensure compliance with relevant legislation and regulatory guidelines in carrying out its business activities and fulfilling its obligations to stakeholders.

Declaration is required to provide information to MTN Ghana and Stakeholders with the relevant interests of an Applicable Person in ensuring proper governance, accountability and transparency. Each Applicable Person has the responsibility to submit a Declaration via the Conflict of Interest policy submission link published by the Company Secretary or via such process as may be communicated by the Company Secretary from time to time, for the declaration of interests.

A Director shall at the time of being considered for appointment, and annually after being appointed, or in the event of any significant change, disclose to the Board any outside financial, economic or other interest or Declarable Interest. Any Director having an interest in any matter that is the subject of discussion by the Board shall declare the nature and extent of that conflict of interest to the Board for consideration. The policy requires the Company Secretary to keep a Conflict of interest register to record all conflict disclosure made by Directors.

The assessment of whether a Declarable Interest constitutes a Conflict of Interest entails a consideration of the impact of the interest declared on MTN Ghana's business in general, reputation, risk of financial loss, risk of criminal or civil lawsuits and the potential breach of this Policy and MTN Ghana's ethical standards.

The Policy requires all Directors to comply with the provisions of section 153 of the Securities Industry Act, 2016 (Act 929) and MTN's Insider Trading Policy and to refrain from any insider trading and or dealings. The Policy prohibits Directors holding the position of director in a company licensed by the Securities and Exchange Commission as a Broker/Dealer under section 109 of Act 929.

Persons with Legacy Businesses are potentially in a position of conflict of interest because of the actual or likely conflict between their professional duties as employees, and their private interests.

The Audit Committee is responsible for reviewing the adequacy and effectiveness of MTN Ghana's systems of internal controls, relating to Conflicts of Interest, and the means through which declarations are managed.

2. POLICY APPROVAL

This Scancom PLC (MTN Ghana) Conflict of Interest Policy is a governance policy of as defined in the MTN Ghana Master Policy. Thus, the Policy approval process, as set out in Annexure A herein applies.

3. DEFINITIONS AND ABBREVIATIONS

Term/Abbreviation	Definition
Applicable Person	All Directors, Employees of MTN Ghana, third party contractors and direct contractors. Applicable Persons shall refer to any or all of the persons listed in this provision, as the context may so admit or require.
Assessment Team	The Assessment team refers to the MTN Ghana Risk & Compliance team in coordination with the Company Secretary, or the Board where necessary, who will assess a declared Declarable Interest to determine whether or not a conflict exists.
Board /Directors	The Board of Directors of Scancom PLC
Business Relationship	An association between individuals or companies entered for commercial purposes.
CEO	Chief Executive Officer
Close Associate	A close personal or Business Relationship with a friend, colleague, ex-colleague or connection.
Conflict/s of Interest	A perceived, potential or actual situation in which a direct or indirect conflict between the professional duties and private interests of an Applicable Person may result in personal bias, obligations or loyalties which unduly influence the objective exercise of that person's duties or impairs the reputation of his/her business area in relation to MTN's stakeholders and or any interest of MTN.
Declaration	A formal acknowledgement made by an Applicable Person in respect of any Declarable Interests, including those of his/her Family Members, which are to be recorded in a central Repository (Register) that is managed by the Company Secretary

<p>Declarable Interest</p>	<p>An External Financial or Economic Interest, Ownership or Personal Financial or Economic Interest held by an Applicable Person, including the following:</p> <ol style="list-style-type: none"> 1. directorship or officer of any company or other business entity; 2. dominant shareholding in any company or other business entity;
	<ol style="list-style-type: none"> 3. trusteeship or officer of a trust; 4. participation in professional bodies, fora, or activities where MTN's time and resources are being utilized; 5. other business partnerships; or 6. any other business held by or involving the Applicable Person's Family Member(s) where MTN Ghana is directly or indirectly dealing with such entity or business or 7. any other interest which may be perceived or has the potential to or actually influences the Applicable Person's duties or obligations towards MTN Ghana.
<p>EXCOM</p>	<p>Executive Committee of Scancom PLC.</p>
<p>External Financial or Economic Interests</p>	<p>Any monetary interests gained like salary or other payments for services or equity interests like shares, intellectual property rights and the like.</p>
<p>Family Member</p>	<p>A parent, spouse, child, immediate in-laws, siblings, nieces and nephews.</p>
<p>Legacy Businesses</p>	<p>MTN Mobile Money Agency Businesses or Immovable property on which MTN Ghana masts and other equipment are situated, and that have been properly declared by Applicable Persons as Declarable Interests and are owned by Applicable Persons, close associates or family members, on or before the 1st of September 2020.</p>
<p>Ownership</p>	<p>Claim, right or share of profits and losses of any monetary interest, stocks, stock options, intellectual property rights and the like.</p>

<p>Personal Financial or Economic Interest</p>	<p>A direct material interest of an Applicable Person (cash, cash equivalent, voucher, gift, service, advantage, benefit, discount, travel, hospitality, accommodation, sponsorship, other incentive, or valuable consideration, other than:</p> <ol style="list-style-type: none"> 1. an ownership interest; 2. any interest held by a person in a unit trust or collective investment scheme; 3. training, that is not exclusively available to a selected group of providers or representatives, excluding travel and accommodation associated with that training; 4. products and legal matters relating to those products;
	<ol style="list-style-type: none"> 5. general financial and industry information; or 6. specialized technical systems of a Third Party necessary for the rendering of a service.

4. REVISION HISTORY

Date	Version	Modification/ comments
June 2020	V01 2020	Adoption of Group Conflict of interest Policy in accordance with the Master Policy
February 2022	V02 2022	The Policy has been reviewed to align with the Securities and Exchange Commission Corporate Governance Code for Listed Companies (2020)

5. INTRODUCTION

- 5.1. MTN Ghana's reputation is based on integrity and trust in its business relationships, and the delivery of products and services to its customers. In safeguarding these values, MTN endeavours to uphold the highest ethical standards and ensure compliance with relevant legislation and regulatory guideline(s) in carrying out its business activities and fulfilling its obligations to MTN stakeholders.
- 5.2. The Policy arose as a safeguard against Applicable Persons having personal or business interests that have an actual or potential influence, and or may be perceived to influence, the independence and objectivity of their decision making due to associations from which they may derive a benefit.
- 5.3. Furthermore, the Policy does not seek to discourage Applicable Persons from contributing to outside activities that have a benefit to society but to provide guidance for ethical conduct in relation to their obligations to MTN Ghana in accordance with relevant statutory and regulatory framework, and international best practice.

6. PURPOSE OF THIS POLICY

- 6.1. The purpose of this Policy is to:
 - 6.1.1. ensure that the actions of all Applicable Persons are transparent;
 - 6.1.2. ensure compliance with the key principles and standards set out herein;
 - 6.1.3. provide Applicable Persons with guidance and awareness on identifying, declaring and managing a Conflict of Interest;
 - 6.1.4. protect MTN Ghana and Applicable Persons from any Conflict of Interests; and
 - 6.1.5. ensure compliance with statutory, regulatory and leading best practice requirements.

7. SCOPE AND APPLICABILITY

- 7.1. This Policy addresses MTN Ghana's position on compliance with ethical standards in respect of Conflicts of Interest.
- 7.2. This Policy applies to all Applicable Persons as defined above.

8. POLICY STATEMENTS

- 8.1. MTN Ghana recognizes that the management of Conflicts of Interest is of high importance in promoting ethical conduct. The Declaration of Conflicts of Interest is therefore essential in protecting the integrity and objectivity of MTN Ghana's decision-making process and strengthens confidence among stakeholders in MTN Ghana's business activities and its procedural and governance structures.
- 8.2. All disclosures made, and the register maintained in terms of this Policy will be treated as confidential, as the case may be, and in accordance with this Policy.
- 8.3. Any non-compliance or breach will be managed by and dealt with by the Board or management of MTN Ghana as applicable and shall be guided by the MTN Ghana Risk Escalation and Acceptance Policy and/or subject to MTN Ghana's consequence management, as documented in the MTN Master Policy.

9. KEY PRINCIPLES

The key principles below are to ensure that any perceived, potential or actual Conflicts of Interest are identified and addressed effectively.

- 9.1. The exercise of good judgment is always required by Applicable Persons and during all interactions with MTN Ghana's stakeholders. All Applicable Persons are obliged to act in the best interests of MTN Ghana.
- 9.2. Applicable Persons have a duty to utilise all the time and resources belonging to MTN Ghana for the benefit of MTN Ghana.
- 9.3. An Applicable Person must avoid Personal Financial or Economic Interests or obligations which interfere or may interfere with his/her independent exercise of judgment or which conflict or may conflict with his/her professional duties or obligations to MTN Ghana, MTN Ghana's business activities and the best interests of MTN Ghana or its Stakeholders.
- 9.4. Recusal of an Applicable Person from involvement in an affected decision-making process (e.g. procurement, recruitment etc.) should be enforced. However, care must be exercised to ensure that all affected parties to the decision have knowledge of the measures taken to protect the integrity of the decision-making process where recusal is adopted.

- 9.5. It is not permissible for an Applicable Person to:
- 9.5.1. conclude contracts or arrangements or receive or place business on behalf of MTN Ghana for his/her financial, economic or personal gain;
 - 9.5.2. use his/her position or authority to influence or make decisions that lead to any form of financial, economic or personal gain for him/herself, his/her Close Associates or Family Members;
 - 9.5.3. use his/her position to solicit investment from MTN Ghana in a business owned by him/her or his/her Close Associates or Family Members;
 - 9.5.4. use or disclose any information obtained from MTN Ghana which is not generally available to the public for personal gain for him/herself, his/her Close Associates or Family Members or for any reason other than for business purposes authorised by MTN Ghana
 - 9.5.5. source or promote any commercial activities for a third party for financial, economic or personal gain for him/herself, his/her Close Associates or Family Members;
 - 9.5.6. either for him/herself or as the agent of another person, solicit, coerce; interfere with, entice, or endeavour to entice any Employee of MTN to become employed in any business, firm, undertaking or company, directly or indirectly, in competition with the business carried on by MTN Ghana; or
 - 9.5.7. engage in any other conduct that may influence objectivity and neutrality or may be construed or identified as constituting a Conflict of Interest or is contrary to the spirit of this Policy.

10. DECLARATION OF INTERESTS

- 10.1. The purpose of a Declaration is to provide information to MTN Ghana and Stakeholders with the relevant interests of an Applicable Person in ensuring proper governance, accountability and transparency. Declarable Interests or any other interests which seem uncertain to an Applicable person but have the potential to or actually influences the judgement, deliberation or actions of an Applicable Person in his/her professional capacity, or which might be perceived by

stakeholders as such, must be declared. (Shareholding in listed companies of less than one percent (1%) would usually be excluded unless it has potential to influence judgement, deliberation or actions).

- 10.2. Each Applicable Person is required to attest whether he/she has any Declarable Interest. Where he/she has such an interest, he or she shall act in accordance with the below specified;
 - 10.2.1 It is the responsibility of the Applicable Person to ensure that his or her Declaration remains current for the duration of his/her employment and or appointment. In furtherance of this an Applicable Person is required to update his/her Declaration as and when a change occurs.
 - 10.2.2 Employees are required to complete a Declaration in respect of any Declarable Interest, subsequent to the commencement of employment and before the end of the year on an annual basis within the time frame communicated by the Company Secretary.
- 10.3. Each Applicable Person has the responsibility to submit a Declaration via the Conflict of Interest policy submission link published by the Company Secretary or via such process as may be communicated by the Company Secretary from time to time, for the declaration of interests. An Employee shall subsequently send a direct notification to their direct line manager to inform him/her about their participation in the Declaration exercise.
- 10.4. For the avoidance of doubt, the submission of a Declaration is to acknowledge that the Declaration has been submitted to the appropriate office and shall not be construed as an approval of any actual, perceived or potential Conflict of Interest.
- 10.5. Furthermore, where there has been a change of circumstances in relation to an accepted Conflict of Interest by the management of MTN Ghana, such change shall be deemed a Declarable Interest and shall be declared in accordance with this Policy.
- 10.6. Where a candidate/third party is being considered for employment, contracting, procurement sponsorships, training, development or business ventures at MTN Ghana, an employee who is a Close Associate or Family Member of the candidate must make a Declaration to this effect. An assessment is to be undertaken and, where applicable, approval shall be granted (see Clause 9).

- 10.7. Without prior written approval from MTN Ghana, no Applicable Person who is a Close Associate or Family Member of any candidate shall be permitted to be included in the interviewing and decision-making process of the candidate/third party and should recuse him/herself from such process.
- 10.8. Applicable Persons who intend to or are entering into a Business Relationship with Third Parties must declare such Declarable Interest and shall only proceed upon an assessment by the Assessment Team of the Declaration and a written approval by management of MTN Ghana.

11. ASSESSMENT OF DECLARABLE INTEREST AND MANAGEMENT OF CONFLICT OF INTEREST OTHER THAN FOR DIRECTORS

- 11.1. It is always best to avoid a Conflict of Interest situation; Applicable Persons must avoid being in Conflict of Interest situations.
- 11.2. The assessment of a declared Declarable Interest shall be done by the Assessment Team.
- 11.3. The Assessment Team shall provide directions on the management of a Conflict of Interest upon assessment, and the management of MTN Ghana shall be responsible for implementing the directions of the Assessment Team and provide progress feedback to the Assessment Team.
- 11.4. The assessment of whether a Declarable Interest constitutes a Conflict of Interest entails a consideration of the impact of the interest declared on MTN Ghana's business in general, reputation, the risk of financial loss, the risk of criminal or civil lawsuits and the potential breach of this Policy and MTN Ghana's ethical standards.

12. DECLARATION, ASSESSMENT OF DECLARABLE INTEREST AND MANAGEMENT OF CONFLICT OF INTEREST FOR DIRECTORS

- 12.1. All persons, nominated, and or being considered for appointment as Director(s) of MTN Ghana must declare any and all Declarable Interest, which declaration shall be considered by the Board before an appointment is made.
- 12.2. In addition to the disclosure in clause 10.1, a person nominated as a Director of MTN shall disclose any family relationship with a Director, majority or substantial shareholder of MTN or any of its principal subsidiaries.

- 12.3. The Board shall at a meeting convened for that purpose, consider the declarations made by the proposed candidate for appointment to the Board, and make a determination that the declarations will not influence the proposed Director in the performance his/her duties and decision making before the appointment is made.
- 12.4. The Company Secretary shall at the commencement of each year obtain from the Directors of the Company, a declaration of Directors' Interests duly signed by the Director and setting out the director's designation and extent of interest either through the Conflict of Interest policy submission link for Directors published by the Company Secretary or via such process as may be communicated by the Company Secretary from time to time.
- 12.5. A Director shall immediately declare, any significant changes in any Declarable Interest as soon as it arises.
- 12.6. All Directors shall comply with the provisions of section 153 of the Securities Industry Act and MTN's Insider Trading Policy and shall refrain from any insider trading and or dealings. In this Regard, MTN shall keep and maintain;
 - 12.6.1. A Register of Insiders which Register shall include the Directors.
 - 12.6.2. A Director shall promptly, and without fail, notify the Company of any trading in the shares of the Company notwithstanding the number of shares involved.
- 12.7. No Director shall hold the position of director in a company licensed by the Securities and Exchange Commission as a Broker/Dealer under section 109 of the Securities Industry Act.
- 12.8. Where a Director has a Declarable Interest relating to the business or agenda item of a meeting, that Director shall disclose such interest at the meeting and before the consideration of the related business or agenda item.
- 12.9. The Chairperson of the meeting shall in consultation with Directors present determine whether the declared Declarable Interest puts the Director involved in a Conflict of Interest position, and if so found that Director shall recuse himself from the discussion or decision-making process of that business or agenda item and the same shall be noted in the minutes of the meeting. Where a Director is found not to be in conflict, he or she shall carry out his or her normal duties as Director.

12.10. In considering whether the declared Declarable Interest puts a Director in a Conflict of Interest Position, the Board shall have regard to the following;

12.10.1. The nature and extent of the declared Declarable Interest; and

12.10.2. Whether a reasonable person would on the basis of the declared Declarable interest conclude that the Director would be influenced when considering matter(s) before the Board.

12.11. In the event that a Conflict of Interest situation is made out, the Board may require the Director involved;

12.11.1. To withdraw from discussions on the matter;

12.11.2. Not to receive any papers or other information on the matter; and

12.11.3. In the case of a severe Conflict of Interest situation, require the Director to resign from the Board.

12.12. This Policy applies to Directors except where excluded or particularly provided for.

12.13. Executive Directors shall be required to comply with paragraphs 10.3 and 12.3 herein.

13. LEGACY MATTERS

13.1 Persons with Legacy Businesses, as defined above, are potentially in a position of conflict of interest because of the actual or likely conflict between their professional duties as employees, and their private interests.

13.2 The Legacy Guidelines shall be read together with this Policy and any other relevant policy.

13.3 All matters concerning the management of conflicts of interest concerning Legacy Businesses shall be recorded in the Conflicts of Interest Register.

13.4 MTN Mobile Money Agency Businesses or Immovable property on which MTN Ghana masts and other equipment are situated, that have been properly declared by Applicable Persons as Declarable Interests and/or are owned by them or their close associates or family members, on or before the 1st of September 2020, shall be addressed/treated in accordance with the Legacy Guidelines Schedule, depending on the particular factors, risk rating and category defined therein.

- 13.5 Unless otherwise provided in the Legacy Guidelines and subject to any express written authority required therein, Applicable Persons are prohibited, effective 1st September 2020, from exercising any discretion, taking a decision, performing a function, or otherwise taking any action which involves;
- 13.5.1 dealing with or taking up MML agency business,
 - 13.5.2 entering into site leases with the Company.
- 13.6 For the avoidance of doubt, where there is a conflict between the Legacy Guidelines and the MTN Ghana Conflicts of Interest Policy, in relation to Legacy Businesses, the guidelines shall take precedence.

14. ROLES AND RESPONSIBILITIES

- 14.1 All Applicable persons are required to submit to the website provided any potential, perceived or actual Conflicts of Interest. Notification must be given to the First Line Management in a one up principle with a copy to the Company Secretary. The onus is on every employee to comply with this Policy. Compliance is mandatory.
- 14.2 Should any individual be uncertain as to whether they are in a conflicted situation, for example- whether the offer they wish to make or the offer which has been made to him/her, or whether a particular action or omission amounts to a Conflict of Interest, such employee shall follow the procedure as set out in A above and shall make the declaration for assessment.
- 14.3 Management in each Division in conjunction with their teams, must, on an ongoing basis, provide oversight and identify any actual, perceived or potential Conflicts of Interest which may arise within his or her area. These must be reported in accordance with this Policy.
- 14.4 The Company Secretary shall maintain and provide oversight over the Conflicts of Interest register. The Assessment Team and the Board, as the case may be, shall review the Conflicts of Interest register periodically to determine whether conflicts already identified still pose a risk to MTN or whether the mitigation strategies in place operate effectively or whether there are any new or potential conflicts that may have arisen since the last review or any continuing conflicts that have not been effectively managed as directed.
- 14.5 The Risk and Compliance Division is to disseminate a report to the Audit Committee on all interests of Applicable Persons that have been recorded as Conflicts of Interest. The report is to include recommendations regarding any measures to be implemented in respect of the management of such Conflicts of Interest.

- 14.6 The Audit Committee is responsible for reviewing the adequacy and effectiveness of MTN Ghana's systems of internal controls, relating to Conflicts of Interest, and the means through which declarations are managed.
- 14.7 The Company Secretary must on an on-going basis provide oversight and identify any actual, perceived or potential conflict of interest which may arise.

15. REFERENCE DOCUMENTS

Document Name	Publication Date	Published By
MTN Ghana Anti-Bribery and Corruption Policy	October, 2021	Internal Audit & Forensic Services
MTN Ghana Code of Conduct and Ethics	January, 2014	Risk and Compliance
MTN Ghana Master Policy	November, 2018	Risk and Compliance
MTN Ghana Gifts, Hospitality and Entertainment Policy	April, 2019	Risk and Compliance
MTN Ghana Whistleblowing Policy	February 2022	Internal Audit & Forensic Services
MTN Ghana Privacy Policy	February, 2021	Risk and Compliance
Risk Escalation and Acceptance Policy	September, 2021	Risk and Compliance
Conflict of Interest Legacy Guidelines	February 2022	Company Secretariat

ANNEXURE A

POLICY APPROVAL PROCESS

- 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.

ANNEXURE B

GENERAL DECLARATION AFTER READING THE CONFLICT OF INTEREST POLICY

I declare and confirm that I have read and understood the Conflict of Interest Policy of MTN Ghana. I hereby agree to comply with the policy.

Declared at _____ (state place of declaration) this _____day of _____,
_____(month and year).

Signature: _____

Name of Declarant: _____

ANNEXURE C

DISCLOSURE OF DECLARABLE INTERESTS

ANNEXURE C.1

Pursuant to the Conflict of Interest Policy, provide a response to the question below:

Have you had any Declarable Interest from the previous year to date?

YES

NO

If YES complete the table below:

Question	Answer
<p>What Declarable Interest can you attest to:</p> <ol style="list-style-type: none"> 1. directorship or officer of any company or other business entity; 2. dominant shareholding in any company or other business entity; 3. trusteeship or officer of a trust; 4. participation in professional bodies, forums, or activities where MTN's time and resources are being utilised; 5. other business partnerships; or 6. any other business held by or involving the Applicable Person's Family Member(s) where MTN Ghana is directly or indirectly dealing with such entity or business or 7. any other interest which may be perceived or has the potential to or actually influences the Applicable Person's duties or obligations towards MTN Ghana. 	
<p>Name of entity or venture in which employee has the Declarable Interest</p>	
<p>Provide any additional information which will be relevant to the Assessment Team in its decision</p>	

ANNEXURE C.2

Pursuant to clause 5.2 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date, have you had any personal or business interests that have actually influenced, or have the potential to influence or may be perceived to influence the independence and objectivity of your decision-making due to associations from which you may derive a benefit?

YES

NO

If YES, complete the table below:

Question	Answer
Describe the nature of the personal or business interest.	
State the corporate or business name of such business interest, if applicable.	
Specify which decisions have been affected by this conflict of interest.	
Describe how the personal or business interests have actually influenced, potentially influenced or may have been perceived to influence your decision-making independence and objectivity.	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.3

Pursuant to clause 9.3 of the Conflict of Interest Policy, provide a response to the question below:

Have you from the previous year to date undertaken any Personal Financial Interests which conflict or may conflict with your professional duties or obligations to MTN Ghana, MTN Ghana’s business activities, and the best interests of MTN Ghana or its Stakeholders?

YES

NO

If YES, complete the table below:

Question	Answer
Describe the nature of such Personal Financial Interests.	
State the value of the Personal Financial Interest.	
Specify which of your professional duties or obligations have been affected by the conflict.	
State which of MTN Ghana’s business activities, and best interests were affected by the conflict.	
Describe the way such Personal Financial Interests conflict or may conflict with your professional duties or obligations to MTN Ghana, MTN Ghana’s business activities, and the best interests of MTN Ghana or its Stakeholders.	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.4

Pursuant to clause 9.5.1 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date, have you concluded any contracts or arrangements or received or placed business on behalf of MTN Ghana for your financial or personal gain, or for the gain of a Family Member or Close Associate?

YES

NO

If YES, complete the table below:

Question	Answer
Describe the nature of the contracts or arrangements, also indicating where such contracts were placed or were received by MTN Ghana.	
State the value and the nature of the financial or personal gain received from contracts or arrangements.	
State the corporate or business names of the other parties involved in the contracts or arrangements.	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.5

Pursuant to clause 9.5.2 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date, have you by virtue of your position or authority at MTN influenced or made decisions that led to any form of financial or personal gain for yourself, Close Associates or Family Members?

YES

NO

If YES, complete the table below:

Question	Answer
Describe the nature of the influence of the decision.	
Describe the nature of financial or personal gain received by you as a result of using your position or authority to influence in MTN.	
Describe the nature of financial or personal gain received by the Close Associate or Family Member as a result of using your position or authority to influence in MTN.	
State the name of the person or entity from whom the financial or personal gain was received.	
Describe how you used your position or authority to influence and make decisions for the personal or business gain yourself, Close Associates or Family Members.	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.6

Pursuant to clause 9.5.3 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date, have you by virtue of your position at MTN solicited for investment by MTN Ghana in a business owned by you, your Close Associates or Family Members?

YES

NO

If YES, complete the table below:

Question	Answer
State the value of the solicited investment.	
State the name of business owned by you, which solicited the investment.	
Describe the nature of the soliciting business owned by you your Close Associates or Family Members.	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.7

Pursuant to clause 9.5.4 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date, have you used or disclosed any information obtained from MTN Ghana, which is not generally available to the public, for any gain for yourself, your Close Associates or Family Members or for any reason other than for business purposes authorised by MTN Ghana?

YES

NO

If YES, complete the table below:

Question	Answer
Describe the information that was used or disclosed without proper authorisation.	
State the value or describe nature of personal gain or your Close Associates or Family Members for yourself from using or disclosing this information.	
Describe how the information was used or disclosed.	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.8

Pursuant to clause 9.5.5 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date have you sourced or promoted any commercial activities for a third-party for any gain for yourself, your Close Associates or Family Members?

YES

NO

If YES complete the table below:

Question	Answer
Describe the nature of the commercial activities involved.	
State the value of the sourced or promoted commercial activities.	
State the corporate or business names of the third-parties involved in the commercial activities.	
Describe the details of financial or personal gain for yourself or Close Associates or Family Members from the commercial activities.	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.9

Pursuant to clause 9.5.6 of the Conflict of Interest Policy, provide a response to the Question below:

From the previous year to date have you, either for yourself or as the agent of another person, solicited, coerced, interfered with, enticed, or endeavoured to entice any Employee of MTN to become employed in any business, firm, undertaking or company, directly or indirectly, in competition with the business carried on by MTN Ghana?

YES

NO

If YES, complete the table below:

Question	Answer
Provide the name(s) of employee(s) whom you solicited, coerced, interfered with, enticed, or endeavoured to entice into competitive business.	
State the name of the business, firm, undertaking or company that was, directly or indirectly, in competition with MTN.	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.10

Pursuant to clause 9.5.7 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date, have you engaged in any conduct that may be construed or identified as constituting a Conflict of Interest or is contrary to the spirit of this Policy?

YES

NO

If YES, complete the table below:

Question	Answer
Provide details of such conduct which may be considered a Conflict of Interest or is contrary to the spirit of this Policy?	
Explain your motivation for pursuing such conduct.	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.11

Pursuant to clause 10.1 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date, have you had, or are you aware of any Declarable Interests or any other interests that have the potential to, or actually influence your judgement, deliberation or actions as an Applicable Person in your professional capacity, or which might be perceived by stakeholders as such?

YES

NO

If YES, complete the table below:

Question	Answer
Describe the nature of the Declarable Interest.	
Explain how these Declarable Interests have the potential to or actually influence your judgement, deliberation or actions as an Applicable Person in your professional capacity, or which might be perceived by stakeholders as such?	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.12

Pursuant to clause 10.6 of the Conflict of Interest Policy, provide a response to the question below:

Are you a director in any company which is a or dealer or broker within the meaning of the Security Industry Act, 2016 (Act 929)?

From the previous year to date, has any Close Associate or Family member of yours been considered for employment, contracting, procurement sponsorships, training, development or business ventures at MTN Ghana?

YES

NO

If YES complete the table below:

Question	Answer
Were you part of the decision making process?	
Did you recuse yourself?	
Was the Close Associate or Family member successful in securing employment, contracting, procurement sponsorships, training, development or business ventures with MTN Ghana?	
Provide any additional information which will be relevant to the Assessment Team in its decision.	

ANNEXURE C.13

Pursuant to clause 10.8 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date have you or do you intend to enter into any Business Relationship with Third Parties?

YES

NO

If YES, complete the table below:

Question	Answer
Describe the nature and details of such business relationship.	
Provide the names of the Third Parties with whom you intend to enter such business relationships.	
Provide any additional information which will be relevant to the Assessment Team in its decision making.	

ANNEXURE C.14

Pursuant to clause 14.2 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date, have you been or are you uncertain as to whether you are in a conflicted situation, for example - whether an offer made or to be made to you, or whether a particular action or omission amounts to a Conflict of Interest?

YES

NO

If YES, complete the table below:

Question	Answer
Describe the nature and details of the situation.	
Provide any additional information which will be relevant to the Assessment Team in its decision making.	

ANNEXURE C.15

Pursuant to clause 14.3 of the Conflict of Interest Policy, provide a response to the question below:

From the previous year to date, have you become aware of any actual, perceived or potential Conflicts of Interest arising within your department, division or in the Company?

YES

NO

If YES complete the table below:

Question	Answer
State the name(s) of the employee(s) involved.	
Describe the nature and all relevant details of such Conflict of Interest.	
Provide any additional information which will be relevant to the Assessment Team in its decision making.	

ANNEXURE C.16

Pursuant to the Conflict of Interest Policy provide a response to the question below:

Do you or a family member or close associate own and/or operate a mobile money Agent Business.

YES

NO

If YES complete the table below:

Question	Answer
How many Mobile Money Agent Business do you operate?	
How many Mobile Money Agent Business do your Family Members or Close Associates operate	
Have you used your position or confidential corporate information to achieve a financial benefit for yourself while operating the Mobile Money Agent Business	
Have you used your position or confidential corporate information to achieve a financial benefit for your Family Members or Close Associates while they operate the Mobile Money Agent Business	
Provide any additional information which will be relevant to the Assessment Team in its decision making.	

**ANNEXURE C.17
(ADDITIONAL FORM FOR DIRECTORS)**

Pursuant to the Conflict of Interest Policy provide a response to the questions below:

Are you a director in any company which is a dealer or broker within the meaning of the Security Industry Act, 2016 (Act 929)?

YES

NO

If YES complete the table below:

State the name of the said dealer or dealer company.	
State when you were appointed as a Director in the said dealer or dealer company.	

Have you in the previous year to date traded in the shares of MTN Ghana?

YES

NO

If YES complete the table below:

State the nature of the trading.	
State the number of shares traded.	
State the name of the buyer or seller involved in the said trading.	
State the date of the said trading.	

Do you have any family relations with any director or substantial shareholder of MTN Ghana?

YES

NO

If YES complete the table below:

State the name of the director or substantial shareholder.	
State the nature of the relationship.	

Nature of Interest	Particulars

ANNEXURE C.18

OTHER CONFLICT OF INTEREST

Are there any other interests, activities, investments or involvements that you think might be relevant for full disclosure of all actual, apparent or potential conflicts of interest

YES

NO

If YES provide details in the table below:

ANNEXURE C.19

FINAL DECLARATION

I solemnly and faithfully declare that all information given by me in respect this Conflict of interest submission is true, complete and accurate to the best of my knowledge, and that no other situation of real, potential or apparent conflict of interest is known to me. I undertake to inform MTN Ghana through the Company Secretary of any change in these circumstances.

Declared at _____ (state place of declaration) this _____ day of
_____, _____ (month and year).

Signature: _____

Name of Declarant: _____