



Anti-bribery and corruption policy

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Purpose statement

MTG is committed to acting professionally, fairly and with integrity in all of its business dealings and stakeholder relationships, and respects the laws aimed at counteracting bribery and corruption in every territory in which it operates. In this context, MTG does not tolerate any form of brib-

ery, corruption or inducement to act improperly, whether direct or indirect, by or of its employees, suppliers, customers, partners, agents, or consultants or any persons or companies acting for or on its behalf, and MTG has procedures and policies in place in order to prevent such activity.

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Responsibility and implementation

2.1 This Policy applies to all employees (whether permanent, fixed-term or temporary), consultants, contractors, seconded staff, casual workers and agency staff, volunteers, interns, agents, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as 'Workers').

2.2 It is the responsibility of each of us to ensure that we comply with these standards in our daily working lives. This policy sets out a single stand-

ard that all Workers must comply with, regardless of whether local law or practices might permit something to the contrary.

2.3 MTG's Anti-corruption Officer (hereafter 'AB&C Officer') has primary and day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and complete the relevant training.

2.4 These policies have been designed to comply with legislation governing bribery and corruption on a global basis;

however the law may vary depending on which country you are located in. When in doubt as to its application you should seek local guidance on specific issues.

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What is a bribe?

3.1 The legal definition of Bribery and Corruption may vary depending on which country you are in, however the fundamental principles apply universally:

3.2 A bribe is an inducement or reward offered for the purpose of improperly obtaining or retaining some form of advantage or value.

3.3 Typically in most countries there are four offences.

i. Three relate to you as an employee:

Giving a Bribe;
Accepting a Bribe; and
Specifically Bribing a Public Official.

ii. And one relates to MTG's duty as an employer, and that is:

d) Failure to prevent a Bribe.

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What constitutes a reward/bribe?

4.1 It is important to note that a Bribe is not just the giving of a cash payment. Bribes can take many forms: a gift, an advantage, support for a campaign or organisation, or potentially anything which can be deemed of value to a person or organisation.

4.2 Whilst it is impossible to give a definitive list, most of the time common sense should be able to tell you what constitutes a Bribe. However, to help you some of the more common types are listed below:

- lavish/ excessive gifts, entertainment or hospitality given the circumstances (e.g. iphones/ laptops/ designer bags or other high value ticket items);

- unwarranted rebates or excessive commissions over and above those which you would normally expect to pay in such a transaction (e.g. to sales agents or marketing agents);
- unwarranted allowances or expenses (e.g. sending the 'customer' on unnecessary 5* trips, or giving them excessive cash allowances); and
- Political/Charitable contributions on behalf of third party organisations.

4.3 If the gift/ hospitality does not fall easily into one of the above categories and you are still unsure whether it may be construed as a bribe then you should consider the overall nature of the transaction/ dealings and your relationship to the third party then ask yourself:

i. Is the benefit I am giving or

receiving reasonable and justified in the circumstances?

ii. If I had to disclose these to my line manager or if they were leaked to the media then these would not embarrass either MTG or me?

If the answer to both these questions is clearly no then this may indicate that these would be acceptable.

4.4 If you are still unsure then you should discuss with your line manager or contact MTG's AB&C officer for further advice (see contact details below).

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Public sector

5.1 Although this policy applies to both public and private sectors, dealing with public officials poses a particularly high risk in relation to bribery due to

“It is important to note that a Bribe is not just the giving of a cash payment”

the strict rules and regulations in many countries. As such there are specific limits in relation to Gifts & Hospitality when dealing with public officials (see further Appendix 1).

5.2 Public officials include those in government departments, but also employees of government owned or controlled commercial enterprises, international organisations, political parties and political candidates. The provision of money or anything else of value to any public official for the purpose of influencing them in their official capacity is prohibited. And in some instances even gifts or hospitality in order to encourage them to perform their official duties may constitute a bribe.

5.3 In addition, many public officials have their own rules regarding the acceptance of gifts and hospitality, etc, and we must be careful to respect these rules where applicable.

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Gifts and hospitality

6.1 MTG does not prohibit normal and appropriate hospitality (given and received), as long as it is reasonable and justified in the circumstances.

6.2 However, MTG does want to ensure that its employees are

protected from any allegation that it has acted improperly or attempted to bribe a third party. As such, an MTG Worker giving or receiving a gift or hospitality should not allow a position to be reached whereby its acceptance might be perceived by others to have influenced a decision improperly or lead to allegations of a conflict of interest.

6.3 Furthermore they should ensure that in the relevant circumstances they have their line manager's permission and have declared if necessary on the gifts & hospitality register (see further Appendix 1 for approval and reporting requirements).

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Gifts and hospitality registration

7.1 All MTG employees must declare and make a record of all applicable hospitality and gifts offered and received in accordance with the boundaries as prescribed in Appendix 1. This states the level at which gifts and hospitality should be reported and the approval requirements for both giving and acceptance. All relevant entries should be made on the online register monthly (Registered linked here: <http://giftregister.mtg.se> within one calendar month of occurrence, which

is then subject to managerial review.

7.2 Gifts and hospitality which are being arranged or given by MTG over the value of €500 need to be approved using the Gifts and Hospitality Approval Process (see further information at Hive) which requires both EVP approval and that of the AB&C Officer and General Counsel.

8

Record Keeping

8.1 MTG and its employees must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

9

Facilitation Payment

9.1 Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are customary business practice in many countries and the eradication of such payments is a long term objective. Despite this, MTG do not make, and will not accept, facilitation payments.

9.2 It is not acceptable, and it may be illegal in certain jurisdictions for you (or someone on your behalf) to make a payment, or give a gift or hospitality to a government official, agent or representative to “facilitate” or speed up a routine procedure.

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Political Donations

10.1 MTG does not participate in party politics or make contributions to political party funds or candidates.

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Intermediaries

11.1 MTG may be prosecuted for any bribery by its agents, intermediaries and other third parties in connection with MTG business. Accordingly, the above restrictions apply equally in the case that third parties are involved and such activity should not take place through third parties. Workers must always be diligent in appointing and monitoring contractors, agents, business partners and other third parties who act on behalf of MTG to ensure that any payments made can clearly be linked to services or goods lawfully provided by the third party.

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Your Responsibilities

12.1 You must ensure that you read, understand and comply with this Policy and complete the relevant training when requested by MTG within the required timeframe.

12.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this Policy. This shall include threatening or retaliating against another worker who has refused to commit a bribery offence or who has raised concerns under this Policy.

12.3 You must notify your manager as soon as possible if you believe or suspect that a conflict with this Policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business.

12.4 Any worker who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct.

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How to raise a concern

13.1 You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, then these should be raised in the first instance with your line manager or if not then MTG’s AB&C Officer (see further information below). If you do not feel comfortable raising these issues through the usual reporting lines then you may use SpeakUp our Confidential Reporting System operated by InTouch, details of which can be found on Hive, where you can raise concerns anonymously if you wish to do so. [Insert link to WB policy and Confidential Reporting System].

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Further information

14.1 If you have any questions in relation to this Policy or MTG’s Gift and Hospitality guidelines or if you have received a gift or offer of hospitality and are unsure what action to take, please contact the AB&C Officer at [**moderncompliance@mtg.com**](mailto:moderncompliance@mtg.com).

Appendix A:

Gifts and Hospitality Guidance

Whilst modest gifts and hospitality are an accepted courtesy of a business relationship, an MTG worker giving or receiving a gift or hospitality should not allow a position to be reached whereby its acceptance might be deemed by others to have improperly influenced a decision or lead to allegations of conflict of interest.

Contained in this Appendix is an overview of the rules surrounding what you can give and receive, the required approvals for doing so and reporting requirements which are necessary for our online Gifts & Hospitality register:

For information on the above see as follows:

The Giving of Gifts	Table 1.1
The Giving of Hospitality	Table 1.2
The Receiving of Gifts & Hospitality	Table 1.3
Reporting Requirements for the Gifts	Table 1.4

For the purposes of registration of gift and hospitality please note that the gifts should be considered in the aggregate across a 30 day period, so if the same person over the preceding 30 days gives you multiple smaller value gifts e.g. 3 meals at €40 then this can be reported in one entry at the value of €120, but should contain details of all three meals.

Please find below a guide of the approval levels and reporting requirements for the giving of gifts or hospitality by MTG employees. These are for guide purposes and in all cases if there is a suspicion that the giving or gifts may be construed as an attempt to bribe then you should not proceed and contact the AB&C officer for further guidance.

1.1 The Giving of Gifts

Value (per person)	Public Sector	Private Sector
Below €10	<p>No reporting requirements under the gifts & hospitality Register</p> <p>Approval at managers discretion, though please ensure you adhere to local expenses procedures.</p>	<p>No reporting requirements under the gifts & hospitality Register</p> <p>Approval at managers discretion, though please ensure you adhere to local expenses procedures</p>
€10 - €30	<p>No gifts to be provided beyond the€10 value without Line Manager permission and the Pre-approval from the AB&C officer.</p>	<p>Gifts may be given provided they are reasonable and proportionate in the circumstances, and there is:</p> <ul style="list-style-type: none"> • Prior approval from your line manager.
€30+	<p>No gifts to be provided beyond the€10 value without Line Manager permission and the Pre-approval from the AB&C officer & General Counsel.</p>	<p>Gifts may be given provided they are reasonable and proportionate in the circumstances, and there is:</p> <ul style="list-style-type: none"> • Prior approval from your line manager and the AB&C Officer. • It is recorded in the Gifts and Hospitality Register.



Table 1.2 - The Giving of Hospitality

Please find below a guide of the approval levels and reporting requirements for the giving of hospitality by MTG employees. These are for guide purposes and in all cases if there is a suspicion that

the giving or gifts may be construed as an attempt to bribe then you should not proceed and contact the AB&C officer for further guidance.

Value	Public Sector	Private Sector
Below €10	<p>No reporting requirements under the gifts & hospitality Register</p> <p>Approval at managers discretion, though please ensure you adhere to local expenses procedures.</p>	<p>No reporting requirements under the gifts & hospitality Register</p> <p>Approval at managers discretion, though please ensure you adhere to local expenses procedures.</p>
€10 - €70	<p>Hospitality may be given provided it is reasonable and proportionate in the circumstances, and there is prior approval from your line manager.</p>	<p>Hospitality may be given provided it is reasonable and proportionate in the circumstances, and there is prior approval from your line manager.</p>
€70 - €200	<p>Hospitality may be given provided it is reasonable and proportionate in the circumstances, and there is:</p> <ul style="list-style-type: none"> • Prior approval from the relevant EVP and MTG's AB&C officer. • It is recorded in the Gifts and Hospitality Register. 	<p>Hospitality may be given provided it is reasonable and proportionate in the circumstances, and there is:</p> <ul style="list-style-type: none"> • Prior approval from your line manager. • It is recorded in the Gifts and Hospitality Register.
€200-500	<p>Hospitality may be given provided it is reasonable and proportionate in the circumstances, and there is:</p> <ul style="list-style-type: none"> • Prior approval from the relevant EVP and MTG's AB&C Officer. • It is recorded in the Gifts and Hospitality Register. • Where possible written approval from the recipients line manager 	<p>Hospitality may be given provided it is reasonable and proportionate in the circumstances, and there is:</p> <ul style="list-style-type: none"> • Prior approval from your line manager. • It is recorded in the Gifts and Hospitality Register. • Where possible written approval from the recipients line manager.
€500+	<p>Gifts and hospitality offered by MTG employees of over €500 need to be approved using the Gifts and Hospitality Approval Form found on Hive which requires both EVP approval and that of the AB&C Officer and General Counsel.</p> <p>Written approval will be required from the recipient's line manager.</p>	<p>Gifts and hospitality offered by MTG employees of over €500 need to be approved using the Gifts and Hospitality Approval Form found on Hive which requires both EVP approval and that of the AB&C Officer and General Counsel.</p> <p>Written approval will be required from the recipient's line manager.</p>

Table 1.3. Receiving Gifts and Hospitality

Public Sector & Private Sector	
Gifts	You should not keep any gift above €30 euros without the prior permission of the AB&C Officer. If any gifts above this value are received, they shall be recorded in the Gifts and Hospitality Register and should usually be sent back or donated to staff raffle via your local Modern Responsibility representative within the relevant MTG Company.
Hospitality	<p>You should not accept any hospitality over the value of €10 without approval from your line manager. Approval will not be given where your manager considers that the hospitality has been offered to you by a supplier or organisation, with the intention of improperly obtaining or retaining MTG's business or a business advantage for that supplier or organisation.</p> <p>Details of all hospitality over the value of €70 received by you shall be recorded in the Gifts and Hospitality Register.</p>

1.4. Reporting Requirements for the Gifts and Hospitality Register

Once per calendar month, you must enter in the Gift and Hospitality Register:

- a)** Details of all gifts received by you above the value of €30, and confirmation as to whether they have been kept (with AB&C Officer Approval), donated to your Modern Responsibility representative or returned.
- b)** Details of all gifts provided by you above the value of €30, and confirmation that you have prior

approval from your line manager and the Anti-corruption Officer when €200 and above.

- c)** Details of all hospitality provided and received by you and confirmation that you have prior approval from your line manager (€70 and above) and the Anti-corruption Officer and the line manager of the person receiving the hospitality (€500 and above). The report will be sent to your line manager for approval.