



Anti-Bribery & Corruption Group Policy

Document Owner	General Counsel
Approval	MTG Board of Directors
Date Last Approved	[YY-MM-DD]
Effective From Date	[YY-MM-DD]
Date of Next Review	[Month, Year]
Access Level	Restricted
Version	0.1

Anti-Bribery & Corruption Group Policy

1. Purpose

The main purpose of this Group Policy is to ensure that a zero tolerance approach to bribery and corruption presented in the Code of Conduct is applied throughout the the MTG Group (the “**Group**”). This Group Policy also aims to provide employees with guidance on how to handle various situations relating to bribery and corruption issues.

2. Target Group

This Group Policy applies to all employees of subsidiaries and entities in which MTG exercises decisive control.

3. Principles

3.1. Introduction

MTG does not tolerate any form of bribery and corruption, and we work diligently to prevent any kind of corruption, bribery and unlawful misbehaviour in our company. Failure to comply with anti-corruption laws and regulations can have very serious consequences both for MTG and for the individuals concerned. MTG’s employees must therefore take great care to exercise good judgement at all times, and should never put themselves or others into a position that may violate this Policy or applicable anti-corruption rules. Never compromise on ethics when doing business.

This Group Policy do not address every situation you may encounter in your daily work. If in doubt, you are strongly encouraged to seek advice from your local legal counsel or [***] [**Note: Contact person at MTG and contact details to be confirmed.**].

3.2. Bribery

Bribery occurs when a person offers or gives (or asks for, accepts or receives) something of value in order to influence a transaction or a decision improperly. All actions of this type are illegal.

A typical example of a bribe is when a supplier offers money or other forms of payment to a company employee in order to gain business from that company. Another typical example is offering gifts or entertainment to an employee with the intention of unduly influencing him/her to take a particular action. However, a bribe or improper advantage can take many forms, including paid expenses, loans, discounts, personal benefits, accommodation, support for a campaign or potentially anything that can be deemed of value to a person or organisation.

What is “improper” will vary between circumstances. If you intend to influence a person, even a small gift could be regarded as improper. However, intention to influence is not the only thing to bear in mind. You must look at the situation as a whole and consider factors such as the size of the advantage, the relationship between the parties involved, the frequency of the gift or benefit, and whether it is given in a transparent manner.

If you are still unsure whether it may be a bribe, ask yourself:

- Is the gift or benefit I am giving or receiving reasonable and justified in the circumstances?

- If I had to disclose these activities to my line manager, or if they were leaked to the media, would they embarrass either MTG or me?

If you are still unsure, discuss with your line manager or local legal department, or contact [***] [**Note: Contact person at MTG and contact details to be confirmed.**].

3.3. Gifts

The Group does not prohibit business gifts in general. Our position is that business gifts should be gestures of goodwill, never rewards for doing business with us. Gifts of limited nominal value or company branded products are allowed as long as they are reasonable and justifiable. It should be obvious that the gift will not influence the receiver in his/her decision-making. Furthermore, all employees giving or receiving a gift should ensure that they have their line manager's permission, or other approvals in accordance with the thresholds and limits prescribed in [**Note: Local register and guidelines to be confirmed.**].

Unacceptable gifts. It should be emphasized that some gifts are excluded simply by their nature:

- Gifts in the form of cash/cash equivalent vouchers or gift certificates
- Expensive items such as iPads, iPhones, jewellery and other luxury items
- Gifts that create dependence between those involved, such as loans or personal services
- Entertainment of a sexual or similarly inappropriate nature.

3.4. Hospitality

The Group does not prohibit normal and appropriate hospitality (whether given or received), as long as it is reasonable and justified in the circumstances. Social gatherings with business partners, such as meals, sporting or cultural events, can be a legitimate part of our business and of building business relations between companies. But using entertainment or an event to influence a decision or to gain an unfair advantage, or using inappropriate entertainment or events in general, is not allowed.

As a general rule, you are allowed to arrange or attend events or business trips provided that there is a legitimate business reason, that the business partner is present, and that the costs and duration are kept within reasonable limits and in line with normal standards. The hospitality should be given/accepted openly and be an act of hospitality between companies (not between persons).

Be cautious with the following types of arrangements:

- Hospitality that includes partners/spouses and other family members
- Invitations that do not have a real business agenda
- Hospitality that is not transparent and could be perceived by others as intended to influence business decisions
- Hospitality during ongoing contractual negotiations
- Hospitality offered for something in return
- Hospitality offered to public officials.

To ensure that our employees are protected from allegations of improper conduct or of attempts to bribe a third party, all employees giving or receiving hospitality are required to obtain necessary internal approvals in accordance with the boundaries prescribed in [**Note: Local register and guidelines to be confirmed.**].

3.5. Facilitation payments

Facilitation payments are typically small amounts paid unofficially to public officials to secure or expedite a routine action or process such as the issuing of a visa, permit or license. Lawful payments to a government agency are not facilitation payments. The Group does not make facilitation payments.

In addition, it is illegal in most countries to make such payments, which means that the individual involved risks prosecution and punishment.

3.6. Public sector

It is particularly important to be aware of bribery issues when dealing with public officials (including employees of government-owned or -controlled commercial enterprises and international organisations), since many countries have rules and regulations strictly prohibiting bribery in this context. Our requirements to record hospitality and gifts offered and received are therefore even stricter for the public sector than for the private sector. Many public officials are also subject to their own strict rules about what they may receive, and we must be careful to respect these rules where applicable.

3.7. Political donations and charitable contributions

The Group does not participate in party politics and does not make political donations or charitable contributions that could be interpreted as a substitute for political payments.

3.8. Business partners

The Group does business with consultants and other business representatives, and we can be held liable for bribery or any other corrupt activities by these partners. It is therefore important that our partners are carefully selected and the integrity of the partner is verified in order to mitigate corruption risks. Our business partners shall conduct their businesses according to the principles outlined in this Group Policy.

All business partners must be appointed and compensated pursuant to a written contract. The compensation must be reasonable and any unusual payment shall be avoided. This also means that all payments must be properly documented and accounted for, so that such payments are clearly linked to services or goods lawfully provided by the partner.

3.9. Conflicts of interest

All business decisions should be taken independently of private interests or loyalties.

A conflict of interest arises when an employee attempts to influence the outcome of a decision for personal gain. An external engagement can also negatively influence an employee's ability to fulfil his/her duties in relation to the Group. There are many possible scenarios that can create a conflict of interest, such as maintaining external directorships or significant shareholdings in suppliers, customers or competitors; employing family members or friends; or using a supplier in which a relative or close friend has a significant role or financial interest.

Employees must avoid any relationship, activity, ownership interest or similar arrangement (including acceptance of gifts or hospitality) that could reasonably create i.) a conflict with the interests of the Group; or ii.) influence their professional judgment in the performance of their duties at the Group.

Employees should inform their manager of any potential conflicts involving themselves or others, and when in doubt should seek advice from their line manager, local legal department or [***] [**Note: Contact person at MTG and contact details to be confirmed.**].

4. Roles and Responsibilities

- The MTG General Counsel is the document owner of this Group Policy and is responsible for its content. He/she is also responsible for maintaining and updating this Group Policy, and for ensuring that it is properly published and enforced.
- [Local CEOs are responsible for communicating and implementing this Group Policy, and for ensuring that all employees within his/her area of responsibility are familiar with and follow this Group Policy.] [**Note: Roll-out and responsibility to be confirmed.**]
- All employees are individually responsible for reading, understanding and following this Group Policy when it applies to their area of work responsibility. Each employee is encouraged to raise concerns about actual or possible violations of this Group Policy to his/her line manager, local legal department or [***] [**Note: Contact person at MTG and contact details to be confirmed.**] or through the whistle-blower procedure available on [***].

5. References

- Whistleblower Policy, [\[link\]](#)

6. Document History and Change Information

For more details of this Group Policy's document history and change information, see Appendix 1.