

Code of Conduct

bharti

Letter from the Chairman

Dear Colleagues

We have come a long way at Bharti. We have grown and developed ourselves at a dazzling speed; from a small company manufacturing bicycle parts to a conglomerate that owns one of the world's leading integrated telecom services providers, that has close partnerships with many global companies of repute and that offers products and services that make a significant difference to people's everyday lives.

It has always been my conviction that ethics and appropriate conduct are prerequisites for success, irrespective of the field of business in which one is engaged, or the country in which one operates.

At Bharti, we have embraced this philosophy from our earliest days. We have lived by strong values of respect for customers, colleagues and business partners. As we keep growing and expanding, also globally, it is imperative that we all share the same understanding of what is considered good conduct. The Bharti Code of Conduct has been drawn up to provide this understanding.

By adhering to the principles laid down in the Code of Conduct, you will help ensure that we continue to build a workplace culture that fully reflects the Bharti Values. A culture of trust, mutual respect and personal growth for all. In such a culture, there is no room for improper conduct or unethical behaviour. I have established the Office of the Ombudsperson to create a neutral and confidential forum, where you can share concerns or obtain clarification about dilemmas that you may encounter in your day-to-day work. I encourage you to use the services of this office because it is better to ask in advance, than to stray and have to face the potentially severe consequences of improper behaviour.

A great company culture is not built by Management alone. It is built by all of us together. By accepting and adhering to the Code of Conduct, we will build an unshakable foundation for a Company that can withstand any challenge.

I count on you-you can count on me.



Sunil Bharti Mittal

Code of Conduct - an Overview

- ▼ Introduction
- ▼ Work-place conduct
- ▼ Dealing with outside parties
- ▼ Protecting company assets
- ▼ Community responsibility
- ▼ Administration of the code
- ▼ Code clarifications

Bharti Values

- ▼ **Empowerment**
We respect the opinions and decisions of others. We encourage and back people to do their best
- ▼ **Flexibility**
We are ever willing to learn and adapt to the environment, our partners and the customer's evolving needs
- ▼ **Entrepreneurship**
We always strive to change the status quo. We innovate with new ideas and energize with a strong passion and entrepreneurial spirit
- ▼ **Transparency**
We believe we must work with honesty, trust and the innate desire to do good
- ▼ **Impact**
We are driven by the desire to create a meaningful difference in society

Our responsibilities - Employees

- ▼ AS AN EMPLOYEE OF THE BHARTI GROUP, IT IS OUR RESPONSIBILITY TO:
 - ▼ Learn and understand the elements of the Code
 - ▼ Comply with the Code and associated policies and guidelines
 - ▼ Seek clarifications and assistance when in doubt
 - ▼ Promptly report known/suspected violations
 - ▼ Co-operate in investigations pertaining to Code violations
- ▼ Failure to comply with the Code is a misconduct and may lead to termination of employment!

Our responsibilities - Management

- ▼ AS MANAGEMENT OF BHARTI, OUR RESPONSIBILITIES GO BEYOND THOSE WE HAVE AS AN EMPLOYEE, AND INCLUDE:
 - ▼ Building and maintaining a culture of compliance
 - ▼ Preventing and detecting problems and issues of compliance
 - ▼ Responding expeditiously to issues as they emerge (investigate/resolve)
 - ▼ Following communication and reporting guidelines

Our responsibilities - Business Associates

- ▼ WE EXPECT BUSINESS ASSOCIATES OF THE BHARTI GROUP, INCLUDING:
 - ▼ Suppliers and Contractors
 - ▼ Service Providers
 - ▼ Channel Partners and their employees, to conduct business in a legal and ethical manner with high integrity, in line with the Code
- ▼ We will train employees of Business Associates who represent the face of Bharti, on the relevant aspects of the Code

Workplace Conduct

- ▼ Personal conduct
- ▼ Employee relations
- ▼ Fair employment practices
- ▼ Harassment-free workplace

Personal Conduct

OBJECTIVE

- ▼ To imbibe and practise the Code in letter and spirit through personal conduct
- ▼ To be a good corporate citizen

DOs

- ▼ Be aware of the laws, regulations, policies and procedures required in the performance of your duties
- ▼ Seek clarifications from your legal counsel whenever required. Be vigilant of instances of non-compliance and take appropriate action

CODE

- ▼ ALL EMPLOYEES HAVE A DUTY TO:
 - ▼ Embody and model ethical behaviour
 - ▼ Lead by example
 - ▼ Refer to the Code when in a dilemma
 - ▼ Discuss the Code periodically with staff

DON'Ts

- ▼ Don't compromise on the Code-no matter how high the business stakes
- ▼ Don't ask others to violate the Code
- ▼ Don't penalise / retaliate against those who report a violation of the Code

IT'S NOT WORTH IT!

Personal Relations

OBJECTIVE

- ▼ Provide a working environment and atmosphere that promotes harmony and achievement of mutual objectives
- ▼ Employees are expected to work with defined goals and standards of performance in an environment which is conducive to productivity and teamwork

CODE

- ▼ Relationship with subordinates and peers should be exemplary
- ▼ Relationship with supervisors should be that of mutual respect and trust
- ▼ The highest standards of dignity, decency, fairness and integrity should be maintained at all times

DOs

- ▼ Communicate openly and honestly
- ▼ Listen to your subordinate's viewpoint and encourage creative and innovative thinking
- ▼ Provide timely suggestions for performance improvement

DON'Ts

- ▼ Don't create misunderstanding through lack of communication or through miscommunication with your colleagues

Fair Employment Practices

OBJECTIVE

- ▼ Ensure diversity in the workplace
- ▼ Provide equal opportunity and fair treatment to all employees
- ▼ Provide an inclusive culture and work environment where every employee has the same opportunity to reach their full potential

DOs

- ▼ All decisions pertaining to:
 - ▼ Recruitment, hiring and training
 - ▼ Promotions, pay and benefits
 - ▼ Transfers and dismissals
- ▼ should be objective and based on employees - qualifications, accomplishments, experience and merit

CODE

- ▼ WE WILL:
 - ▼ Embrace the strengths of our differences
 - ▼ Provide equal access to opportunity
 - ▼ Treat each other with respect and dignity
 - ▼ Foster sensitive and open communication
- ▼ Measure performance of employees only on the basis of their contribution towards organisational objectives

DON'Ts

- ▼ Don't discriminate on the basis of gender, colour, caste, race, religion, disability, ethnicity, marital or family status, national origin, or any other characteristic having no bearing on job performance

Harassment-free workplace

OBJECTIVE

- ▼ To provide a consistent standard of protection from threats, harassment and discrimination or other intimidating behaviours
- ▼ To achieve a harassment-free workplace

CODE

The following behaviour is expressly forbidden:

- ▼ **Unwelcome conduct**, whether verbal, physical or visual. We do not tolerate any threats of harm - either direct or indirect - or any conduct that harasses, disrupts or interferes with another employee's work or performance, or creates an intimidating, hostile work environment
- ▼ **Sexual harassment**, is understood to be: unwelcome sexually determined behaviour by any person, either individually or in association with other persons, or by any person in authority, whether directly or by implication

DOs

- ▼ Read the policy to deal with and prevent Sexual Harassment
- ▼ Respect the right of every employee to a harassment-free workplace
- ▼ Your behaviour must be conducive to promoting a harmonious and productive atmosphere in the workplace

DON'Ts

- ▼ Don't conduct yourself in a manner that is uncomfortable to others
- ▼ Unwelcome behaviour includes those that are:
 - ▼ Humiliating
 - ▼ Discriminatory
 - ▼ Unsafe
 - ▼ Career Limiting
 - ▼ Unhealthy
 - ▼ Intimidating

Dealing with Outside Parties

- ▼ Customers and fair competition
- ▼ Conflicts of interest
- ▼ Gifts and entertainment
- ▼ Improper payments
- ▼ Working with the government and regulators
- ▼ Working with business associates
- ▼ Ethical advertising
- ▼ Dealing with the media and outside community

Customers and Fair Competition

OBJECTIVE

- ▼ Bharti is committed to providing the highest quality service to its customers in the most professional manner
- ▼ Bharti supports fair competition in all its forms

CODE

- ▼ All relationships and interactions with customers will be based on trust, ethical behavior, communication and responsiveness to their needs
- ▼ Bharti will conduct all its business honestly, fairly and directly, both with customers and competitors
- ▼ Bharti will comply with law and regulation in all its business dealings at all times

DOs

- ▼ Treat a customer with the utmost respect and courtesy
- ▼ Be aware of issues that cannot be discussed with competitors
- ▼ Accurately represent the price, quality, features and availability of our products and services

DON'Ts

- ▼ Don't mistreat customers, irrespective of whether they have a valid complaint or not
- ▼ Don't force (only encourage) suppliers to buy our service from us before we purchase from them
- ▼ Do not indulge in trade practices that have the effect of preventing or resisting competition unfairly, or that impose an unjustified cost on the customer

Conflict of Interest

OBJECTIVE

- ▼ To prevent situations where personal interest of employees conflict with the interest of the Company. Situations may occur at work or outside with family members, or through personal relationships with other organisations

CODE

- ▼ A conflict of interest may occur where the interest of benefit to an employee conflicts with the interest of the Company
- ▼ The employee has to report conflicts of interest, whether present or potential, to the immediate supervisor
- ▼ Avoid situations that may lead to a conflict of interest between your personal and professional relationships

DOs

- ▼ Inform the Company if you, or an immediate family member, has any significant interest in a Bharti supplier, customer, consultant or competitor
- ▼ Inform the Company if you serve as a Director or consultant with any company that does business with Bharti

DONTs

- ▼ Don't undertake any work, paid or unpaid, with an organisation that competes with or provides services to Bharti

Gifts and Entertainment

OBJECTIVE

- ▼ To maintain Bharti's reputation of a transparent, best-in-class company, that acts with integrity and bases its decisions only on legitimate business considerations
- ▼ This Code covers vendors, suppliers, customers, government agencies and departments, as well as those currently doing, or seeking to do, business with Bharti

CODE

- ▼ Receiving gifts, inappropriate entertainment or any other gratuities from people with whom we do business, is generally not acceptable, because doing so could imply an obligation that is best avoided
- ▼ Be aware that any bribe or improper payment is prohibited - see Guidance on Gifts & Bribes [pg. 39]

Dos

- ▼ Some gifts are acceptable, provided they are infrequent and not excessive in value, as normal part of business and not embarrassing to discuss
- ▼ Entertainment incidental to the normal course of business is acceptable, such as a regular meal with limited alcohol
- ▼ Report all gifts received to the relevant person in your office, as part of the monthly compliance certification process
- ▼ Read the Gifts Policy

DON'Ts

- ▼ Don't accept any personal favour or entertainment, such as paid for holidays, dinners outside scope of normal business, for yourself or your family
- ▼ Don't attend any event which includes paid-for travel and accommodation, unless sanctioned by the relevant superiors

Improper Payments

OBJECTIVE

- ▼ To foster and maintain high ethical standards and practices in business

CODE

- ▼ Except for lawful reimbursement for bona fide expenditure incurred by third parties in the normal course of business, improper payments to third parties, especially to gain an unfair advantage (either for Company or self) is not permissible

DOs

- ▼ Exercise due diligence when selecting firms to represent the Company in its dealing with others
- ▼ Normal business promotion activity is permitted; when in doubt, consult and seek approval from your supervisor

DONTs

- ▼ Don't offer anything of value to gain an unfair advantage in selling or inconducting financial transactions
- ▼ Don't provide inappropriate entertainment for purposes of gaining undue business advantage
- ▼ Don't make payments to agents or consultants which are out of norm, inrelation to the service being received

Working with the Government and Regulators

OBJECTIVE

- ▼ When dealing with government or regulatory (such as industry, tax or municipal) officials, we must adhere to the highest standards of business conduct

CODE

- ▼ In seeking the resolution of legal or regulatory issues affecting the interest of the Company, we must do so on the basis of merit
- ▼ In seeking business from the government, ensure all engagements are in line with the normal course of business and there is no appearance of undue influence

DOs

- ▼ Be extra careful to follow proper procedures in dealing with government and regulatory officials

DON'Ts

- ▼ Do not undertake any transaction which may jeopardize the interest or reputation of the Company

Working with Business Associates

OBJECTIVE

- ▼ Bharti deals with its business associates in a highly professional manner where good relationships without ulterior motives are cherished
- ▼ Employees will not have any personal interest in any business transaction with Bharti

CODE

- ▼ All transactions with business associates must be in the best interest of the Company
- ▼ No employee may derive personal benefit, directly or indirectly, from his position with the Company, or from the activity of the Company

DOs

- ▼ Where there are bona fide business transactions involving your family or relations, refrain from participating in any manner by influencing
- ▼ All such transactions should be conducted by another employee or on a completely arms-length basis

DONTs

- ▼ Don't provide any service to a Business Associate which would put the Company in jeopardy or embarrassment
- ▼ Don't accept discounts on personal purchases from customers and suppliers that are not offered in the ordinary course of business

Ethical Advertising

OBJECTIVE

- ▼ In a world that is highly competitive, we must ensure that we maintain our high standards of advertising. Obviously, our advertising must continue to be very creative and competitive, but remain at all times honest, accurate and not misleading

DOs

- ▼ Comply with all legal requirements, including, in particular, intellectual property rights
- ▼ Avoid any derogatory references or stances towards an individual, community, race, religion, national origin, ethnic origin, marital status or disability

CODE

- ▼ We will always observe the standards of commercial fairness in devising, using and selecting advertising and trademarks, so that our services succeed on the strength of their own quality and our own reputation, rather than by imitation, misinformation or by disparaging our competitors

DON'Ts

- ▼ Don't be insensitive to any company, organisation, a state, its affairs or political issues

Dealing with the Media and Outside Community

OBJECTIVE

- ▼ To present and disseminate Company information timely, accurately and in the prescribed manner. The manner in which information about the Company is disseminated to the investing and general public, has to be in compliance with laws and regulations.

CODE

- ▼ No employee is authorised to deal directly with the media or the financial community, including providing personal opinions, while representing themselves as an employee of the Company.
- ▼ All such dealings and requests for information must be directed to the Corporate Communication Department or to the Investor Relations Department.

DOs

- ▼ Guide outside parties to the information that is publicly available, e.g. On our website - www.bharti.com
- ▼ Seek guidance and permission when you do have to interact with the media and outside community.

DONTs

- ▼ Refrain from hinting, making statements, making humorous remarks or passing any comment about the Company, which can be misconstrued.
- ▼ Avoid using the internet and chatroom forums to discuss matters relating to the Company and our business.

Protecting Company Assets

- ▼ Fraud
- ▼ Confidential information / intellectual property
- ▼ Insider trading
- ▼ Use of company property, email / internet
- ▼ Finance and accounting practices

Fraud

OBJECTIVE

- ▼ Fraud or the act or intent to cheat, trick, deceive, or lie is both dishonest and, in most cases criminal

CODE

- ▼ No member of the Bharti Group will derive personal benefit, or induce another to act upon his intentional false representations or concealment of material facts
- ▼ No employee will deprive the Company of its just business returns, whether for personal gains or for revenge

DOs

- ▼ You have an enormous responsibility to be vigilant to any suspected instances of fraud and to report these immediately to your supervisor or to the relevant authority

DON'Ts

- ▼ Don't claim what you are not entitled to when submitting expense claims
- ▼ Don't forge or alter cheques, financial records or other Company documents
- ▼ Don't misappropriate funds, assets or other items of value belonging to the Company

Confidential Information / Intellectual Property

OBJECTIVE

- ▼ Every employee has to be sensitive to the manner in which business information is handled
- ▼ This obligation to maintain confidentiality extends beyond the employee's tenure with the Company

CODE

- ▼ All employees are expected to exercise extreme vigilance in keeping the Company's information secured in safe hands
- ▼ All information sharing has to be on a 'need to know' basis
- ▼ To maintain employee privacy, personal data and information on employees, is confidential information, and is to be guarded strictly

DOs

- ▼ Maintain a 'clean desk policy' leaving no confidential information on your desk when you are not around, and locking your desk when you go home
- ▼ Implement a screen saver with a time lapse of no more than 15 minutes
- ▼ Be very vigilant when sending information, both in physical and electrical form

DON'Ts

- ▼ Don't let your laptop out of sight at any time
- ▼ Don't take confidential documents out of the office or leave them in your car, etc.
- ▼ Avoid Company-confidential conversations in public places
- ▼ Don't provide misleading or inaccurate information to those who have the authority to know... INTEGRITY IS SUE!

Insider Trading

OBJECTIVE

- ▼ To ensure that the investor community at large is well informed and that their concerns and queries are appropriately addressed
- ▼ To ensure that undue advantage is not taken by those who have information not available to all investors

DOs

- ▼ Ensure that any sensitive document, be it in hard copy or in electronic copy, is kept in a secure place
- ▼ Those having access to sensitive information should be aware of their responsibility and refuse to share any detail with any colleague who does not need this information, in the normal course of his or her duties

CODE

- ▼ Employees should not effect any transaction in the shares of any Bharti company, or another company involved with Bharti using material non public information about those companies
- ▼ Sensitive information [pg. 41] is something that could have a reasonable bearing on the movement of share price
- ▼ Also see Insider Trading Policy

DONTs

- ▼ Don't discuss details regarding performance plans, potential share price movements, etc., with anyone outside the Company, not even with friends and family
- ▼ Do not disclose or discuss with any person during the 'silent period,' commencing from the end of the financial quarter, until the date of announcement of results of a listed Bharti company
- ▼ Do not make any forward-looking statements about the Company

Use of Company Property

OBJECTIVE

- ▼ Company assets such as office premises, communication media such as phone, computers, email, internet, etc., are provided for business-related duties and responsibilities
- ▼ They are designed to be used only by the people authorised to do so, and in accordance with Company policies

CODE

- ▼ Company property is meant to be used primarily for the business of the Company
- ▼ The Company reserves the right (in appropriate circumstances) to monitor and track use of all Company property and communications, such as email, use of internet, etc.
- ▼ Read the relevant IT Policies

DOs

- ▼ In all communications, be mindful of etiquette and precautions to take with the language and messages
- ▼ Only legally authorised software [pg. 42] is to be used on company machines
- ▼ Safeguard your passwords
- ▼ Incidental personal use [pg. 43] is permitted in a limited manner

DON'Ts

- ▼ Don't permit people who have no authorisation, to use Company property
- ▼ Don't copy Company licensed software for personal use
- ▼ Do not download unlicensed software on Company property

Finance and Accounting Practices

OBJECTIVE

- ▼ All business and financial transactions must be authorised and recorded in accordance with the financial manual and the authority as delegated
- ▼ All personnel are responsible to adhere to DoA as per the latest version released by the authorised authority and follow the Accounting Policies adopted by Bharti
- ▼ Be in compliance with the requirements of record retention in the required manner

DOs

- ▼ Make and keep accurate statements
- ▼ Respond promptly, accurately and with full disclosure, to agencies who legitimately request information, after verifying with your supervisor, if in doubt
- ▼ Be aware of the record retention procedures and legal requirements, including how data is to be stored and retrieved

CODE

- ▼ All employees must conduct their business and financial transactions in a manner consistent with the authority and requirements of the latest version of the Delegation of Authority
- ▼ All employees contributing to the financial and accounting matters, records and reporting, must strictly comply with the financial policies and procedures
- ▼ All employees are to comply fully, accurately and in a timely manner, with all audits

DONTs

- ▼ Don't discard or destroy original copies of any Company records and documents without authority, especially those that are within the record retention time-frame

Community Responsibility

- ▼ Health and safety
- ▼ Protecting the environment
- ▼ Corporate social responsibility and contribution to society
- ▼ Political activities

Health and Safety

OBJECTIVE

- ▼ Bharti is committed to being an environmental friendly company, providing a healthy and safe workplace to its employees

CODE

- ▼ Refrain from any acts that may pollute the environment (air, soil, water, etc.)
- ▼ Maintain a clean and organised workspace that does not present any hazard to oneself, colleagues, customers or other visitors, as well as neighbours

DOs

- ▼ Do report circumstances that might lead to risks of health and safety of employees or the general public, for timely corrective action

DON'Ts

- ▼ It is prohibited to consume alcohol or be under the influence of drugs during working hours
- ▼ Don't carry weapons of any kind to the workplace
- ▼ Don't perform illegal activities (such as gambling / betting) on Company premises, or use Company property for such purposes

Protecting the Environment

OBJECTIVE

- ▼ We are committed to contribute to a better environment and ensure that society's resources, such as water, energy and soil are wisely used

CODE

- ▼ We will continually strive to improve the environmental quality of all office activities and business operations. All employees are expected to:
 - ▼ Help reduce or prevent any adverse environmental impact in our workplace, or in any premises where the Company has operations
 - ▼ Actively look for opportunities to make positive improvements in the way we operate (e.g., saving of electricity, water and reduction of noise)

DOs

- ▼ Work in partnership with other organisations to promote environmental care, increase understanding of environmental issues and disseminate good practice
- ▼ Be alert to activities that pollute the environment and encourage all to restrict such activities

DON'Ts

- ▼ Don't ignore the environmental rights and interest of our neighbours
- ▼ Do not fail to report any incidence of potential environmental hazard

Corporate Social Responsibility (CSR)

OBJECTIVE

- ▼ We have an obligation to fulfil to society and the communities in which we operate, and help improve the quality of life for everyone, today and in the future

CODE

- ▼ The Company will provide an infrastructure and support mechanism to help employees contribute to society in a meaningful manner
 - ▼ The Company will be a leader in promoting best CSR initiatives such as:
 - ▼ No employment of children below 14 years
 - ▼ Promoting child education

DOs

- ▼ You are encouraged to participate in or contribute to volunteer activities in the communities in which you live and work
- ▼ Make use of your right to apply for your one day paid leave under the Employee Volunteering Policy

DON'Ts

- ▼ While promoting social causes is fine, don't impose donations to charities and NGOs of personal preference on others

Political Activities

OBJECTIVE

- ▼ All employees should thoroughly understand the political process, and thus be informed voters Any activities relating to national, state or local politics, are considered to be of a personal nature and should thus be conducted in one's private time

DOs

- ▼ Treat all political activities to be personal and private in nature

CODE

- ▼ Employees may not make any contribution of Company funds, property or services to any political candidate, party or committee
- ▼ Employees may not pressure or solicit other employees to make political contributions or participate in support of a political party or candidate

DON'Ts

- ▼ Reimbursement for any political activities are not permissible - they are expenses of a personal nature

Administration of The Code

- ▼ This Code is administered by the office of the Ombudsperson, who will provide all the guidance, training, clarifications and ensure compliance
- ▼ There will be an Annual Compliance Certification process, conducted by the HQ Human Resources

The Ombudsperson Policy and Process

The Office of the Ombudsperson

- ▼ The Ombudsperson Policy [pg.44] outlines the method and process for stakeholders to voice genuine concerns about unprofessional conduct that is in breach with what is laid down in Bharti's Code of Conduct
- ▼ The policy is aimed to ensure that genuine complainants can raise their concerns in full confidence, without any fear of retaliation or victimisation
- ▼ The Ombudsperson administers a formal process to review and investigate any concerns raised, and undertakes all appropriate actions required to resolve the reported matter
- ▼ The Office of the Ombudsperson will operate in a fully confidential manner and periodically report its findings to the Head of Internal Audit
- ▼ The Ombudsperson will drive a trustworthy, fair and honest process, with the intention of fostering a culture that instills a 'confidence of justice' in the minds of Bharti's employees and business partners

The Process

- ▼ Confidential channels of reporting have been set up to entertain the complaints
- ▼ The identity of the complainant will be kept confidential unless the investigation requires disclosure
- ▼ All complaints will be logged and an appropriate independent investigation will be undertaken, to seek all possible evidence and prepare a report
- ▼ There will be prompt investigation, reporting and closure of matters

Procedure for addressing a concern

Complaints may be sent...

- ▼ In writing to:
The Ombudsperson
Airtel Africa
Parkside Towers
Mombassa Road
P.O. Box 73146
00200 - Nairobi
Kenya
- ▼ To a secure email address
ombudsperson@africaairtel.com

Code of Conduct - Code Clarifications

What is Sexual Harassment?

The Company prohibits undesirable behaviour with sexual overtones: examples of such undesirable behaviour are:

- ▼ Eve-teasing and unsavoury remarks
- ▼ Jokes causing, or likely to cause, embarrassment or awkwardness
- ▼ Innuendos and taunts
- ▼ Gender-based insults or sexist remarks
- ▼ Touching or brushing against any part of the body and the like
- ▼ Displaying pornographic or other offensive or derogatory pictures, cartoons, pamphlets or sayings
- ▼ Forcible physical touch or molestation
- ▼ Physical confinement against one's will and any other act likely to violate one's privacy
- ▼ Abuse of authority or power for sexual favours

What are Gifts and Bribes?

While Bharti is careful about the companies it does business with, there is always a risk that a business associate may wish to 'buy your favour' - which is another way of "bribery." Please be aware that any bribe or improper payment is prohibited. Besides cash payments, bribes include:

- ▼ Kickbacks or kickback schemes, especially in cash forms
- ▼ Unexplained rebates
- ▼ Payments for advertising or other disguised allowances or expenses
- ▼ Personal favours, club memberships, preferential treatment

Also watch out for situations that might prompt you to misuse Bharti resources, intellectual property, time or facilities, your position or influence to promote or assist an outside business or non-profit activity

Preferential hiring of, direct supervision of, or making a promotion decision about, a distant relative or personal friend

However, an occasional invitation to attend a sponsored public event, such as a movie, match, concert or theater performance, an invitation to dinner, is permissible

What is Confidential Information?

Information not readily available in the public domain is confidential information. The following list gives some examples, but is not exhaustive:

- ▼ Written and oral agreements between the Company and employees, strategic partners and /or third parties
- ▼ Company financial, commercial, operating or technical information
- ▼ Copyrighted materials, such as presentation slides, training materials, policy manuals
- ▼ Proprietary software of Company-owned software modifications, templates, worksheets or other programmes
- ▼ Financial or any other information about future plans or services of the Company
- ▼ Customer lists and agreements, market share data, supplier agreements and any other files
- ▼ Employment policies
- ▼ Internal / employee telephone directories, organisation charts, email address lists
- ▼ Audit materials or reports, legal opinions and advice
- ▼ Company policy documents or manuals

What is Sensitive Information?

Any information that could have a reasonable bearing on the movement of the share price, is sensitive information and needs to be handled very carefully. There are formal ways in which this information is released into the public domain, and therefore, all those in the know have the responsibility to guard the confidentiality of such information. Examples of such sensitive information are:

- ▼ Expected / forecasted results of operations
- ▼ Strategic plans, budgets, and other forward-looking information
- ▼ Negotiations of significant contracts with current and future business partners
- ▼ Significant acquisition or divestiture plans or discussions
- ▼ Significant Company restructuring / changes
- ▼ Major management changes / movements
- ▼ Upcoming product launch or product innovation

What is Legally Authorised Software?

- ▼ In general, the only software that should be loaded on your computer is that which the Company has approved and purchased. In many cases, it is illegal to copy, download or distribute software or other materials or files that are protected by copyright
- ▼ Even so-called 'free-ware' or 'share-ware' - electronic programmes and files available at no cost from the Internet are prohibited, as they can serve as source materials for disabling computer viruses

What is Incidental Personal Use of Company Property?

The Company recognises that you may use Company equipment and / or communications from time to time for personal use. In general, this is allowed, provided such use:

- ▼ Is limited in duration or extent
- ▼ Does not adversely affect your attention to, or completion of, your job responsibilities
- ▼ Does not result in any significant incremental cost to the Company
- ▼ Does not contain pornographic or offensive material, discriminatory or harassing language or derogatory references to age, ethnicity, colour, disability, marital or family status, national origin, race, religion, gender, or any other characteristic
- ▼ Does not otherwise violate Bharti's Code of Conduct, particularly the sections related to conflicts of interest and / or disclosure of confidential information

The Ombudsperson Policy

- ▼ Provide an independent forum by means of the Office of the Ombudsperson, for employees and external stakeholders of the Company to raise concerns and complaints about improper practices which are in breach of the Bharti Code of Conduct
- ▼ Put in place a fair and equitable inquiry process and redressal mechanism
- ▼ Reassure employees and other stakeholders raising the concerns, that each one will be fully protected against possible reprisals, intimidation, coercive action, dismissal, demotion or victimization when a serious and genuine concern of apparent unprofessional conduct has been made in good faith

Policy Details

1. Objective

The Company is committed to maintaining the highest standard of conduct and professionalism and towards this end has formulated a policy that will provide clarity about the method and process for stakeholders to voice genuine concerns about unprofessional conduct in breach of this Code. This policy should be read in conjunction with Bharti's Code of Conduct.

This policy aims to:

- ▼ Provide an independent forum by means of the Office of the Ombudsperson for employees and external stakeholders of the company to raise concerns and complaints about improper practices which are in breach of the Bharti Code of Conduct.
- ▼ Put in place a fair and equitable inquiry process and redressal mechanism.
- ▼ Reassure employees and other stakeholders raising the concerns, that each one will be fully protected against possible reprisals, intimidation, coercive action, dismissal, demotion or victimization when a serious and genuine concern of apparent unprofessional conduct has been made in good faith.

2. Scope of policy

This policy is applicable to all employees of the Bharti Group, and to all other stakeholders interacting with the Bharti Group. It allows those individual employees and other stakeholders to raise concerns, issues or information of acts or conduct that are in breach of the Company's Code of Conduct. This policy provides advice and guidance on the procedures to be followed.

Policy Details Cont'd...

3. Who can raise concerns ?

Any employee - be it full-time, part-time or associate employee - or external stakeholder (e.g. strategic partners, vendors, suppliers, contractors) who observes unprofessional behaviour can approach the Ombudsperson to voice his or her concerns. The complainant may be either an observer who is not directly impacted, or a victim who is directly or indirectly affected by such practices.

4. Office of the Ombudsperson

The Ombudsperson will administer the policy, for which he/she will have an office with the necessary facilities, ensuring complete confidentiality.

5. Protection

The process is designed to offer protection to whoever discloses concerns regarding unprofessional conduct to the Ombudsperson or, if the complainant prefers, to any other person in the organization, provided the disclosure is made in good faith and the alleged action or non-action constitutes a genuine and serious breach of what is laid down in Bharti's Code of Conduct.

A complainant is not a 'trouble maker' or 'sneak' but a person who has come to the decision to express a concern regarding possible unprofessional conduct, after a lot of thought. The policy only requires that there be a genuine doubt - the person making the complaint is not expected to produce unquestionable evidence in support of the allegation. The Company has an obligation to ensure that a complainant who makes a disclosure in good faith and without malice is protected, regardless of whether or not the concern raised is ultimately found to be correct. No action will be taken against the complainant when an allegation made in good faith is not confirmed by subsequent investigation.

Policy Details Cont'd...

The Company affirms that it will not allow the person raising a concern to be victimized for doing so. In the unfortunate event where the person would be victimized, the Company will treat this as a serious matter and take disciplinary action against the perpetrator. The Ombudsperson will not conceal evidence of unprofessional conduct, and the Company will take disciplinary action if an employee destroys or conceals any relevant evidence.

However, if an allegation is made or a concern is raised frivolously, maliciously or for personal reasons, the Company may decide to take appropriate disciplinary or legal action against the complainant.

6. Confidentiality

The Ombudsperson will treat all disclosures in a confidential and sensitive manner. The identity of the person raising the concern will be kept confidential so long as it does not hinder or frustrate the investigation process. However, the investigation process may reveal the source of the information on a 'need-to-know-basis' and, under exceptional circumstances, the person making the disclosure may be required legally or otherwise to provide a statement as part of the evidence.

Confidentiality clauses in employment contracts do not have the intention of forbidding or penalizing a person for raising a complaint. Similarly, the policy does not release employees from their duty of confidentiality in the course of their work.

7. Procedure for addressing a concern

How to voice a concern

A person wishing to raise a concern may do so with the Ombudsperson, either verbally or in writing by giving background and history of the unprofessional conduct, the reason and grounds for raising the concern, the identity of the individuals who may be involved and documentary evidence, wherever available. The earlier the concern is raised, the better.

Policy Details Cont'd...

Complaints may be sent in either of these forms :

1) In writing (through hard copy mail) to:

The Ombudsperson Airtel Africa
Parkside Towers
Mombassa Road
P.O. Box 73146
00200 - Nairobi
Kenya

2) In writing (through email) to a secure email id, ombudsperson@africaairtel.com

The investigation process

The policy provides for an investigation and resolution process in 3 stages:

1. When a matter is referred to the Ombudsperson, he/she will conduct a preliminary review to determine whether there is, at first face, a case for pursuing the matter further. The Ombudsperson will hear the complainant and review the documentary evidence, if any
2. If the findings from stage 1 confirm the complainants allegations, the Ombudsperson will then instigate a preliminary investigation, in which both complainant and the accused party will be heard. The evidence provided will be investigated more thoroughly. The Ombudsperson may involve the required investigative bodies, such as the Internal Audit team. In most cases, the complaint can be resolved at this stage.
3. Should this preliminary investigation confirm the issue raised and it is found to be of a nature requiring a full investigation, the Ombudsperson will hear any other parties or witnesses he/she wishes to call. If so required, the Ombudsperson may involve any (external) investigative body, including the police.

Policy Details Cont'd...

When investigating the complaint, the Ombudsperson will take into account the following factors:

- ▼ The seriousness of the alleged improper conduct
- ▼ The credibility of the concern
- ▼ The likelihood of getting confirmation about the Improper Practice from attributable sources

Time scales

Within fifteen working days of raising the concern, the Ombudsperson will send an acknowledgement of receipt of the complaint to the complainant and write to, or otherwise notify, the individual(s) against whom the allegation has been raised. The identity of the complainant will be kept confidential. It will be disclosed only where strictly necessary or when there is an overriding need for such disclosure. Any requirement for disclosure will be notified to and its implications discussed with the complainant in advance.

Position of person against whom a concern was raised

The person against whom the complaint has been made will be given an opportunity to be heard by the Ombudsperson as soon as possible after receipt of the complaint and comment and state his/her position again before the investigation is finally concluded.

Resolution and actions taken

A resolution of the complaint may be achieved at any of the 3 levels. The investigation and resolution will be handled as speedily and sensitively as possible. However, to ensure that fairness will not be compromised, hasty investigation procedures will be avoided, which may from time to time lead to some delayed resolution.

Policy Details Cont'd...

In case the findings of the investigative process support the allegation, action will be taken against the perpetrator(s).

The Ombudsperson will prepare a detailed report of the final result, including recommended action to be taken if the complaint/disclosure is found to be genuine. A summary report with recommended action in line with the Company's Consequence Management Policy, will be sent to the relevant operational and HR management members. The Ombudsperson will ensure that any action taken will be in proportion to the severity of the wrongdoing.

Communication with complainant

The Ombudsperson will send a note, or inform verbally, on the conclusion of the investigation and where applicable, action taken to the complainant and close the matter.

8. Reporting

An annual report will be prepared by the Ombudsperson of which copies will be sent to the Head of Internal Assurance. The report will not contain any names. The Head of Internal Assurance will share the report with the members of the Board Audit Committee.

9. Communication and implementation of the Ombudsperson policy

The implementation of this policy will be the responsibility of the Ombudsperson.

A copy of the policy is available to all employees on the various company intranets. The policy will be explained to new joiners at the time of induction and continuous communication will ensure that awareness of the Code of Conduct and Ombudsperson Policy is cascaded to all in the organization.

Notes

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bharti

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