

Owner
Ethics and Compliance Office**Approval Date**
2015-04-20**Version**
3.0**No.**
T5086-13 UEN**Security**
Public**Approved by**
Advisory Board**Related**
50086201

GEOCELL POLICY - ANTI-BRIBERY AND CORRUPTION

1 BACKGROUND AND DESCRIPTION

1.1 Background

This document constitutes a Geocell Policy on Anti-Bribery and Corruption (Hereinafter “Policy”) and is a binding document for Geocell and its Subsidiaries (if any) (Hereinafter “Geocell”).

Geocell is part of the Telia Group (Hereinafter “Group”) and as such required to adopt policies, instructions and guidelines that are compliant with the relevant Telia Group policy, instruction and guideline. Geocell CEO has secured approval of this policy from the relevant head of function at Telia Group. All instructions and guidelines that are adopted based on this policy shall be in compliance with the relevant Telia Group instruction and guidelines and Geocell CEO shall secure approval from the Telia Group Head of function prior to adopting instructions and guidelines.

This Geocell Policy is compliant with the Group Anti-Bribery and Corruption Policy and is a binding document for Geocell.

1.2 Description

Geocell is committed to the highest norms of business conduct. We act in a responsible way, based on our Geocell Code of Ethics and Conduct. We advocate free and fair trade, striving for open and fair competition and ethical conditions within the legal frameworks in Georgia.

2 SCOPE AND PURPOSE

2.1 Scope

This Policy applies to Geocell and to its Subsidiaries (if any) as their own binding document.

This Policy is part of Geocell Governance Framework, which includes without limitation:

- a) Code of Ethics and Conduct, Purpose, Shared Values, Focus Areas, Strategy, Policies, and Instructions for Geocell CEO as approved by the Advisory Board;
- b) Decisions made by Geocell CEO, and Geocell Instructions and the Delegations of Obligations and Authority as approved by the Advisory Board or by the CEO; and
- c) Geocell Guidelines as approved by the Heads of Geocell Functions.

This Policy will be followed by one or several Geocell Instructions and Geocell Guidelines relevant for the topic this Geocell Policy covers.

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2.2 Purpose

The purpose of this Geocell Policy is to set common standards regarding compliance with our zero tolerance policy towards any form of bribery and corruption, and in compliance with local laws of Georgia

3 PRINCIPLES

The following principles apply for the activities under this Policy:

- Geocell has a clear statement against bribery and corruption, and does not accept bribery or corruption in any form.
 - o Corruption is the abuse of an entrusted power for private gain.
 - o Bribery is the offering, providing, authorising, requesting, accepting or receiving of a financial or other advantage in order to encourage improper performance or to misuse a person's position. A bribe can be anything of value and does not necessarily involve money.
- At Geocell we do not offer, authorise or pay bribes or anything of value to obtain or retain business, or to encourage or reward a decision.
- No employee of Geocell shall offer, provide, authorise, request, accept or receive a bribe either directly or indirectly, including through any third party. It is prohibited to contribute financial means to any third party in a way that could constitute negligent financing of corruption.
 - o It is important to make sure that money paid to third parties, for example to agents, partners, vendors and consultants, is not used for corruption. "Red flags" are investigated, and necessary precautions and actions taken to eliminate or mitigate the risk for bribery and corruption in relation to third parties. Red flags are outlined in the Telia Group Guideline on Third Party Due Care
 - o All procurement activities at Geocell are performed in compliance with the Geocell's Procurement Policy, which clearly states the basic principles for a fair selection of suppliers and segregation of duties.
 - o The Supplier Code of Conduct includes a strict prohibition for all forms of corruption, including but not limited to extortion, bribery, facilitation payments, nepotism, fraud and money laundering.
 - o Employees who are at greatest risk of ending up in situations involving foreign government officials – especially those in supply chain, international sales, contracting or procurement – are trained in avoiding, preventing, spotting and reporting bribery and corruption.

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- Mergers and acquisitions are conducted according to the Group M&A Handbook, which stipulates principles for practicing due care and performing anti-corruption due diligence procedures.
 - At Geocell we avoid an interest or situation that conflicts, or may appear to conflict, with our professional duty.
 - A conflict of interest occurs when financial or other personal considerations may – or may appear to – affect an employee's loyalties, professional judgement, and performance of duty.
 - Geocell employees are expected to always act in Geocell's best interest and to exercise sound judgement, unaffected by private interests or divided loyalties.
 - All employees are prohibited from making or accepting facilitation payments, i.e. payments made to government officials to encourage or ensure that routine procedures are carried out or speeded up.
 - Gifts, business hospitality or travel are only offered or accepted within the limits of local legislation and the Geocell instructions and other guidance relating to this Policy. We do not offer or accept gifts, travel, payment or hospitality to encourage or reward a decision.
 - Geocell employees can only accept business hospitality and gifts proposals if they are open, reasonable, demonstrate a clear business objective, are appropriate for the nature of the business relationship and are accurately recorded.
 - Geocell do not allow gifts, apart from branded items of minimal value, to public officials.
 - For further instructions on gifts, hospitality, travel and public officials, see the Geocell Instruction on Anti-Bribery and Corruption.
 - We do not permit charitable or political donations or sponsorships as a way of concealing a bribe. It is never acceptable to make donations to political parties. Geocell has a Geocell Sponsorships and Donations Instruction which clarifies our approach towards corporate giving, including specification of planning and approval process as well as follow-up.
 - We keep accurate and transparent financial books and records. This includes the requirement that gifts and hospitality as well as sponsorships and donations are recorded to reflect the nature and purpose of the activity. We also require and keep records of the needed approval documents and verification of third parties
 - Further practical guidance is outlined in the Geocell Guidelines on Anti-Bribery and Corruption.

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3.1 Speak-Up and Reporting Issues

- Any Geocell employee who suspects violations of the Code of Ethics and Conduct or this Policy should speak up and raise the issue to their line manager, to the Ethics and Compliance Office, or through the Speak-Up Line. The Speak-Up Line is also available for concerns raised from external parties. The Speak-Up Line is available on Geocell's internal and external webpages.
- Speaking up is encouraged when an employee, in good faith, believes they have observed or are aware of a potential violation of the Code of Ethics and Conduct, this Policy or the law. When an employee does speak up, Geocell expressly forbids any form of retaliation. Any action or behaviour that could be seen as a violation of this Policy must be promptly and appropriately handled, either by being corrected or reported for further handling. For specific requirements, please see our Geocell Instruction on Internal Reporting and Non-Retaliation

These principles apply as long as they do not place Geocell in violation of domestic laws and regulations.

4 ROLES AND RESPONSIBILITIES

Each Department Director and Manager reporting to the CEO of Geocell is responsible for ensuring that this Policy is duly communicated and implemented, and that the employees within his/her area of responsibility are familiar with and follow this Policy.

All Geocell employees are however individually responsible for reading, understanding and following this Policy. Each employee is also obliged to speak up and raise concerns about actual or possible violations of this Policy.

Violations of this Policy can lead to disciplinary action up to and including termination.

5 EXEMPTIONS

Any exemption(s) from this policy must be approved by Geocell's Advisory Board.

For further information, refer to the Geocell Instruction – Anti-Bribery and Corruption, Geocell Instruction – Internal Reporting and Non-Retaliation, Geocell Instruction – Internal Investigations, Geocell Instruction – Interaction with authorities, administrations and other governing bodies and Geocell Instruction – Sponsorships and Donations.