



Ncell

NCELL PVT. LTD.

**ANTI-BRIBERY AND
ANTI-CORRUPTION POLICY**

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1. Abbreviation

Abbreviation	Description
ABAC	Anti-Bribery and Anti-Corruption
AGB	Axiata Group Berhad
AML	Anti-Money Laundering and Counter Financing of Terrorism
Board/Directors	Board of Directors
BRCC	Board Risk and Compliance Committee
CEO	Chief Executive Officer
CSR	Corporate Social Responsibility
DC	Disciplinary/Defalcation Committee
Expolink	Expolink Europe Limited
GCRCO	Group Chief Risk and Compliance Officer
GDS	Gifts, Donations and Sponsorship
HOD	Head of Department
HR	Human Resources
LoA	Limits of Authority
PEP(s)	Politically Exposed Person(s)
R&C	Risk & Compliance
SLT	Senior Leadership Team
UI.EP	Uncompromising Integrity and Exceptional Performance

2. Definitions

“ABAC Policy” or **“This Policy”** is defined as this Anti-Bribery and Anti-Corruption Policy.

“Axiata Group” or **“the Group”** is defined as Axiata Group Berhad and its subsidiaries and associates, owned directly or indirectly by Axiata Group Berhad as well as joint venture entities established.

“Ncell Governance Instruments” is defined as all applicable policies and procedures, Employees Bylaws, Code of Conduct and Limits of Authorities of Ncell.

“Board of Directors” is defined as a corporate governing body of the organisation or entity.

“Board members” is defined as a group of individuals elected to represent the shareholders to act as a corporate governing body to supervise the activities of an organisation.

“Entertainment, Corporate Hospitality” is defined as anything of value which includes but is not limited to accommodation, travel tickets, event tickets, meals provided or hosted by a third party directly or indirectly through its representatives, agents, business associates to develop, foster or to continue a relationship.

“Facilitation payment” is defined as ‘speed’ or ‘grease’ payment (financial or non-financial) made directly or indirectly intending to secure or expedite the performance of a person carrying out a routine or administrative duty or function.

“Gift” is defined as anything of value, be it in kind or cash, that is given to or received from a third party, for example, gift vouchers, a bottle of wine, etc.

“Money Laundering” is defined as a process whereby criminals attempt to hide and disguise the true origin and ownership of the proceeds from their criminal activities thereby avoiding prosecution, conviction and confiscation of the criminal funds.

“Nepotism” in Ncell is defined as the act of influence whereby an employee seeks unfair advantage for his or her family member employed or to be employed in Ncell.

“Personnel” is defined as all the employees and officers of Ncell and Board members.

“Politically Exposed Person (PEP)” is defined as a person entrusted with a public or governmental function.

“Stakeholders” is defined as internal and external parties that have dealings with Ncell which includes all members of the Board of Directors, heads, senior managers, managers and individuals at all levels including permanent, temporary and contract employees; and trainees or interns of Ncell as well as third parties including customers, suppliers, contractors, vendors, agents, consultants, representatives, distributors, joint venture partners and other external stakeholder(s) acting for or on behalf of Ncell.

“Subsidiaries” is defined as any company or entity in which Axiata Group, directly or indirectly, has more than 50% shareholding or control.

“Terrorism Funding” is defined as a process by which terrorists fund their operations to perform terrorist acts.

“Third parties” or “business counterparties” is defined as Ncell’s suppliers, contractors, vendors, agents, consultants, representatives, distributors, joint venture partners and other external stakeholder(s) acting for or on behalf of Ncell.

“Whistleblowing or Speak Up Channel” is defined as the whistleblowing or speak up platform developed and maintained/operated by Expolink Europe Limited.

3. Our Beliefs and Values

3.1 Ncell advances and enriches Nepal by developing and enhancing today's digital communications for a better tomorrow.



OUR VALUES

**Uncompromising Integrity,
Exceptional Performance**

3.2 We strongly believe that our values of Uncompromising Integrity and Exceptional Performance ("UI.EP") will serve as the core foundation of our operations that enable us to provide agile, quality and reliable services and conduct business with integrity, honesty and transparency.

3.3 Each Stakeholder including but not limited to our Directors, employees, agencies, distributors, vendors, consultants, etc. plays an important role in Ncell's commitment to conducting its business fairly, impartially and in full compliance with all applicable laws and regulations in Nepal.

3.4 **Uncompromising Integrity** - always doing the right thing and fulfilling promises made to earn the trust of our Stakeholders. We are committed to upholding the highest standards of lawful and ethical conduct; and demonstrating honesty, fairness and accountability in all our dealings.

3.5 **Exceptional Performance** – always pushing ourselves to deliver outstanding performance. We are determined to be the winner, leader and best-in-class in what we do. While we are tough with performance standards, we are compassionate with people – we call it "performance with a heart".

4. Introduction

- 4.1 Ncell takes pride in its beliefs and core values of UIEP and is committed to conducting business with zero tolerance of any forms of bribery and corruption.
- 4.2 Ncell embraces the core values of UIEP and strictly prohibits the receipt and the giving of bribes, or participation in any acts or situations that may lead to, or be perceived as, bribes such as promises, offers, acceptance, receipt or solicitation of gifts and hospitality, anything of value, facilitation payment, or improper payment, to or from any person, entity or agency, to obtain, retain or provide an improper business advantage or favourable treatment.
- 4.3 All Directors, employees and officers (collectively known as the “personnel”) are committed to upholding their commitment to prevent bribery and corruption and to complying with this Policy.
- 4.4 All Stakeholders are required to adhere to this Policy that is established as part of Ncell’s Anti-Bribery and Anti-Corruption (ABAC) compliance framework and should be read in conjunction with the local and other applicable regulations, and any other Ncell Governance Instruments. The dedicated Risk & Compliance (R&C) Division shall oversee adherence by all Stakeholders to Ncell’s commitment to uncompromising integrity.
- 4.5 Ncell’s Governance Instruments detail the steps and guidelines to support the implementation of this Policy.

We strongly believe that no one business opportunity or relationship is valued more than the brand and reputation of Ncell.

5. Scope, Objectives and Applicability

- 5.1 This Policy is applicable to all Stakeholders of Ncell.
- 5.2 The objectives of this Policy are set out below:
- a. to ensure the adherence of this Policy by Ncell to all applicable regulations and legislation of the jurisdictions in which Ncell operates;
 - b. to provide information and guidelines to all Stakeholders on how to assess situations or circumstances that can or may be perceived to be improper, unethical or related to bribery and corruption;
 - c. to create awareness and educate all Stakeholders on Ncell's core value of uncompromising integrity, and the expected conduct thereof; and
 - d. to serve as a complementary guideline to all Stakeholders without being exhaustive or invalidating Ncell's existing Code of Conduct, frameworks, policies, procedures, manuals and guidelines.



The ABAC Policy governs Ncell's employees and third-party practices in conducting business for and on behalf of Ncell.

6. Responsibilities

- 6.1 All Stakeholders are required to comply with this ABAC Policy at all times during the course of their work.

Board of Directors and SLT

- ▶ Adhere to and uphold the value of uncompromising integrity **in any decision-making process.**
- ▶ Reward and conduct business by upholding the highest ethical standards.
- ▶ Embrace **Ncell's core values** and lead by example.
- ▶ Create and encourage a positive, open, honest and transparent environment where employees and business counterparties are comfortable to raise and report concerns.
- ▶ Not tolerate or allow discrimination or retaliation against those who raise or report genuine concerns

Employee

- ▶ **Adhere to this Policy** during the performance of and carrying out of duties for or on behalf of Ncell.
- ▶ Embrace the principle of not operating outside the law or being inconsistent with the policies and values.
- ▶ **Acknowledge** ABAC compliance and **attend regular training on** ABAC-related matters.
- ▶ **Raise or speak up regarding** suspected or actual concerns, violations or non-compliance.

Third party

- ▶ **Understand and share** the same core and ethical values as Ncell.
- ▶ Act in accordance with this Policy that is consistent with Ncell's core values during the performance of its work for or on behalf of Ncell.

7. Non-compliance to ABAC Policy

- 7.1 Failure to comply with this Policy may subject an individual to disciplinary action, up to and including termination of employment, in accordance with Ncell's Code of Conduct, Employees Bylaws and the applicable Labour laws of Nepal
- 7.2 Non-compliance to this Policy or any such violation should be escalated immediately through the available reporting channels, including the Speak Up channel. Such escalations will be investigated confidentially, either by Ncell's Internal Audit Division or an independent 3rd party.
- 7.3 Relevant ABAC provisions are included in third-party contracts, including the right to conduct audits and inspections on its third parties and business partners, as well as a clause on termination, if the partner/party fails to comply with Ncell's ABAC Policy, relevant laws and regulations. If the third party and/or business partners are found to have breached this ABAC Policy, or any laws or regulations, such breach may result in termination of the contract(s) and if required, be subject to legal proceedings.
- 7.4 Ncell is committed to protect, within reason and means, anyone who reports or raises a concern in good faith, and those who participate in or conduct an investigation, from retaliation.

8. Bribery

What is bribery?



with the intention of influencing a person's actions

- 8.1 Bribery is an act of directly or indirectly giving/offering or requesting or receiving/accepting or promising to give/offer or receive/accept anything of value or gratification **with the intention of influencing** a person's actions or decisions to obtain or retain an improper advantage.

What is corruption?



misuse of office or position or power for gain to oneself

- 8.2 Corruption **involves the misuse of office or position or power for gain** to oneself, relatives or associates, by directly or indirectly offering, giving, receiving or promising a gratification of value (which could be financial or non-financial), to/from any person one is dealing with to obtain or retain business or to gain an improper business advantage which is illegitimate, immoral or incompatible with ethical standards.

9. What is anything of value or gratification?



Cash or cash equivalent, gifts and hospitality, promises or offers of services

- 9.1 Gratification or bribe may be in any form, monetary or otherwise, to obtain or retain an undue business or personal advantage, which includes but is not limited to:
- a. Cash or cash equivalent, for example, money, loan, valuable security (shares, bonds etc.), rebates, commissions, discounts and jewellery;
 - b. Gifts and hospitality that are or deemed to be lavish, for example, providing or receiving 5-star hotel and first-class air travel, tour packages for self and/or family;
 - c. Promises or the award of contract, employment or business opportunity to any Stakeholder (directly or indirectly) in breach of our governance instruments; and
 - d. Offers of free services of whatever nature to any Stakeholder.

10. Gifts, Entertainment and Corporate Hospitality

- 10.1 All Stakeholders as well as their family members, who are acting for, and on behalf of Ncell, directly or indirectly, are discouraged from giving or accepting gifts, entertainment and corporate hospitality.
- 10.2 Ncell recognises that occasional acceptance or offer of modest gifts, entertainment and corporate hospitality may be a legitimate contribution to good business relationships. All Stakeholders are required to observe the following nine (9) principles before accepting or providing gifts, entertainment and corporate hospitality:

Intention – Gifts, entertainment and corporate hospitality should be offered in ‘good faith’ and not convey an expressed or perceived “advantage” or “benefit”, monetary or otherwise, to the individual or entity making or receiving the offer.

Proportionality – Gifts, entertainment and corporate hospitality should be proportionate to the nature, scale and complexity of Ncell’s business activities. This would be determined on a case-by-case basis through taking into account all relevant considerations, including cross-cultural sensitivities.



Common examples of modest and acceptable gifts are fruit baskets, flowers, caps, mugs, pen drives, and other tokens of Ncell corporate gifts that are priced within Ncell’s approved threshold.

Value – Gifts, entertainment and corporate hospitality should not be lavish, excessive, outside the norm or exceed the maximum or equivalent threshold stipulated in the GDS Policy or any other Governance Instruments.

Timing – During an active or anticipated procurement or tender exercise, all Stakeholders participating in the exercise in any way whatsoever, shall not:

- a) receive gifts or hospitality of any kind from any external party participating, planning to participate, or expected to participate, in the procurement or tender transaction;
- b) provide anything other than a corporate gift and token hospitality to any external/third party related to the transaction;
- c) be involved in any discussions regarding business or employment opportunities, for personal benefit or the benefit of a business associate;
- d) abuse the decision-making and other delegated powers given by top management;
and
- e) bypass normal procurement or tender process and procedure.

Reciprocity – Gifts, entertainment and corporate hospitality would not offend or transgress the rule of reciprocity in customary gift-giving, namely whether the act of giving can reciprocate the act of receiving.

Doubtful parties – Gifts, entertainment and corporate hospitality to perceived doubtful parties (such as those without prior business dealings or relevance to Ncell’s business activities), would be inherently inappropriate.

Culture - All Stakeholders need to be particularly aware of cross-cultural differences in what is considered appropriate in accepting and giving gifts, entertainment and corporate hospitality in the countries where it conducts business activities, transactions or dealings. Utmost care must be taken to ensure any gift, entertainment and corporate hospitality that is to be accepted or given, which may be considered appropriate under local culture, is in accordance with or conforms to this Policy.

Conflict of interest – Gifts, entertainment, and corporate hospitality should not give rise to actual/real or perceived conflict of interest.

Coverage - This Policy covers offers/acceptance, or promises to offer/accept gifts, entertainment and corporate hospitality to or from any of the Stakeholders.



Advance approval should be obtained prior to expenditure on gifts, entertainment and corporate hospitality by Ncell employee.

If you are unsure about gifts, entertainment and corporate hospitality, please contact your **line manager, your Head of Risk & Compliance or BRCC** for advice.

11. Donations and Sponsorships



Donation is something contributed or given (in cash or in kind) by Ncell as charity without expecting any advantages or returns.



Sponsorship is financial support given to an association, organisation or event for branding display or other benefits in return, e.g. tickets/passes, hospitality etc.

11.1 Ncell occasionally makes donations and participates in sponsorships in Nepal to further our business objectives.

Such donations or sponsorships shall not violate our core values, policies and applicable laws.

All Stakeholders exercise good judgement and perform reasonable due diligence.

11.2 The donations or sponsorships should not be made to secure any improper advantage or retain any business relationship.

11.3 Good judgement and due diligence must be exercised to assess the purpose and intention of the donation or sponsorship, and the reputation or status of the beneficiaries. All sponsorships or donations shall be offered and made transparently in accordance with Ncell's Governance Instruments.

12. Corporate Social Responsibility (“CSR”)



CSR is a self-regulated and ethics-driven activity to ensure the sustainability of society and our environment through voluntary activity.

- 12.1 Ncell actively supports various types of CSR activities in Nepal, to ensure the sustainability of society and our environment.
- 12.2 CSR activities must be carefully examined and assessed for legitimacy and genuineness in not being carried out to improperly influence a business outcome.
- 12.3 The proposed recipient must be a legitimate organisation and the rightful recipient. Therefore, appropriate due diligence must be conducted to ascertain whether any Public/Government Officials are affiliated with the organisation. There should be a transparent selection and decision-making process, with proper records kept.
- 12.4 CSR activities must be approved and implemented in accordance with Ncell’s Governance Instruments wherein the activities are structured to ensure that the intended purpose is met and benefits are extended to the intended recipient(s).

13. Facilitation Payments

- 13.1 Facilitation payments are gratification or inducements to secure or expedite a routine function which one person shall be or is responsible for performing as part of his/her daily roles and responsibilities. The payments are usually small payments paid unofficially to expedite routine administrative processes on matters such as visas, permits, licenses, and custom clearance.
- 13.2 Stakeholders are prohibited to directly or indirectly offer, promise, give, solicit or accept, agree to accept, or attempt to obtain anything that might be regarded as a facilitation payment in any form.
- 13.3 There may be certain exceptional situations or circumstances where Stakeholder(s) may have to make facilitation payments under duress or coercion, including life-threatening and actual or potential loss of life, limb and liberty situations. However, it must be immediately reported to Axiata Group and/or Ncell's Head of R&C and appropriate document(s) of such incident along with the reasons must be provided and recorded. The Group and Ncell's Head of R&C shall take immediate action(s) as may be required.

14. Conflict of Interest

- 14.1 All Stakeholders have a contractual obligation and are accountable for decisions made or actions taken, which should always be in the best interest of Ncell.
- 14.2 All Stakeholders shall recognise and avoid situations of conflict of interest (actual, real, perceived or potential) to maintain integrity and develop trust by making professional and impartial business decisions.
- 14.3 Conflict of interest arises when an individual's objectivity is compromised or perceived to have been compromised, and there is a conflict between his/her professional duties or responsibilities at Ncell and his/her personal interest.
- *To make impartial decisions in the best interest of Ncell by recognising actual or potential conflict of interest*

- 14.4 If any conflict of interest is identified, even if it is perceived or potential, the Stakeholder must immediately declare and report the situation(s) as referred in Ncell's Governance Instruments. The Stakeholder shall also take the necessary actions to immediately distance, recuse or remove himself/herself from the situation.

15. Dealing with Third Parties or Business Partners

- 15.1 Ncell's commercial success is built upon knowing our business partner who shares the same ethical values and beliefs. Ncell builds trust and a constructive business relationship or enters into a contractual agreement with third parties which include vendors, suppliers, agents and intermediaries, contractors and sub-contractors, consultants, customers and any person or organisation working for and on behalf of Ncell.
- 15.2 Ncell adopts the following guiding principles - "CODE" - in its' Third Party ABAC Framework to ensure it only enters or establishes business relationships with third parties that share its' ethos.

Create awareness – Raise the third party's awareness and understanding of Ncell's core values and ethos through training.

On-going monitoring – Ncell monitors third parties with active contractual relationships to identify and assess potential risks, and to determine whether they consistently demonstrate professionalism, provide exceptional performance and conduct business with integrity and transparency.

Due diligence – Before engaging or establishing business relationships with third parties, an appropriate level of due diligence must be performed and documented, proportionate to the associated risks. If "red flags" are detected during the due diligence, the assessor must escalate and resolve the issues with all the relevant functions and personnel before engaging the third party.

Expectations – Agreements and contracts with third parties shall include Ncell's expectations to embrace and observe Ncell's existing code of conduct and this Policy.

16. Interactions with Public/Government Officials and Politically Exposed Persons (“PEPs”)

- 16.1 Ncell operates in an industry with regular interactions with Public/Government Officials (including regulators) and PEPs, who are in a position (actual or perceived) to make or influence decisions that have an effect or impact on its business and operations.
- 16.2 Ncell shall never improperly influence a Public/Government Officials and PEPs to seek or retain business advantage and will make committed efforts to transact in a fair and transparent manner. A high degree of caution and diligence shall be exercised in all dealings and interactions with regulators, Public/Government Officials and PEPs.
- 16.3 When dealing or interacting with Public/Government Officials and PEPs, employees are required to be aware of, apprised of and adhere to Ncell’s code of conduct, ABAC procedures and applicable laws, and all rules and regulations governing interactions with Public/Government Officials.

Who is defined as a Public/Government Official?

- 16.4 The definition of Public/Government Officials will vary depending on the legal jurisdictions of the countries. However, for this Policy, a Public/Government Officials, whether domestic or foreign, shall be construed as:
- ▶ Any person who holds a legislative, executive, administrative or judicial office whether appointed or elected; and
 - ▶ Any person acting in an official capacity for or on behalf of a government department or agency or instrument of a government.

What is the meaning of Politically Exposed Persons (“PEPs”)?

16.5 Politically Exposed Person(s) shall be construed as individuals, who have been entrusted with prominent public functions, including but not limited to:

- ▶ Public/Government Officials;
- ▶ Political party officials such as senior officials appointed to roles in major political parties domestically or in foreign countries; and
- ▶ Any relatives or associates of a Public/Government Official or political party official, including but not limited to, spouses, parents, siblings, children and spouses’ parents, persons who are nominees or employees of a Public/Government Official or an organisation in which such Public/Government Official, his relatives or associates have a controlling interest.

Things to keep in mind while interacting with Public/Government Officials and PEPs

16.6 All Stakeholder(s) must be conscious of the importance of taking adequate care to comply with Ncell’s policies and national and foreign laws and regulations relating to bribery and corruption involving Public/Government Officials and PEPs.

16.7 All Stakeholders, who are required to interact with Public/Government Officials (domestic and foreign) and PEPs for or on behalf of Ncell shall exercise due care by observing “PLOD” principles as explained below:

Perception – All our interactions with Public/Government Officials or PEPs must be conducted professionally and aligned with Ncell’s values and code of conduct.

Legitimacy –All our interactions with Public/Government Officials or PEPs shall always be aligned with Ncell’s corporate objectives.

Objectivity – All our interactions with the Public/Government Officials or PEPs shall be conducted objectively in furtherance of our corporate values and commercial relationships.

Declaration – All our interactions with Public/Government Officials, or PEPs shall be declared to the R&C Division in accordance with ABAC procedures.

16.8 While maintaining professional working relationships with Public/Government Officials and PEPs, all Stakeholders shall exercise due care and diligence in all the dealings.

16.9 The Stakeholder(s) shall also not use/receive private funds for, on behalf of or to benefit Ncell and/or any of the Stakeholder(s), while dealing with Public/Government Officials, PEPs or any of their relatives or associates.

17. Political Contributions and Donations

- 17.1 Ncell prohibits any kind or form of political contributions or donations. Stakeholder(s) must not use Ncell's funds and resources to make contributions or donations to any political campaigns, political parties, political candidates or their respective offices/officials or any Stakeholder affiliated organisations.
- 17.2 Stakeholder(s) are prohibited from acting as follows:
- a. Using their position to influence any person to make any political contributions or to support politicians or their parties in any country;
 - b. Making any contribution or incurring any expenditure using Ncell's resources to benefit any political campaign, party or politician in any country;
 - c. Using Ncell's personnel, assets, facilities, equipment and resources to support any government party candidates or political campaigns; and
 - d. Contributing or donating to a charity of a Public/Government Official's choice.

18. Mergers, Acquisitions and Investments

- 18.1 Ncell may invest, acquire, merge or leverage other forms of investments to extend its reach to new businesses to drive growth or competitiveness.
- 18.2 Any form of investment by Ncell could give rise to potential fraud, bribery and corruption risks etc. Therefore, appropriate controls must be in place to mitigate, ring-fence or minimise those associated risks such as conducting comprehensive due diligence.
- 18.3 ABAC due diligence shall be applied to all investments on a risk-based approach, with the extensiveness and comprehensiveness of the due diligence proportionate to the investment and the perceived likelihood of risk. Due diligence processes shall take place before and post-acquisition and investment.
- 18.4 Ncell Board and relevant committees overseeing mergers, acquisitions or investments should seek to develop a full understanding of bribery and corruption risks related to the target companies.
- 18.5 The working committee handling the merger, acquisition or investment shall ensure that the target (i.e. a company that is a target for merger, acquisition or investment) has the equivalent of Ncell's Governance Instruments.

19. Avoiding Nepotism

- 19.1 Ncell adheres to a transparent and fair manner in its recruitment process and does not discourage multiple family members from working for Ncell. However, Ncell strictly condemns nepotism and is committed to minimising potential, actual or perceived conflicts of interest which may arise when an employee reports to another employee or is bound by work authority in addition to family relationships, intimate relationships and such similar relationships.
- 19.2 Ncell also reserves the right to take relevant action when relationships of its employees impact work ethics.
- 19.3 Any requests/references for employment received from public officials, third parties or customers shall undergo regular recruitment due process and shall be identified separately (irrespective of whether appointed or rejected). Acceptance or offer of anything of value or in kind for such cases is strictly prohibited.
- 19.4 In case any department intends to hire a relative of a Public/Government Official or customer, it should be declared to Ncell's Head of R&C, and due diligence should be conducted on the individual before recruitment.

20. Anti-Money Laundering/Counter Terrorism Funding

- 20.1 Ncell strictly prohibits money laundering/terrorism funding under the applicable laws and regulations in Nepal.
- 20.2 All employees are expected to be mindful of the risk that Ncell's business may be used for money laundering/terrorism funding activities and must familiarise themselves with Ncell's Policy.
- 20.3 When in doubt or if any suspicious transactions or potential cases of money laundering/terrorism funding are observed, employees shall immediately notify their immediate superior and go through the proper channels.
- 20.4 Any non-compliance with money laundering/terrorism funding laws of Nepal will be investigated diligently. Appropriate and immediate actions shall be taken based on the outcome of the investigation to ensure we remain committed to Ncell's Governance Instruments.

21. Record-keeping and documentation

- 21.1 Ncell is committed to maintaining accurate and detailed books and records that always fairly reflect all transactions of Ncell. All transactions shall be accounted in a transparent manner and accurately reflect and disclose the business rationale, purpose, substance and legality of all local and cross-border transactions, payments and expenses such as Gifts, Entertainment, and Corporate Hospitality received by or given to Stakeholders, Public/Government Officials, and others.
- 21.2 Ncell affirms that it will not:
- a. Alter, conceal any information, falsify and omit or misrepresent the facts of any record;
 - b. Encourage or allow anyone else to compromise the accuracy and integrity of the Ncell's records; and
 - c. Engage in any scheme to defraud anyone.
- 21.3 Our records management and retention policies shall also ensure records are maintained to meet the relevant legal, tax and regulatory requirements and the records that are no longer needed or are beyond the statutory retention period are securely disposed of.
- 21.4 All employees should take adequate measures to retain information that may be relevant for litigation purposes or be subject to a legal prohibition or stipulation until they are authorised in writing to do otherwise by the relevant department.

22. Speak Up Channel

- 22.1 Ncell is committed to upholding the highest standards of lawful and ethical conduct, by demonstrating honesty, fairness and accountability in all our conduct and dealings.
- 22.2 To encourage employees, suppliers, business partners, contractors, customers and other Stakeholders to voice their concerns, including actual or suspected misconduct, illegal or unethical behaviour, Axiata Group has established a group Speak Up channel.
- 22.3 This reporting channel is available 24 hours a day, 7 days a week. In addition, reported concerns can be submitted in native languages within Axiata Group's footprint.
- 22.4 An individual can opt to remain anonymous if he/she wishes and his/her identity will be protected in accordance with this Whistleblowing/Speaking Up Policy and Procedures at all stages of the investigation.
- 22.5 An individual shall ensure that there is a reasonable belief or basis for the concern and the disclosure is made in good faith and not for the personal gain or motivated by ill or malicious intention. Mere rumour or hearsay information is not the basis for speaking up or to whistle blow.
- 22.6 For further information on the whistleblowing/Speak Up channel, refer to Axiata Group's Whistleblowing/Speaking Up Policy and Procedures.



Axiata Group has established a global Speak Up channel and website at <https://wrs.expolink.co.uk/axiata>

This reporting channel is available 24 hours a day, 7 days a week.

23. Training and Communication

- 23.1 Ncell will also regularly provide ABAC awareness and training to its employees, as appropriate to their roles, risks and business scenarios they face. This awareness and training will be updated for necessary changes. All new employees whose day-to-day activities may be affected by this Policy will receive the relevant training within a set timeframe after commencing employment with Ncell as stipulated in the ABAC procedures.
- 23.2 Training for all employees, including temporary staff, contract workers and business associates, shall be mandatory and monitored for its completion. Periodic confirmation will be sought from relevant personnel on compliance with this ABAC Policy.
- 23.3 Ncell shall communicate to its Stakeholders the necessity to comply with this Policy at the outset of business relations through the appropriate communication channels.

24. Risk & Compliance (R&C) Division

- 24.1 Ncell has a dedicated R&C Division to oversee the design, implementation, monitoring and management of the ABAC framework and activities/matters.
- 24.2 The R&C Division shall perform functions as set out below within Ncell's structure, equipped to act effectively against bribery and corruption:
- a. provide advice and guidance to personnel on ABAC matters;
 - b. take appropriate steps to ensure that adequate monitoring, measurement, analysis and evaluation of ABAC is performed;
 - c. report on the performance and monitoring of ABAC to the top management and BRCC regularly; and
 - d. Appropriate resources shall be provided for the effective operations of ABAC and the R&C Division shall be staffed by persons who have the appropriate competencies, status, authority and independence.
- 24.3 Ncell shall conduct regular risk assessments to identify bribery and corruption risks affecting the business, set anti-bribery and corruption objectives, and assess the effectiveness of controls in achieving those objectives.

25. Review and updates to this Policy

- 25.1 This Policy shall be monitored and reviewed at least once every two (2) years by the R&C Division. The required updates and amendments shall be recommended by Ncell Head of R&C to the GCRCO for the same to be tabled to Axiata's BRCC and Board for pre-approval. All Stakeholders shall be informed of any revisions made to this Policy.
- 25.2 Axiata Group reserves the right to vary and/or amend the terms of this ABAC Policy from time to time.

END OF DOCUMENT