



Millicom Third Party Management Policy





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Policy Statement

At Millicom, we are committed to doing business ethically so we can be a force for positive change everywhere we operate. Millicom has a zero-tolerance approach to any form of Bribery or Improper Payments (as defined below). This Policy applies to all Employees and management of Millicom, Tigo, and other Millicom group companies (collectively, “Millicom” or the “Company”), including directors and contracted staff (collectively, “Employees”), as well as any Third Parties (as defined below). We expect every Third Party acting on Millicom’s behalf to comply with the guiding principles in our Code of Conduct and related policies.


Our Code of Conduct can be boiled down to one line: obey the law; be honest and trustworthy in all you do; be transparent in your dealings; and be a positive force for good.

1.0 Definitions


Bribery	<p>The offering, promising, or giving of anything of value to another person, made directly or indirectly, with the intent to induce such person to act improperly in the performance of his/her duties (i.e., active bribery); or</p> <p>The requesting, agreeing to receive, or accepting anything of value from another person, made directly or indirectly, with the intent to induce the recipient to act improperly in the performance of his/her duties (i.e., passive bribery).</p>
Employee	Direct employees of Millicom and/or employees from all entities that Millicom owns or controls, including directors and contracted staff.
Third Party	Any Millicom Third Party Intermediary (“TPI”), Business Partner, or other Supplier, consultant, and any other individual with whom Millicom interacts.
Supplier	Any supplier, vendor, contractor, distributor, consultant, and/or other Third Party providing goods, services, and supplies (including software) to support Millicom operations.
TPI	<p>A Third Party that interfaces on Millicom’s behalf, indirectly or directly, with Government Officials (such as Suppliers, consultants, and other service providers).</p> <div data-bbox="873 1528 1463 1717"><p>Examples of TPIs include, but are not limited to:</p><ul style="list-style-type: none">• Law firms;• Logistics companies; and• HR service companies.</div>
Business Partner	A Third Party that Millicom has an investment or business arrangement with, such as a joint venture, local partnership, or other joint business activity where the Business



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	<p>Partner may interact with Government Officials on Millicom’s behalf, indirectly or directly.</p>
<p>Family member or close relative</p>	<p>An Employee or Third Party’s spouse, domestic partner, parents, children, siblings (or their spouses or domestic partners), relatives living in the same household as the Employee or Third Party, or persons with whom the Employee or Third Party has a close personal relationship.</p>
<p>Merger, Acquisition, and Divestment</p>	<p>A transaction involving Millicom and at least one other company, such as a merger, acquisition, consolidation, purchase of assets, and management acquisition.</p>
<p>Government Official</p>	<p>Any director, officer, or employee of a foreign or local government or any department, agency, instrumentality thereof, or entity owned or controlled by a government outside the U.S. or the United Kingdom (“UK”);</p> <p>Any person acting in an official capacity for or on behalf of any such foreign or local government, department, agency, instrumentality, or entity;</p> <p>Any director, officer, or employee of any public international organization, such as the United Nations or World Bank;</p> <p>Any officer or employee of any political party or affiliation; and</p> <p>Any candidate for political office.</p> <div data-bbox="875 785 1463 915" style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>For purposes of this Policy, “Government Officials” may include family members or close relatives of anyone described in this section.</p> </div> <div data-bbox="875 953 1463 1383" style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>When a foreign or local government is organized similar to the U.S. and UK systems, it is clear what constitutes a government department or agency (such as a transportation authority or ministry of energy).</p>  <p>Many foreign and local governments are organized differently and operate through state-owned or state-controlled entities, particularly in the energy and telecommunications sectors. Employees of state-owned or controlled entities are “Government Officials.”</p> </div>
<p>Government and Politically-Affiliated Entity</p>	<p>Includes but is not limited to:</p> <ul style="list-style-type: none"> • Any government department, agency, ministry, instrumentality, or entity, whether federal, state, or municipal, including the administrative, judicial, and legislative bodies; • Any political party or political campaign; • Any state-owned or state-controlled department, company, corporation, partnership, enterprise, public institution, or civil association; • Any public international organization, such as the United Nations, the World Bank, and the International Monetary Fund; and



	<ul style="list-style-type: none"> Any recognized traditional or tribal council, governing body, or authority, or any recognized traditional or royal family.
Improper Payment	<p>The giving or receiving of inducements or anything of value, for any reason, in order to:</p> <ul style="list-style-type: none"> Influence someone’s judgement about Millicom products and services or those of another company; Gain an improper advantage when selling our goods and services, conducting business transactions, or representing Millicom interests; or Influence the use of discretionary authority by any Government Official. <div data-bbox="873 359 1463 1087" style="background-color: #0070C0; color: white; padding: 10px;"> <p>Improper Payments include:</p> <ul style="list-style-type: none"> Bribery; Paying for something beyond the Company’s legal right, or to which the Company is not legitimately entitled; Improper donations, sponsorships, or contributions of Millicom funds or assets to political parties or their leaders or candidates for public office; Improper donations, sponsorships, or contributions of Millicom funds or assets to companies, public institutions, or private charities related to or at the direction of a Government Official; Loans of Millicom assets; and Direct or indirect payments in any form, including gifts, travel, offers of employment, or reimbursement to Employees or Third Parties for donations, sponsorships, or payments they might personally have made.  </div>

2.0 General Principle

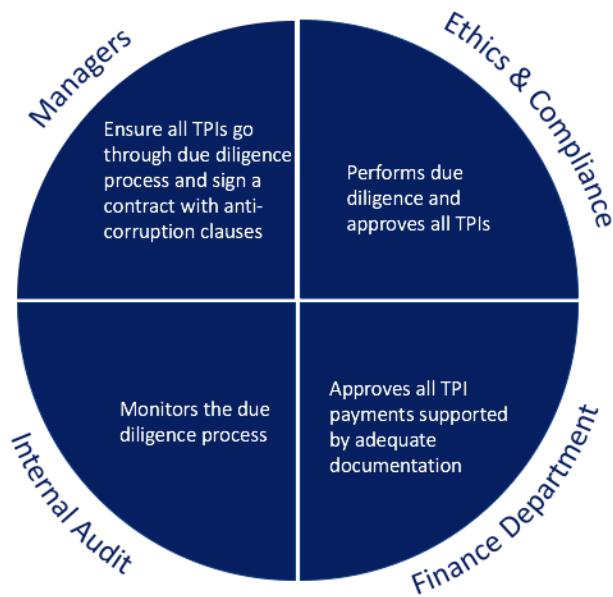
2.1 Do what’s right for the right reason and be a force for positive change. Millicom is committed to maintaining the highest ethical standards and preventing corrupt practices in all business transactions. Our Employees are committed to doing business the right way by complying with the ethical standards set forth in our Code of Conduct, Anti-Corruption Policy, Gifts & Hospitality Policy, and other relevant policies. At times, business needs and local regulations require us to engage TPis and/or Business Partners to conduct business on Millicom’s behalf, which may involve (direct or indirect) interactions with Government Officials. To mitigate the corruption risks associated with TPis and Business Partners who interact with Government Officials on Millicom’s behalf, all Employees must comply with this Policy and other relevant requirements when entering into any relationship with a TPI or Business Partner.

3.0 Roles and Responsibilities

3.1 Ethics & Compliance Department. The Ethics & Compliance Department must approve all TPis and Business Partners. The Chief Ethics & Compliance Officer must approve any written request for an exception to this Policy.

- 3.2 Finance Department.** The Finance Department must ensure that the Company makes all payments to TPIs and Business Partners pursuant to generally accepted accounting principles, internal controls, and Millicom’s applicable policies.
- 3.3 Internal Audit.** Internal Audit is responsible for working with the Ethics & Compliance Department to monitor the execution of this Policy by managers and the Finance Department by performing independent audits.

- 3.4 Managers.** Managers bear the ultimate responsibility in TPIs and Business Partners involved in the scope of their work and must carefully monitor the TPI and Business Partner’s performance and any changes in their scope of work. Managers must ensure that all TPIs Millicom engages and all Business Partners Millicom enters into agreements with go through



Millicom’s due diligence process and that all payments meet applicable legal requirements in accordance with this Policy as well as the Anti-Corruption Policy and other applicable procedures. With support from the Ethics & Compliance Department, managers must ensure that all TPIs and Business Partners receive training on the Millicom Supplier Code of Conduct.

4.0 Due Diligence Process

4.1 Evaluation

4.1.1 Reputation. Managers, in coordination with the Procurement and Ethics & Compliance Departments, must evaluate each potential TPI or Business Partner as part of the due diligence process. All Millicom TPIs and Business Partners must have a verified good reputation, including a track record of past performance, professional competence related to the scope of the activities performed for Millicom, and knowledge of local laws and customs.





4.2 Information Collection

- 4.2.1 Initiation Process.** After evaluating the potential TPI or Business Partner (including commercial considerations), the requestor must complete the Intake Form.
- 4.2.2 Due Diligence Questionnaire.** After initiating the due diligence process, the manager must request that the TPI or Business Partner complete a questionnaire containing requested information.
- 4.2.3 Procedure.** The requestor must submit both the Intake Form and a Due Diligence Questionnaire to the Ethics & Compliance Department.

4.3 Approval/Rejection. After conducting risk-based due diligence, the Ethics & Compliance Department must evaluate the potential relationship with the TPI or Business Partner, discuss any concerns with the applicable manager, and ultimately provide written notification of its approval or rejection of the TPI or Business Partner to the manager. The length of time required to complete the due diligence process depends on various factors, such as the TPI or Business Partner’s timely completion of the Due Diligence Questionnaire and the amount of time the TPI or Business Partner takes to respond to the Ethics & Compliance Department’s follow-up questions. If any TPI or Business Partner discloses that he or she is a current or former Government Official, approval is required from the Ethics & Compliance Department prior to approving the TPI or Business Partner.

Do's	
Conduct thorough due diligence on TPIs and Business Partners	
Ensure TPIs and Business Partners comply with the Supplier Code of Conduct	
Monitor TPI performance	

4.3.1 Hiring Former Government Officials. Should a situation arise where the Company contemplates hiring a former Government Official (either local or global) as an Employee or contractor, a period of one (1) year must have passed between the individual leaving his or her position as a Government Official and starting to work for Millicom. The Chief Ethics & Compliance Officer must approve all such engagements. The Company may make exceptions under specific circumstances, with approval from the Chief Ethics & Compliance Officer.



5.0 Contracts

5.1 Minimum Requirements. In addition to standard commercial terms and alignment with Millicom's Supplier Code of Conduct, each TPI and Business Partner contract must set forth:



5.1.1 Clear scope of work;

5.1.2 Payment method;

5.1.3 Anti-corruption clause and, where applicable, anti-money laundering clause;

5.1.4 Termination right for non-compliance with the anti-corruption clause and, where applicable, the anti-money laundering clause;

5.1.5 Requirement for written notification of changes in scope of work or political status;

5.1.6 Indemnification provisions;

5.1.7 Requirement for providing supporting documentation for invoices; and

5.1.8 Notification that Millicom will not reimburse any payments made by the TPI or Business Partner in violation of the anti-corruption clause and, where applicable, the anti-money laundering clause.

5.2 Additional Business Partner Requirements. In addition to the requirements in Section 5.1, agreements between Millicom and Business Partners, where applicable, must allow Millicom to:

5.2.1 Take sufficient steps to prevent the Business Partner or venture from engaging in improper practices or withdraw from the venture and recoup its investment;

5.2.2 Require the Business Partner to maintain accurate and complete accounting and other financial records in accordance with applicable laws and generally accepted accounting principles; and

5.2.3 Require the Business Partner to cooperate with any Millicom or government authority in any audit or investigation into the Business Partner or venture's conduct.

6.0 TPI Payments

All payments to TPIs must be:

- 6.1 For actual services with appropriate documentation;
- 6.2 Not in cash or cash equivalent (including no airtime or free data);
- 6.3 In the name of the invoice issued;
- 6.4 Consistent with the contract required in Section 5.1 (including supported by documentation);
- 6.5 Made in the country where the TPI has performed the services or has an established presence;
- 6.6 Approved by the applicable manager(s); and
- 6.7 Reflected accurately in Millicom’s accounting records.

Don'ts			
Engage a TPI or Business Partner before completion of due diligence			
Reimburse a TPI without proper documentation of the TPI's services			
Disclose when a TPI's scope of work changes			

7.0 Business Partner Payments

All payments to Business Partners must be:

- 7.1 Reasonable and proportionate to the Business Partner’s contribution to the venture or project (i.e., fair market value);
- 7.2 Supported by the performance of the venture;
- 7.3 Not in cash or cash equivalent (including no airtime or free data);
- 7.4 In accordance with the terms of the agreement or contract;
- 7.5 Reflected accurately in Millicom’s accounting records;
- 7.6 Lawful under applicable law; and
- 7.7 Made in the country of operations or in the country where the Business Partner has an established presence or is making its investment.



8.0 Speak Up!

Reporting Concerns



- 8.1** Employees shall immediately report violations, suspected violations, or questions regarding this Policy or any applicable law or regulation (including concerns regarding accounting, internal controls, or auditing issues) directly to a line manager, Human Resources, or any member of the Ethics & Compliance Department or report violations or suspected violations through the [Millicom Ethics Line](#), Millicom's external and independent reporting service, which is available twenty-four hours a day, seven days a week.
- 8.2** Contact information, country-specific numbers for Millicom's reporting service, and an online reporting mechanism are available via the [Millicom Ethics Line](#), in the Ethics & Compliance section of the Millicom website and intranet sites.
- 8.3** All line managers shall be responsible for the enforcement of and compliance with this Policy, including providing Employees necessary access to the latest version of this Policy.
- 8.4** Millicom will take disciplinary action against anyone who retaliates against Employees who initiate or participate in Ethics & Compliance Department investigations. While Millicom encourages Employee reporting, Millicom does not tolerate false reports made simply to harm another Employee.

9.0 Resources

- 9.1 Code of Conduct
- 9.2 Anti-Corruption Policy
- 9.3 Intake Form
- 9.4 Conflicts of Interest Policy
- 9.5 Due Diligence Questionnaire
- 9.6 Gifts & Hospitality Policy
- 9.7 Government Official Interactions Procedure
- 9.8 Speak Up Policy
- 9.9 Sponsorships & Donations Policy
- 9.10 Anti-Money Laundering Policy



10.0 Revision History

Revision No.	Effective Date	Changes	Prepared By	Reviewed By
2.0	01 January 2018		Ethics & Compliance Department	HL Rogers – EVP Chief Ethics & Compliance Officer Xavier Rocoplan – EVP Chief Technology & Information Officer
3.0	May 2019		Ethics & Compliance Department	HL Rogers – EVP and Chief Ethics and Compliance Officer
Latest Revision Approved By: CECO and Compliance Committee				