### Policy

**“Anti-corruption legislation compliance”**

1. Information on the document

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| **The purpose of the document** | This Policy of the Company, its Management and Board of Directors establish the following goals:   * + To set measures aimed at improvement of corporate culture of the Company, introduction and development of best practices of corporate governance in the Company, as well as the standards of responsible business conduct;   + Ensure Company’s adherence to the principles of legality, transparency and social responsibility with a view of upholding business reputation in front of the state, shareholders, clients, partners, competitors and entire society.   + define principles of preventing corruption acts by (towards) the Company and (or) its employees, as well as principles of observance of, irrespective of circumstances, anti-corruption legislation during the Company’s economic activities in any country. |
| **Brief summary of the document** | * + Anticorruption legislation compliance policy is a document of company-wide significance.   + The present Policy establishes basic compliance principles and requirements for MTS Armenia CJSC, its subsidiaries and affiliated companies, their board members and employees, as well as all the third parties, acting on behalf or in the name of MTS Armenia CJSC and its subsidiaries and affiliated companies the provisions of anticorruption legislation applicable for MTS Armenia CJSC. |
| **Access restriction:** | No |

1. Definition of Terms, Abbreviations and Roles
   1. Definitions of terms and abbreviations

| Term | **Abbreviation** | Definition of the term (abbreviation deciphering) |
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| **Introduced definitions:** |  |  |
| Employees (according to this Policy) |  | Physical entities, having concluded employment or service contract with the Company |
| Representatives |  | Agents, distributors, consultants, as well as mediators and other physical entities acting in the name or on behalf of the Company. |
| Acting anticorruption legislation |  | Armenian Criminal code, FCPA, the UK Bribery Act and analogous legislation of states on the territories of which the Company conducts its business activities. |
| Foreign Corrupt Practices Act | FCPA | US Foreign Corrupt Practices Act 1977 (FCPA) (adopted by US Congress in 1977); |
| The UK Bribery Act |  | UK Bribery Act 2010 («UKBA») (adopted by the Great Britain Parliament in 2010); |
| State bodies, authorities and organizations |  | State authorities of RA and foreign countries, their entities and local authorities (including state ministries, services, agencies, state departments and their structural subdivisions), political parties as well as all legal entities directly or indirectly governed by the state. |
| Anti-corruption compliance (anti-corruption compliance system) |  | A system of measures and processes developed by the Company with an aim to ensure observance of anti-corruption legislation requirements applied to the Company. |
| **Current definitions:** |  |  |
| Company |  | MTS Armenia, including all structural subdivisions, affiliates and representations. MTS Armenia, all the subsidiary and affiliated companies of MTS Armenia, as well as all the companies under direct or indirect control of MTS Armenia. |
| State official | SO | * Any Armenian or foreign, appointed or selected person occupying any position in legislative, executive, administrative or judicial authorities or international organization; any person fulfilling public function for the state, as well as for State bodies, authorities or organizations; leading politicians, officials of political parties, including candidates for political positions, ambassadors, influential org-men in nationalized industrial fields or natural monopolies; managers and employees of State authorities, institutions and organizations, including doctors, military servants, municipal officials etc.; persons who have relative, familiar or business relations with state officials. |

1. Objectives of the Policy

The present Policy regulates the following practical issues for meeting the Policy purpose:

* + Ensure that the members of the Board, employees and representatives of the Company are informed of their obligations to know and observe the key principles of anti-corruption legislation stipulated by the present Policy, as well as measures and procedures applied by the Company to prevent corruption;
  + Define the obligations of the Management and the members of the Board of the Company to ensure and control the development and implementation of efficient system of anti-corruption legislation compliance;
  + Prevent participation of the Company, the Board members, employees and representatives of the Company in corruption activities.
  + Mitigate the risk of bringing the Company, its Board of Directors and employees to criminal, administrative or civil responsibility;
  + Develop a common understanding by the Board of Directors, employees, representatives, affiliate and subsidiaries of the Company about the Company’s policy against any form of corruption.
  + Improve the measures of ensuring reliability and transparency of Company’s financial reporting, as well as lawful and effective use of its assets.

1. ACTING ANTICORRUPTION LEGISLATION

The present Policy is developed pursuant to the requirements of RA anticorruption legislation, Foreign Corrupt Practices Act 1977, adopted by US Congress in 1977, The UK Bribery Act 2010, adopted by the Parliament of Great Britain in 2010, recommendations of regulatory bodies and similar legislations of the state, where the Company runs its business, as well as the Charter, the Code of Ethics and other internal documents of the Company.

1. KEY PRINCIPLES

The Company adheres to the principles of anticorruption legislation and ethical business conduct in all types of business relations, regardless of the country where the Company runs its business. The principles and requirements of the present Policy are mandatory for implementation by all the companies of MTS Armenia, including their employees, board members and Representatives.

The Company adheres to the principle of exclusion of corruption in any form and their manifestations either in daily activities or implementation of strategic projects.

Therefore, all the Employees and board members of the Company, as well as any third party acting in the name and/or on behalf of the Company are not allowed to:

* Propose, promise, authorize or make payments in monetary form or other valuables, including, but not limited to, business gifts, compensation of expenses, discounts, entertainments, etc., as well as any financial and other benefit or privilege to any State official, representative of commercial organization or any other person aiming to affect the actions of the latter (ensure inaction) and impel to improper implementation of official responsibilities and/or get improper commercial privilege;
* Solicit, agree to receive or receive any payments in monetary form or any other valuable, as well as any financial or any other benefit or privilege, if receiving such payments, benefit or privileges is considered improper implementation of official or other duties envisaged by law, or is considered as compensation for improper implementation of such duties;
* Serving as intermediary in bribery or corrupt payment, namely directly give bribe on behalf of the briber or bribe-taker, or otherwise contribute to the briber and/or bribe-taker in achieving or implementing the agreement between them on receiving and giving bribes or committing commercial bribery.
  1. Mission of the management

The management and the board members of the Company should be a model of ethical behavior, and by such behavior shall form intolerant attitude of the employees towards any form and manifestation of corruption which shall become the integral part of corporate culture and daily business practice of Company employees.

The management and board members of the Company are acquainted with the content of anti-corruption compliance system and provide necessary means for their implementation, as well as carry out general control over its implementation, disciplinary execution and operational efficiency.

* 1. Management Reputation

The Company undertakes all the required measures to prevent the involvement in managing job positions and governing bodies of people that are or have been involved in illegal activities.

* 1. Consistency of the Policy

The Company consistently ensures the observance of the applied anti-corruption legislation, especially the rules of business conduct and particularly promotes the observance of principles of the present Policy by Company employees and representatives, and in case of any violation of the provisions of the present Policy, certain sanctions shall be imposed.

* 1. Regular evaluation and minimization of risks

The Company on yearly basis performs activities for revelation, assessment and reassessment of corruption risks with special focus on risks specific to its activities, operations area, as well as potentially vulnerable business-processes.

Based on the results of risks assessment and reassessment, the Company develops and implements anticorruption procedures which reasonably and adequately meet the level and nature of revealed risks.

* 1. Informing and training

The Company openly announces about its zero tolerance approach to corruption and demands from its employees, board members, representatives, foreign and affiliate companies, its board members and employees to strictly adhere to the principles and requirements of the present Policy.

The Company continuously follows all the amendments in normative requirements and practice of enforcement of anticorruption legislation and timely informs all the stakeholders on the respective changes and trends.

The Company implements training program for the board members, employees and representatives on the principles and standards of anticorruption compliance by means of a special training system. Trainings are conducted for the employees newly recruited in the Company; on daily basis in electronic form; on regular basis by personal attendance, but not less than once in two years; as well as if need arises or in case of amendments in anticorruption legislation or in anticorruption procedures of the Company.

By means of information and conducting trainings the Company boosts the corporate culture level, awareness about anticorruption issues and ethical business conduct.

* 1. Monitoring and control

The Company performs efficiency monitoring of implemented anticorruption procedures, controls observance of such procedures, and if necessary improves them.

1. CONTRACTUAL POLICY
   1. Ban on extra-contractual agreements

The Company prohibits to conclude in the name or on behalf thereof any non-contractual agreements with any contractor, namely any written or oral agreements, not included in the main text of the contract with contractor or the annexes thereto, or any other form, but not processed through standard agreement procedures adopted in the Company.

Any contract or agreement concluded by the Company in its written form, including the annexes thereto are deemed the integral part of the document which shall contain all the terms and agreements on the basis of which the contract or agreement is concluded.

* 1. Anticorruption Clause

With the purpose of ensuring compliance with anti-corruption legislation, as well as mitigating the risk of accountability as a result of Company’s involvement in corruption, the Company initiates inclusion of anticorruption clause in any contract/agreements to be concluded.

1. VERIFICATION OF CONTRACTORS

The Company endeavors to apply reasonable efforts to mitigate the risk of establishing official, business and other relations with physical and legal entities, that might be engaged in corruption activities and consequently pose a threat for the Company with respect to involvement in such activities.

With a view of minimizing the risks of Company’s involvement in corruption, the Company has developed and implements the requirements of anticorruption legislation procedure of verification of contractors -legal entities (including the participants of joint ventures, companies and associations), as well as physical entities with whom the Company plans to conclude labor contract or civil contract.

The present procedure is applied also in cases of Company’s acquisition of shares in any legal entities. Verification procedure regarding the planned acquisition includes the respective inspection of acquisition object, its owners and management, as well as the verification of goals and implementation procedure of such deal for compliance with requirements of the Policy and the anticorruption legislation in force.

1. SUBSIDIARIES, JOINT VENTURES AND CONTRACTOR PARTIES

The Company pays special attention to how tolerant contractor parties are against corruption, whether they comply with the anti-corruption legislation and whether they are ready to accept the requirements of the present Policy and include anti-corruption provisions in the contract.

The Company undertakes active measures towards suppliers, representatives and other contractor parties aimed at preventing any type of corruption both in the name of and directed to the Company. In this regard the Company demands its suppliers, representatives and other contractor parties to unconditionally observe the principles of anti-corruption legislation in force, as well as not to display improper business conduct both in relations with the Company and during further business activities.

The Company practices anti-corruption legislation similar to the present Policy in its subsidiary companies, as well as undertakes measures to provide the requirements and principles of the present Policy by joint ventures, companies and unions in the activities of which the Company takes its part.

1. GIFTS AND REPRESENTATION EXPENSES

As per the anticorruption legislation in force, presents, hospitality expenses, including sums envisaged for business treats, the Employees may give or are given in the name of the Company to other physical entities or legal entities, or which the Employees, due to their work in the Company, may receive from other entities and organizations, in certain circumstances may be interpreted as unlawful. With this regard any presents and entertainment expenses shall meet the following criteria:

(1) be directly linked with lawful goals of Company activities, for instance, with presentation or completion of business-projects, promotion of goods or services, successful implementation of contracts, or with commonly accepted holidays, such as Christmas and New Year, International Women's day, memorable dates, anniversaries etc.;

(2) be reasonably substantiated, modest and not to be luxury goods;

(3) not to compromise the ability of the recipient to receive impartial and fair decisions in connection with the assigned job and official authorities (duties), namely, but not limited to, provide in return for information, preferential attitude or opportunities that would not otherwise be provided;

(4) not to be considered a concealed fee for service, action, inaction, connivance, patronage, granting of rights, making certain decisions about a deal, agreement, license, permit, etc. or attempt to influence the recipient for any other illegal or unethical purpose;

(5) should not be risky for the Company reputation in case information on such presents or representation expenses is revealed;

(6) should not be prohibited by the legislation applied to the recipient, as well as by other procedures and policies;

(7) should not create any moral obligation for the recipient;

(8) should not contradict the principles and requirements of the present Policy, Code of business conduct and ethics, other internal documents of the Company and the norms of anticorruption legislation in force;

(9) should pass through all the coordinated stages formed inside the Company, should be provided with all the necessary documents and allowed by the management.

All the above-mentioned criteria also apply to the expenses made in the name of the Company and/or at the expense of the latter for promoting consumption activeness, acquisition, retention of customers, as well as for demonstration of Company activities in relations with the society, Mass media, investment and specialized companies.

It is prohibited to give presents in the name of the Company, members of the Board of Directors, Employees and Representatives to any third parties in the form of monetary means, either cash or non-cash, or in a currency equivalent to the latter.

The rules and restrictions established in MTS Armenia CJSC regarding accepting and presenting gifts, as well as organization of entertainment and participation in them is regulated by the Attachment “On Gifts and Entertainments” ().

1. CHARITY, DONATIONS, SPONSORSHIP AND CORPORATE SOCIAL RESPONSIBILITY

The Company is committed to participate in the programs implemented in the field of social responsibility, support the undertakings of state and philanthropic organizations aimed at social welfare and its development, as well as to have fair share of contribution to provide equal opportunities in the countries on the territory of which the Company carries out its activities.

For achievement of these goals, as well as with a view of ensuring compliance with anticorruption legislation in force, normative documents and procedures regulating the sponsorship and philanthropic activities of the Company have been implemented and are practiced in the Company. All the financial transactions regarding the above-mentioned activities are explicitly reflected in accounting reports, and the implemented programs are additionally coordinated. Monitoring of philanthropic investments gives the opportunity to make sure that the invested sums do not appear to be a concealed bribe or commercial bribery.

As per the present Policy and adopted procedures, the Company does not finance or otherwise take part in sponsorship and/or philanthropic activities in order to get illegal advantages regarding business activities.

1. FINANCING POLITICAL ACTIVITIES

As per the present Policy, the Company shall not finance or otherwise support political parties or members thereof, including candidates for public posts, their election campaigns or political activities, as well as any other political organizations or movements.

1. MEDIATED PAYMENTS OR PAYMENTS IN FAVOR OF THIRD PARTIES

The Company, members of the Board of Directors and employees are prohibited to involve or use the representatives of the Company, joint ventures or third parties in activities which contradict the principles and requirements of the present Policy or the norms of anti-corruption legislation in force.

The Company, members of the Board of Directors and employees are prohibited to make payments in favor of the representatives of the Company, joint ventures or third parties if it is known (or should be known) that the whole payment or a part thereof is aimed to be used for corruption purposes.

The Company periodically performs check-ups aimed at preventing and/or discovering the above-mentioned violations at the Representatives, joint ventures or third parties, with the objective to minimize the risk of Company participating in corruption activities.

1. ACCOUNTING RECORD-KEEPING

It is necessary to ensure that all the expenditures of the Company with regard to any state official or other party, irrespective of the sum of such transaction, is precisely documented and are available for any kind of check-ups.

Internal activities of financial control are developed and implemented in the Company, ensuring the following:

(1) Making all financial transactions by a general or special permission of the Management;

(2) Making precise and detailed accounting records so as to make it possible to compile reports compliant with financial (accounting) standards;

(3) Managing assets only by a general or special permission of the Management;

(4) The accounting records on the composition and price of the assets should regularly be compared with the actual price and composition, and if necessary undertake respective measures.

Certain employees are appointed in the Company with the obligation to compile and submit complete and reliable accounting records within the time period envisaged by legislation.

Failure to observe or attempt to violate the procedure of internal financial control, distortion or forgery of accounting records of the Company is strictly prohibited and is considered violation of respective legislation.

1. AUDIT AND CONTROL

Internal and external audit of financial and economic activities of the Company is carried out on regular basis; in addition, uninterrupted control is ensured over completeness and accuracy of all the business operations in accounting records and observance of the principles and requirements of legislation in force and internal normative documents of the Company, including the principles and requirements stipulated by the present Policy.

Within the frames of internal control procedures in the Company, verification of discipline is performed regarding the implementation procedure of business processes, including verification of lawfulness of activities with Company assets management, as well as their economic feasibility, relevance of expenses and availability of primary documents compliant with the requirements of the present Policy.

1. PROCEDURE OF NOTIFICATION ON VIOLATIONS

If information regarding the violation (or signs of violations) or facts of disposition to commit such violations has become known to any employee of the Company, irrespective of his/her job position, as well as to any member of the Board of directors or Company representative, with respect to the provisions of the present Policy and/or anti-corruption legislation in force that have been performed by Company employees, members of the Board of Directors, Company representatives or third parties, they are obliged to notify of the above-mentioned in the following way:

1. notify via “Unified Hot Line” of the Company or by directly sending a message to the following e-mail address: [hotline@mts.am](mailto:hotline@mts.am) (the e-mail address under the subordination of the Governance Risk and Control Department), including anonymous messages (sent from an email address not belonging to the Company),
2. notify his/her line manager of any level, and in case the facts refer to the latter, than the higher level manager should be notified;
3. notify Compliance Manager or the employees of Compliance Representative Group.

The Company, within the limits of its authorizations, is obliged to ensure the protection of employees that have conscientiously notified about violations (or suspecting of such violations) of anti-corruption legislation in force or the provisions of the present Policy, preventing their prosecution or any other type of discrimination by the party against whom the respective message was submitted.

At the same time, the Company guarantees that no sanctions (including dismissing from job, demotion, deprivation from bonus, etc.) shall be imposed on the employee who has conscientiously notified of supposed corruption act or that has refused to accept, give a bribe or act as mediator in bribery, even if in the result of the latter the Company has lost any profit or has failed to get competitive or commercial privilege.

The guarantee of not imposing sanctions by the Company does not apply to guilty employees, as well as to the cases when during internal research of the Company it has been proven that the message was an intentional fraud, defamation, false testimony.

1. POLICY FULFILLMENT

Compliance Manager is the owner of the present Policy and is also in charge of the development, application and improvement of the latter, as well as the anti-corruption compliance system monitoring of the Company.

Within the frames of its responsibility, the Company’s Management is responsible for observance and efficiency of complete corporate compliance system, as well as introduction and implementation of anti-corruption compliance system and the processes.

The Management, members of the Board of Directors, Company employees, irrespective of their job position, bear personal responsibility for observance of the present Policy, principles and requirements of anti-corruption legislation in force, as well as for the actions (inactions) of their subordinates that have violated the mentioned principles and requirements.

1. INFORMATION SOURCES

In case Employees have any questions regarding the interpretation of the content of the present Policy, including any of its provisions, principles of implementation of compliance procedures stipulated by the present Policy, including the applicability of such principles and processes in certain situations or business procedures of the Company, as well as in case of having suspicion in legality or ethical nature of his/her conduct, the employee may turn to Compliance Manager.

Additional information regarding the procedures of anti-corruption compliance system of the Company, answers to frequently asked questions, as well as the text of anti-corruption clause are presented in the single information web-portal of the Company: Company Profile/Compliance and Business Ethics.

1. NORMATIVE REFERENCES

| № | Document Title | Link in the internal portal |
| --- | --- | --- |
|  | Criminal Code of the RA clauses 200, 201.1, 201.2, 201.3, 201.4, 312, 312.1, 312, 313, dated 13.06.1996 |  |
|  | US Foreign Corrupt Practices Act 1977 (FCPA) (adopted by US Congress in 1977); |  |
|  | UK Bribery Act 2010 («UKBA») (adopted by the Great Britain Parliament in 2010); |  |
|  | US Federal Sentencing Guidelines Manual, §8B2.1., 2010 |  |
|  | The Bribery Act 2010 Guidance, 2011 |  |
|  | A Resource Guide to the U.S. Foreign Corrupt Practices Act, 2012 |  |
|  | Convention of the Organization for Economic Cooperation and Development (OECD) on Combating Bribery of Foreign Public Officials in International Business Transactions, 1997. |  |
|  | The United Nations Convention against Corruption, 2003. |  |
|  | Convention on criminal liability for corruption, 1999. |  |
|  | Guidelines for organizations regarding the development and adoption of measures to prevent and fight against corruption, 2013 (Ministry of Labour and Social Protection of the Russian Federation) |  |